## COMPANIES HOUSE EDINBURGH

12 MAR 2020

FRONT DESK

## **Badaboom Limited**

Registration no: SC402729

**Annual report and financial statements** 

For the year ended 28 February 2019

THURSDAY



SCT

12/03/2020 COMPANIES HOUSE

#265

## **Annual report and financial statements**

## **Table of contents**

	Page
Directors and other information	1
Directors' Report	2
Independent auditor's report	5
Profit and Loss Account	8
Statement of Other Comprehensive Income	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the financial statements	11

### **Directors and other information**

**Directors** 

D Frew

A Pozzi (resigned 3 January 2020)

**E J Robertson** 

R Webster (appointed 13 December 2018)

K Gray (appointed 3 January 2020)
R Heffernan (appointed 3 January 2020)

**Secretary** 

**C&C Management Services Limited** 

**Principal bankers** 

Royal Bank of Scotland

339 Byres Road

Glasgow G12 8QP

**Solicitors** 

McCann FitzGerald

Riverside One

Sir John Rogerson's Quay

Dublin 2

**Auditor** 

**Ernst & Young LLP** 

G1, 5 George Square

Glasgow G2 1DY

**Registered office** 

161 Duke Street

Glasgow G31 1JD

Registered number

SC402729

#### Directors' Report for the Year Ended 28 February 2019

The directors present their report and the audited financial statements of Badaboom Limited (the company) for the year ended 28 February 2019.

#### **Strategic Report**

The company is exempt from preparing a Strategic Report as it is entitled to the exemption available for small companies.

#### **Principal activities**

The principal activity of the company is the provision of drink brand promotions and bar services.

#### Directors, secretary and their interests

The directors and secretary who served at any time during the period are set out on page 1.

#### **Results and dividends**

The profit for the year after taxation amounted to £159,015. During the year the company paid an interim dividend of £Nil (2018: £5,234). The directors do not recommend a final dividend for 2019 (2018: £Nil).

#### **Going Concern**

The company is dependent on the continuing support of group undertakings. With the support of group undertakings the directors are of the opinion that it is appropriate to prepare the financial statements on a going concern basis.

#### Principal risks and uncertainties

#### **Risks & uncertainties**

The company may be adversely affected by changes in government regulations affecting alcohol marketing promotions.

#### Mitigation

This risk is mitigated by support of trade associations within the C&C group to present the industrys case to government.

#### **Future developments**

The company will continue to work closely with C&C Group plc and explore opportunities to work with other brand owners to promote and grow their brands as well as the Badaboom brand.

### **Directors' Report - continued**

#### Post balance sheet events

No events affecting the company have occurred since the year end.

#### **Auditor**

Persuant to section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and therefore Ernst & Young LLP will continue in office.

# Statement of directors' responsibilities in respect of the Directors' Report and the financial statements.

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of its profit or loss for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- · make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Directors' Report (continued)** 

### **Small company provisions**

This report has been prepared in accordance with the small companies regime under section 415A of the Companies Act 2006.

On behalf of the board

**Kenneth Gray** 

Director

11 March 2020

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BADABOOM LIMITED For the year ended 28 February 2019

#### **Opinion**

We have audited the financial statements of Badaboom Limited for the year ended 28 February 2019 which comprise Profit and Loss Account, the Statement of Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 15, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 28 February 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material
  uncertainties that may cast significant doubt about the company's ability to continue to
  adopt the going concern basis of accounting for a period of at least twelve months from the
  date when the financial statements are authorised for issue.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BADABOOM LIMITED

#### Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

#### Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report. We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

#### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BADABOOM LIMITED

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at https://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

#### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006.

Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Annie Graham (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Glasgow

11 March 2020

### **Profit and Loss Account**

for the year ended 28 February 2019

		Year ended	Year ended
	Notes	28 February 2019	28 February 2018
		£	£
Turnover	2	2,821,111	915,677
Cost of sales		(1,595,465)	(427,517)
Gross Profit		1,225,646	488,160
Administrative expenses		(1,013,528)	(636,676)
Other operating income		•	67
Operating profit/(loss)	3	212,118	(148,449)
Interest payable and similar charges		(13,369)	(7,236)
Profit/(loss) on ordinary activities be	efore taxation	198,749	(155,685)
Tax (charge)/credit	6	(39,734)	7,713
Profit/(loss) for the financial year		159,015	(147,972)

## **Statement of Other Comprehensive Income**

for the year ended 28 February 2019

	Year ended 28 February 2019 £	Year ended 28 February 2018 £
Profit/(loss) for the financial year	159,015	(147,972)
Total comprehensive income/(loss) for the year	159,015	(147,972)

The accompanying notes form part of the financial statements.

Ra	laı	nce	Sh	eet

Dalatice Sticet			
As at 28 February 2019			
Not	es	2019	2018
		£	£
Fixed assets			
Tangible Fixed Assets	7	38,311	38,071
		38,311	38,071
<b>Current Assets</b>	•		
Debtors	8	601,973	149,918
Cash at bank and in hand		269,859	57,101
		871,832	207,019
Creditors			
Amounts falling due within one year			
Creditors: amounts due within one year	9	(592,015)	(151,417)
		(592,015)	(151,417)
Net current assets		279,817	55,602
Total assets less current liabilities		318,128	93,673
Creditors			
Amounts falling due after one year			
Creditors: amounts due after one year	10	(200,059)	(125,173)
Provision for liabilities and charges	11	4,101	(5,345)
Net assets / (liabilities)		122,170	(36,845)
Capital and reserves			
Share capital	12	100	100
Profit and loss account		122,070	(36,945)
		122,170	(36,845)

The financial statements were approved by the board on 11 March 2020 and signed on its behalf by:

**Kenneth Gray** 

Director

Company Registered Numbered: SC402729

The accompanying notes form part of the financial statements.

**Statement of Changes in Equity** 

	Called Up	Profit	
	Share	and loss	
	Capital	account	Total
	£	· £	£
At 1 March 2017	100	116,261	116,361
Loss for the financial year		(147,972)	(147,972)
Total Comprehensive loss for the year	-	(147,972)	(147,972)
Dividends paid	-	(5,234)	(5,234)
At 28 February 2018	100	(36,945)	(36,845)
Total Comprehensive income for the year			
Profit of the financial year		159,015	159,015
Total Comprehensive profit for the year	-	159,015	159,015
At 28 February 2019	100	122,070	122,170

The accompanying notes form part of the financial statements.

Notes to the financial statements - For the year ended 28 February 2019

#### 1 - Statement of Accounting Policies

#### Statutory information

Badaboom Limited is a private company incorporated, domiciled and registered in Scotland in the UK. The registered number is SC402729 and the registered address is 161 Duke Street, Glasgow, G31 1JD.

#### **Compliance with accounting standards**

The accounts have been prepared in accordance with the provisions of FRS 102 Section 1A Small Entities. There were no material departures from that standard.

#### **Accounting policies**

The principal accounting policies adopted in the preparation of the financial statements are set out below and have remained unchanged from the previous year, and also have been consistently applied within the same accounts.

#### **Basis of preparation**

The accounts have been prepared under the historical cost convention.

#### **Presentation currency**

The accounts are presented in £ sterling.

#### **Turnover**

Turnover comprises the fair value of goods supplied to customers exclusive of VAT.

#### Tangible fixed assets and depreciation

Tangible assets are included at cost less depreciation and impairment. Depreciation has been provided at the following rates in order to write off the assets over their estimated useful lives:

Motor vehicles 25% reducing balance Fixtures & fittings 25% reducing balance

#### Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

#### Interest receivable and interest payable

Interest payable and similar expenses include interest payable and net foreign exchange losses that are recognised in the profit and loss account. Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains. Interest income and interest payable is recognised in profit and loss as it accrues, using the effective interest method.

