

Company Registration No. 08542440

Underdog Group (B) Limited

Annual Report and Financial Statements

For the year ended 31 December 2015

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Underdog Group (B) Limited

Report and financial statements 2015

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Underdog Group (B) Limited

Report and financial statements 2015

Officers and professional advisers

Directors

W Beckett
H Gott
A McLauchlan
K Jones
P Campbell

Secretary

A McLauchlan

Registered Office

Unit 402
70 Wapping Wall, London
E1W 3SS

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
London

Underdog Group (B) Limited

Report and financial statements 2015

Strategic report

The directors, in preparing the strategic report, have complied with s414C of the Companies Act 2006.

Principal activities

The principal activity of the company in the year under review was to hold an investment in the Hawksmoor and Foxlow restaurant group.

Business review and future developments

The directors do not consider there to be any particular key performance indicators for the company and expect the company to continue in its operations as in the current period.

Principal risks and uncertainties

The company acts as a holding company and has no trading activities. The only financial risk that the directors consider relevant to this company is that the net asset value of the investments may fall below the investment held in respect of that entity within the company's balance sheet, requiring a revaluation of the investment for possible impairment.

Approved by the Board of Directors
and signed on behalf of the Board



A McLauchlan
Director

8 June 2016

Underdog Group (B) Limited

Directors' report

The directors present their annual report on the affairs of the company together with the financial statements for the year ended 31 December 2015.

Going concern

The company is non-trading and has net liabilities of £3,945k (2014: £2,212k).

The directors, for the reasons set out in the Accounting Policies together with a capital structure that has appropriately manageable long-term financing and with no material committed capital expenditure, have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Dividends

The directors did not recommend the payment of a dividend in the year.

Directors

The directors who served in the year, are presented on page 1 of the annual report.

Auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



A McLauchlan

8 June 2016

Underdog Group (B) Limited

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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;
- 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 with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements 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.

Independent auditor's report to the members of Underdog Group (B) Limited

We have audited the financial statements of Underdog Group (B) Limited for the year ended 31 December 2015, which comprise the Profit and Loss Account, the Balance Sheet, the Statement of changes in equity and the related notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

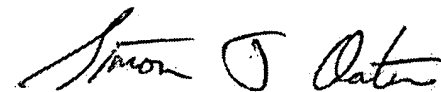
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.



Simon Oaten FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London

08 June 2016

Underdog Group (B) Limited

Profit and loss account

For the year ended 31 December 2015

| | Notes | 2015 £'000 | 2014 £'000 |
|--|-------|----------------|----------------|
| Administration expenses | | (22) | - |
| Interest payable and similar charges | | (1,711) | (1,558) |
| Loss on ordinary activities before taxation | | (1,733) | (1,558) |
| Tax on loss on ordinary activities | 4 | - | - |
| Loss for the financial year | | (1,733) | (1,558) |

All amounts reported in the profit and loss account relate to continuing operations.

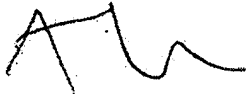
There were no recognised gains or losses during the current year other than the loss for that financial year. Accordingly, no separate statement of comprehensive income has been presented.

Underdog Group (B) Limited

Balance sheet As at 31 December 2015

| | Notes | 2015 £'000 | 2014 £'000 |
|---|-------|----------------|----------------|
| Fixed assets | | | |
| Investments | 5 | - | - |
| Current assets | | | |
| Debtors: amounts due after one year | 6 | 30,766 | 30,764 |
| | | <u>30,766</u> | <u>30,764</u> |
| Creditors: amounts falling due after one year | 7 | (34,711) | (32,976) |
| Net liabilities | | <u>(3,945)</u> | <u>(2,212)</u> |
| Capital and reserves | | | |
| Called up share capital | 8 | - | - |
| Profit and loss account | 9 | (3,945) | (2,212) |
| Shareholder's deficit | | <u>(3,945)</u> | <u>(2,212)</u> |

The financial statements of Underdog Group (B) Limited (company number 08542440) were approved by the board of directors and authorised for issue on 8 June 2016. They were signed on its behalf by:



A McLauchlan
Director

Underdog Group (B) Limited

Statement of changes in equity Year ended 31 December 2015

| | Called-up share capital £'000 | Profit and loss account £'000 | Total £'000 |
|-------------------------|--|--|------------------------|
| 1 January 2015 | - | (2,212) | (2,212) |
| Loss for financial year | - | (1,733) | (1,733) |
| At 31 December 2015 | - | (3,945) | (3,945) |

Underdog Group (B) Limited

Notes to the financial statements Year ended 31 December 2015

1. Accounting policies

Accounting convention

The financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The accounting policies adopted by the Company are set out below and have been applied consistently throughout the period and are consistent with the preceding period.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements, which are presented alongside these consolidated financial statements.

Exemptions have been taken in relation to the presentation of a cash flow statement and remuneration of key management personnel.

