

# **PT & MDH Restaurants Limited**

Annual report and financial statements

Registered number SC568156

18 month period ended 26 September 2019



COMPANIES HOUSE

**18 MAR 2021**

EDINBURGH MAILBOX

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## Directors' report

The director presents her directors' report and audited financial statements for the 18 month period ended 26 September 2019.

### Principal activities

During the period ended 26 September 2019 the Company's principal activity was the operation of a restaurant. However, during this period the director took the decision to cease trading. As the director does not intend to acquire a replacement trade they have not prepared the financial statements on a going concern basis. The effects of which are explained in note 1.

### Dividend

The director does not recommend the payment of a dividend (2018: £nil).

### Directors

The directors who held office during the period and to the date of this report were as follows:

I Gillies (appointed 19 June 2020 and resigned 7 December 2020)

P Tamburrini (resigned 31 May 2019)

R Macdonald (resigned 19 June 2020)

T O'Neill (appointed 7 December 2020)

### Disclosure of information to auditor

The director who held office at the date of approval of this directors' report confirms that, so far as she is aware, there is no relevant audit information of which the Company's auditor is unaware; and she has taken all the steps that she ought to have taken as a director to make herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



**T O'Neill**  
Director

Whiteside House  
West Lothian  
Bathgate  
EH48 2RX

24 February 2021

## **Statement of directors' responsibilities in respect of the Annual report and financial statements**

The directors are responsible for preparing the Annual report and 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 the profit or loss of the company 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

KPMG LLP  
Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PT & MDH RESTAURANTS LIMITED**

### **Opinion**

We have audited the financial statements of PT & MDH Restaurants Limited ("the company") for the 18 month period ended 26 September 2019 which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 26 September 2019 and of its loss for the period then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

### **Emphasis of matter - non-going concern basis of preparation**

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements have not been prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

### **Directors' report**

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

### **Directors' responsibilities**

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

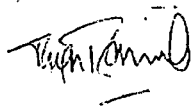
### **Auditor's responsibilities**

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at <http://www.frc.org.uk/auditorsresponsibilities>.

### **The purpose of our audit work and to whom we owe our responsibilities**

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.



**Hugh Harvie (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EG  
26 February 2021

**Profit and loss account**  
for 18 month period ended 26 September 2019

		18 month period ended 26 September 2019 £000	38 weeks ended 29 March 2018 £000
<b>Turnover</b>		1,385	554
Cost of sales		(1,600)	(591)
<b>Gross loss</b>		(215)	(37)
Administrative expenses		18	-
<b>Operating loss</b>		(197)	(37)
Interest payable and similar charges	6	(23)	(2)
<b>Loss before taxation</b>		(220)	(39)
Tax on profit	7	-	7
<b>Loss for the financial year</b>		(220)	(32)

The company has no other comprehensive income in either the current or the prior period.

The result for the period has been derived from continuing activities.

The notes on pages 8 to 15 form an integral part of these financial statements.

**Balance sheet**  
*at 26 September 2019*

	<i>Note</i>	<b>2019</b> <b>£000</b>	<b>2018</b> <b>£000</b>
<b>Fixed assets</b>			
Tangible assets	8	206	243
<b>Current assets</b>			
Stocks	9	-	36
Debtors	10	35	7
		<u>35</u>	<u>43</u>
<b>Creditors: amounts falling due within one year</b>	11	<u>(458)</u>	<u>(318)</u>
<b>Net current liabilities</b>		<b>(423)</b>	<b>(275)</b>
<b>Creditors: amounts falling due after one year</b>			
Deferred tax liability		<u>(35)</u>	<u>--</u>
<b>Net liabilities</b>		<u><b>(252)</b></u>	<u><b>(32)</b></u>
<b>Capital and reserves</b>			
Called up share capital	13	-	-
Profit and loss account		<u>(252)</u>	<u>(32)</u>
<b>Equity Shareholders' deficit</b>		<u><b>(252)</b></u>	<u><b>(32)</b></u>

The notes on pages 8 to 15 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 24 February 2021 and were signed on its behalf by:



**T O'Neill**  
*Director*



**Statement of changes in equity**  
*for 18 month period ended 26 September 2019*

	Called up share capital £000	Capital contribution reserve £000	Profit and loss account £000	Total equity £000
Balance at 30 March 2017	-	-	-	-
Loss for the financial year	-	-	(32)	(32)
Balance at 29 March 2018	-	-	(32)	(32)
Loss for the financial period	-	-	(220)	(220)
Balance at 26 September 2019	-	-	(252)	(252)

The notes on pages 8 to 15 form an integral part of these financial statements.