#### Notes to the financial statements - continued

#### **Stocks**

Trading stocks are stated at the lower of cost and net realisable value. Cost comprises purchase price. Net realisable value is based on normal selling price, less further costs expected to be incurred to completion and disposal.

#### **Foreign currencies**

Transactions in foreign currencies are translated to £ sterling at the foreign exchange rate ruling at the date of transaction.

#### Taxation including deferred taxation

Tax on the profit or loss for the year comprises current and deferred tax. Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. Deferred tax arises as a result of including items of income and expenditure in taxation computations in periods different from those in which they are included in the company's accounts. Deferred tax is provided in full on timing differences which result in an obligation to pay more (or less) tax at a future date, at the average tax rates that are expected to apply when the timing differences reverse, based on current tax rates and laws.

Deferred tax assets and liabilities are not discounted.

#### Leases

Payments made under operating leases are recognised in the profit and loss account on a straight-line basis over the terms of the lease.

#### **Employee Benefits**

#### **Pension costs**

#### **Defined contribution plans**

The company operates a defined contribution pension scheme. A defined contribution plan is a postemployment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit or loss account in the periods during which services are rendered by employees.

#### **Provisions**

A provision is recognised in the balance sheet when the company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

28 February 2018

£ 12,691

## **Badaboom Limited**

Depreciation

Limited's behalf.

### Notes to the financial statements – continued

### 2 – Turnover – continuing operations

	Year ended	Year ended
	28 February 2019	28 February 2018
	£	£
The provision of drink brand		
promotions and bar services	2,821,111	915,677
3 – Expenses and auditor's remuneration Included in the profit are the following:		
	Year ended	Year ended

28 February 2019

£

12,771

Auditor remuneration of £5,000 (2018: £5,000) was borne by another group company on Badaboom

4,063

## **Badaboom Limited**

Notes to the financial statements - continued

Company contributions to pension plans

#### 4 - Staff numbers and costs

	Year ended	Year ended
	28 February 2019	28 February 2018
	No.	No.
The average number of persons employed by the		·
company (including executive directors) during		
the year, analysed by category, was as follows:		
Production	5	6
Sales, marketing and administration	12	9
	17	15
The aggregate remuneration costs of these employe	Year ended	Year ended
	28 February 2019	28 February 2018
	£	£
Wages and salaries	628,204	333,521
Social welfare costs	50,096	1,285
Other pension costs	12,149	7,657
	690,449	342,463
5 – Directors' remuneration		
Directors' remuneration	115,000	108,251

The aggregate remuneration of the highest paid director was £115,000 (2018: £64,400) with company pension contributions made of £3,750 (2018: £2,500).

3,750

118,750

#### Notes to the financial statements - continued

6 –	Та	Y2	tic	'n

	Year ended 28 February 2019	Year ended 28 February 2018
	£	£
(a) Analysis of the charge in the year		
Current tax		
Corporation tax	49,181	-
Adjustment in respect of prior years	<u> </u>	(2,699)
	49,181	(2,699)
Deferred tax		
Originating / reversal of temporary differences	(9,447)	(4,496)
Adjustment in respect of prior years	•	(518)
Total deferred tax	(9,447)	(5,014)
Tax on profit	(39,734)	(7,713)
·	Year ended	Year ended
	28 February 2019	28 February 2018
(b) Reconciliation of effective tax charge	£	£
Profit/(loss) for the financial year	159,015	(147,972)
Total tax (charge)/credit	(39,734)	7,713
	198,749	(155,685)
Loss on ordinary activities multiplied by		
the standard rate of corporation tax of 19% (2018: 19%)	37,762	(29,580)
Expenses not deductible for tax purposes	1,972	774
Other	· -	(137)
Group relief surrendered	-	21,748
Prior year adjustment	<u> </u>	(518)
Total tax charge / (credit) reported in the income statem	nent <b>39,734</b>	(7,713)

The main rate of corporation tax reduced from 20% to 19% effective from 1 April 2017. The Finance Act 2016, substantively enacted on 6 September 2016, includes legislation that will further reduce the main rate of corporation tax to 17%, effective from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