The Company is exempt from preparing consolidated accounts under s400 of the Companies Act 2006.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of policies and reported amount of assets and liabilities, income and expenses. The estimates are associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form a basis for making the judgements about carrying value of assets and liabilities that are not readily apparent from other sources.

The directors have reviewed the estimates and assumptions used in the preparation of the consolidated financial statements. The directors do not believe that there is a significant risk which would lead to material adjustments to the carrying value of any assets and liabilities in the next financial year due to the changes on the estimates or assumptions.

Going concern

The directors have reviewed the current and projected financial position of the company and, having taken into account that the company has appropriately manageable long-term financing, fully expect that the company will have access to adequate resources to continue in operation for the foreseeable future. Further information is provided in the Directors' report.

Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements

Investments

Investments in subsidiaries are valued at cost less any provision for impairment.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the relevant tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax is measured on a non-discounted basis.

Underdog Group (B) Limited

Notes to the financial statements Year ended 31 December 2015

2. Auditor's remuneration

The audit fee for the current year and 2014 audit of the company's statutory accounts for the year was borne by another Group company.

3. Staff costs

The company did not employ any staff in the year. The directors received no remuneration for services to the company.

4. Taxation

(a) Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year was as follows:

| | 2015 £'000 | 2014 £'000 |
|------------------------------------|---------------|---------------|
| Current tax: | | |
| UK corporation tax | - | - |
| Total current tax | - | - |
| Deferred tax | - | - |
| Tax on loss on ordinary activities | - | - |

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the period varies from the effective rate of corporation tax in the UK of 20.25% (2014: 22.5%). The differences are reconciled below:

| | 2015 £'000 | 2014 £'000 |
|---|---------------|---------------|
| Loss on ordinary activities before tax | (1,733) | (1,558) |
| Profit on ordinary activities multiplied by the effective rate of corporation tax in the UK at 20.25% (2014: 22.5%) | (351) | (350) |
| Expenditure not deductible for tax purposes | 351 | 350 |
| Total current tax (note 4 (a)) | - | - |

Underdog Group (B) Limited

Notes to the financial statements Year ended 31 December 2015

5. Investments

Shares in subsidiary
undertakings
2015 2014
£'000 £'000

Shares at cost at 1 January 2015 and at 31 December 2015

- -

Details of the company's subsidiary undertakings, as at 31 December 2015 are as follows:

| Company | Class | % | Country of registration | Nature of business |
|------------------------------|----------|-----|----------------------------|-----------------------|
| Underdog Group (C) Limited * | Ordinary | 100 | UK | Holding company |
| Underdog Restaurants Limited | Ordinary | 100 | UK | Restaurants |
| Foxlow Restaurants Limited | Ordinary | 100 | UK | Restaurants |
| Dinish Restaurants Limited | Ordinary | 100 | UK | Restaurants |

* Held directly

The following companies are exempt from the requirement relating to the audit of individual accounts for the year end 31 December 2015 by virtue of Section 479A of the Companies Act 2006: Foxlow Restaurants Limited (8552600), Underdog Restaurants Limited (05786163) and Underdog Group (C) Limited (8542498), Dinish Restaurants Limited (5383868).

6. Debtors

| | 2015 £'000 | 2014 £'000 |
|---|---------------|---------------|
| Amounts falling due after more than one year: | | |
| Amounts due by Group undertakings | 30,766 | 30,764 |

7. Creditors: amounts falling due after one year

| | 2015 £'000 | 2014 £'000 |
|------------------------------------|---------------|---------------|
| Amounts owed to Group undertakings | 12,029 | 12,006 |
| Other loans | 22,682 | 20,970 |
| | 34,711 | 32,976 |

Other loans comprise unsecured fixed rate loan notes which bear interest at 8% per annum. The loan notes are redeemable on 26 July 2019.

Underdog Group (B) Limited

Notes to the financial statements Year ended 31 December 2015

8. Called up share capital

| | 2015 £ | 2014 £'000 |
|---------------------------------|-----------|---------------|
| Allotted, issued and fully paid | | |
| 1 Ordinary share of 1p | | |

All shares are ranked *pari passu* and carry no right to fixed income.

9. Reserves

| | Profit and loss account £'000 | Totals £'000 |
|---------------------|--|-----------------|
| At 1 January 2015 | (2,212) | (2,212) |
| Loss for the year | (1,733) | (1,733) |
| At 31 December 2015 | (3,945) | (3,954) |

10. Control

At the balance sheet date, the directors consider Underdog Group Limited, a company incorporated in the United Kingdom, to be the parent company. The smallest and largest group into which the results of the company are consolidated is that headed by Underdog Group Limited.

Copies of the consolidated financial statements can be obtained from Underdog Group Limited, Unit 402, 70 Wapping Wall, London E1W 3SS.

The directors do not consider there to be an ultimate controlling party.