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

PT & MDH Restaurants Limited ('the Company') is a private company limited by shares and incorporated and domiciled in the UK. The registered number is SC568156 and the registered address is Whiteside House, West Lothian, EH48 2RX.

#### *Financial period*

These financial statements are drawn up for the 18 month period ended 26 September 2019.

#### *Basis of preparation*

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("*FRS 102*"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Macdonald Hotels Limited includes the company in its consolidated financial statements. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Macdonald Hotels Limited include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. The financial statements are prepared on the historical cost basis.

Judgements made by the directors, in the application of these accounting policies are considered in note 18.

During the period ended 26 September 2019, the directors took the decision to cease trading. As they do not intend to acquire a replacement trade, they have not prepared the accounts on a going concern basis. No adjustments were necessary to the amount at which the remaining net assets are included in these financial statements.

As 100% of the Company's voting rights are controlled within the group headed by Macdonald Hotels Limited, the Company has taken advantage of the exemption contained in FRS 102.33 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Macdonald Hotels Limited, within which this Company is included, can be obtained from Whiteside House, Whiteside Industrial Estate, Bathgate, EH48 2RX.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Fixed assets and depreciation*

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

Vehicles, fixtures and equipment	- 4-10 years
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Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

#### *Impairment excluding stocks and deferred tax assets*

##### *Financial assets (including trade and other debtors)*

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

##### *Non-financial assets*

The carrying amounts of the Company's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

## Notes (continued)

### 1 Accounting policies (continued)

#### *Stocks*

Stocks are stated at the lower of cost and net realisable value.

#### *Taxation*

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

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 is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

#### *Turnover*

Turnover is recognised when the significant risks and rewards of the goods and services provided are transferred to the buyer, the amount of turnover can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Company.

Turnover represents the total invoice value, excluding value added tax, of sales made during the year.

Turnover for the Company comprises the following streams:

- Sale of goods - turnover from the sale of food and beverages is recognised at the point of sale.

## Notes (continued)

### 1 Accounting policies (continued)

#### Cash and cash equivalents

- Cash and cash equivalents comprise cash balances and call deposits.

#### Basic financial instruments

##### Trade and other debtors/creditors

- Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

##### Interest-bearing borrowings classified as basic financial instruments

- Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

#### Cash and cash equivalents

- Cash and cash equivalents comprise cash balances and call deposits.

#### Expenses

##### Interest payable

Interest payable and similar charges include interest payable on borrowings.

Interest payable is recognised in profit or loss as it accrues, using the effective interest method.

### 2 Turnover

All Turnover is earned in the United Kingdom from the company's principal activity.

### 3 Expenses and auditor's remuneration

	18 month period ended 26 September 2019 £000	38 weeks ended 29 March 2018 £000
<i>Included in profit are the following:</i>		
Depreciation of tangible fixed assets	37	4

Auditors' remuneration is borne by the company's holding company.

### 4 Remuneration of directors

The director received no remuneration for services to the company (2018: £nil).

## Notes (continued)

### 5 Staff numbers and costs

The company has no employees. Persons are employed through a related undertaking, Macdonald Hotels Limited, and their employee costs are recharged to the Company for the services performed. The costs borne by the Company relating to these services are set out in the note below:

The aggregate payroll costs of these persons were as follows:

	18 month period ended 26 September 2019 £000	38 weeks ended 29 March 2018 £000
Wages and salaries	839	299
Social security costs	54	24
Other pension costs	7	2
	<u>900</u>	<u>325</u>

### 6 Interest payable

	18 month period ended 26 September 2019 £000	38 weeks ended 29 March 2018 £000
Interest payable to group undertakings	<u>23</u>	<u>2</u>

### 7 Taxation

Total taxation recognised in the profit and loss account

	18 month period ended 26 September 2019 £000	38 weeks ended 29 March 2018 £000
<i>UK corporation tax</i>		
Current tax on loss for the year	(35)	(7)
Total current tax	<u>(35)</u>	<u>(7)</u>
<i>Deferred tax (see Note 12)</i>		
Origination and reversal of timing differences	35	-
Total deferred tax	<u>35</u>	<u>-</u>
Total tax expense	<u>-</u>	<u>(7)</u>

## Notes (continued)

### 7 Taxation (continued)

#### Reconciliation of effective tax rate

	18 month period ended 26 September 2019 £000	38 weeks ended 29 March 2018 £000
<i>Current tax reconciliation</i>		
Loss for the year	220	(32)
Total tax credit	-	(7)
Profit excluding taxation	220	(39)
Tax using the UK corporation tax rate of 19% (2018: 19%)	(42)	(7)
Effect of tax rate change	(4)	-
Deferred tax not recognised	46	-
Total tax expense included in profit or loss	-	(7)

A reduction in the UK Corporation tax rate from 19% to 17% (effective from 1st April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax liability as at 26 September 2019 has been calculated based on this rate. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at the current 19% and not reduce to 17% from 1 April 2020. This will have a consequential effect on the company's future tax charge.