## Notes to the financial statements – continued

## 7 – Tangible Fixed Assets

		Fixtures	
	Motor Vehicles	& Fittings	Total
	f	& FILLINGS £	£
Cost or valuation	r	Ľ	L
At 1 March 2018	45,646	38,687	84,333
Additions in year	13,010	13,011	13,011
At 28 February 2019	45,646	51,698	97,344
Depreciation			
At 1 March 2018	25,832	20,430	46,262
Charge for the year	4,954	7,817	12,771
At 28 February 2019	30,786	28,247	59,033
Net book value			
At 28 February 2019	14,860	23,451	38,311
Net book value			
At 28 February 2018	19,814	18,257	38,071
8 – Debtors			
	:	2019	2018
		£	£
Trade debtors	601	1,632	146,880
Other debtors		341	3,038
	60	1,973	149,918
9 - Creditors: amounts falling due within one year			
		2019	2018
		£	£
Trade creditors	11	7,180	37,667
Taxes and social security	16	3,643	21,636
Accruals and deferred income	31	1,192	92,114
	59	2,015	151,417

Notes to the financial statements – continued

	•	2019	2018
		£	£
Other creditors		200,059	125,17 <u>3</u>
		200,059	125,173

Other creditors represent amounts owed for deferred payments due by the company in 2021 & 2022.

## 11 - Provisions for liabilities and charges - deferred tax

	Assets	Assets	Liabilities	Liabilities	Net	Net
	2019	2018	2019	2018	2019	2018
	£	£	£	£	£	£
Tangible fixed assets	-	-	6,349	7,233	6,349	7,233
Unutilised losses	-	-	-	(1,888)	-	(1,888)
Other timing differences		-	(10,450)		(10,450)	
		-	(4,101)	5,345	(4,101)	5,34 <u>5</u>

## Movements in deferred tax during the year

	1 March 2018 £'000	Recognised in income £'000	28 February 2019 £'000
Tangible fixed assets	7,233	(884)	6,349
Unutilised losses	(1,888)	1,888	-
Other timing differences	-	(10,450)	<u>(10,450)</u>
	5,345	(9,446)	(4,101)

## Movements in deferred tax during the prior year

	1 March	Recognised	28 February
	2017	in income	2018
	£'000	£'000	£'000
Tangible fixed assets	10,359	(3,126)	7,233
<u>Unutilised losses</u>	-	(1,888)	(1,888)
	10,359	(5,014)	5,345

Notes to the financial statements - continued

#### 12 - Share Capital

	2019	2018
Allotted, called up & fully paid:	£	£
100 Ordinary shares of £1 each	<u>100</u>	100
	100	100

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

#### 13 - Related parties

During the year, rental payments totalling £32,000 (2018: £32,000) in respect of the company's rented premises were made by the company at normal market prices to CB Properties (Scotland) Ltd, of which D Frew's father in law is a director and controlling shareholder. The balance payable outstanding at 28 February 2019 was £Nil (2018: £Nil).

#### 14 - Commitments under operating leases

Annual amounts payable under non-cancellable operating leases at 28 February 2019 are payable as follows:

	2019	2018
	£	£
Land & buildings		
Within one year	5,333	32,000
Within two to five years		8,000
	<u> 5,333</u>	40,000
Other	<b>y</b>	
Within one year	16,740	7,248
Within two to five years	<u> 19,183</u>	<u>10,872</u>
	<u>35,923</u>	<u>18,120</u>

### 15 - Ultimate parent undertaking

The company's intermediate parent undertaking is Tennent Caledonian Breweries UK Limited. The company's ultimate parent undertaking and controlling party is C&C Group Plc, a company registered in the Republic of Ireland. The smallest and largest group in which the results of the company are consolidated is that headed by C&C Group Plc. and the consolidated financial statements are filed in the Companies Registration Office at 14 Parnell Square, Dublin 1, Republic of Ireland.