### 8 Tangible fixed assets

	Freehold land and buildings £000	Fixed plant £000	Vehicles, fixtures and equipment £000	Projects in progress £000	Total £000
<b>Cost</b>					
At beginning of period	-	-	247	-	247
Additions	-	-	-	3	3
Transfers	-	-	3	(3)	-
Disposals	-	-	(3)	-	(3)
<b>At end of year</b>	-	-	247	-	247
<b>Depreciation</b>					
At beginning of period	-	-	4	-	4
Charge for year	-	-	37	-	37
<b>At end of year</b>	-	-	41	-	41
<b>Net book value</b>					
<b>At 26 September 2019</b>	-	-	206	-	206
<b>At 29 March 2018</b>	-	-	243	-	243

### 9 Stocks

	2019 £000	2018 £000
Goods for resale	-	36

Goods for resale recognised as cost of sales in the year amounted to £534,000 (2018: £182,000).

## Notes (continued)

### 10 Debtors

	2019 £000	2018 £000
Prepayments and accrued income	35	7
	<u>35</u>	<u>7</u>

### 11 Creditors: amounts falling due within one year

	2019 £000	2018 £000
Amounts owed to group undertakings	458	296
Accruals and deferred income	-	22
	<u>458</u>	<u>318</u>

### 12 Deferred tax liabilities

	Assets		Liabilities		Net	
	2019 £000	2018 £000	2019 £000	2018 £000	2019 £000	2018 £000
Accelerated capital allowances	-	-	35	-	35	-
Net deferred tax liabilities	<u>-</u>	<u>-</u>	<u>35</u>	<u>-</u>	<u>35</u>	<u>-</u>

### 13 Called up share capital

	2019 £	2018 £
<i>Allotted, called up and fully paid</i>		
51 A ordinary shares of £1 each	51	51
49 B ordinary shares of £1 each	49	49
	<u>100</u>	<u>100</u>

### 14 Contingent liabilities

The Company is party to joint and several guarantees, with other group members, including Macdonald Hotels Limited, in respect of bank borrowings. The Company's liability in respect of these guarantees at 26 September 2019 amounted to £196 million (2018: £230 million).

The company also has an obligation under the group VAT registration amounting at 26 September 2019 to £4.4 million (2018: £2.2 million).

### 15 Controlling parties

Paul Tamburrini transferred his shares to Macdonald Holyrood Limited on 21st August 2019.



## Notes (continued)

### 16 Ultimate parent company and parent undertaking of larger group of which the company is a member

The Company is a subsidiary undertaking of Macdonald Hotels Limited, incorporated in Scotland, which is the ultimate parent company.

The only group in which the results of the company are consolidated is that headed by Macdonald Hotels Limited. The consolidated financial statements of this group are available to the public and may be obtained from Whiteside House, Whiteside Industrial Estate, Bathgate, EH48 2RX.

### 17 Key management personnel remuneration

During the period the company was charged £325,000 (2018: £325,000) in respect of payroll costs and loan interest of £2,000 (2018: £2,000) by Macdonald Hotels Limited. At the period end £296,000 (2018: £296,000) was due to Macdonald Hotels Limited in respect of trading balances and accrued interest. Macdonald Hotels Limited is the parent company of Macdonald Holyrood Limited, a shareholder of PT & MDH Restaurants Limited.

### 18 Accounting estimates and judgements

#### *Key sources of estimation uncertainty*

The directors believe that there are no areas of material estimation uncertainty which affect the financial result.

### 19 Post balance sheet events

Subsequent to the balance sheet date, the UK's short-term economic outlook has deteriorated as a consequence of the COVID-19 pandemic and the measures taken by Government to control the spread of the virus.

The Directors have reviewed the impact of COVID-19 and its potential impact on the business but believe that there is no requirement for disclosure beyond that already made in the Directors' Report and Going Concern Note (note 1).