

**REGISTERED COMPANY NUMBER: 13494049 (England and Wales)**  
**REGISTERED CHARITY NUMBER: 1196347**

**THE GREENCLIFFE FOUNDATION LTD**  
**CONSOLIDATED FINANCIAL STATEMENTS**  
**FOR THE PERIOD 1 MARCH 2022 TO 31 DECEMBER 2022**

Berringers LLP  
Chartered Accountants  
and Statutory Auditors  
Lygon House  
50 London Road  
Bromley  
Kent  
BR1 3RA

**THE GREENCLIFFE FOUNDATION LTD**

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**for the period 1 March 2022 to 31 December 2022**

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# THE GREENCLIFFE FOUNDATION LTD

## REPORT OF THE TRUSTEES for the period 1 March 2022 to 31 December 2022

The trustees who are also directors of the charity for the purposes of the Companies Act 2006, present their report with the audited consolidated financial statements of the charity for the period 1 March 2022 to 31 December 2022. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

### STRATEGIC REPORT

#### Objectives and aims

The Greencliffe Foundation is a grant-making foundation with the objective of promoting such purposes as are exclusively charitable in accordance with the laws of England and Wales as the trustees may from time to time determine. The Foundation's primary focus is in India and on the issues of:

- Mental and physical disabilities
- Homelessness
- Women's Rights and Violence against Women
- Alcohol and drug addiction
- Environmental Sustainability and Wildlife Conservation

Greencliffe Foundation (GF) seeks to build long-term funding relationships with non-governmental organisations (NGOs) in order to improve the lives of individuals and their communities.

GF is a new charity and will be developing the ways that success is measured. Broadly speaking, GF should:

- Ensure grantees are able to carry out their work effectively and in line with what they set out to do in their proposal plans.
- Ensure that work done by grantees can lead to the realisation of people's rights, and can challenge and transform the societal structures that marginalise people.
- Receive regular progress reports from our grantees which detail the achievements the organisation have had, what feedback the grantees have received from the people they work with, and new ideas for how to develop and improve their work.
- Receive continued donations and income in order to secure stability and the ability to provide multi-year grants.
- Maintain low costs in order to maximise the funds available for carrying out charitable activities.

The short-term aims of GF are to ensure all of our internal systems and policies are functioning effectively and to develop a portfolio of grantees that we will support in the first couple of years. In the initial years, our income will exceed our expenditure, so in the short-term we will also need to identify reliable, low-risk investments to generate income from our cash-holdings. Our medium-term aim is to steadily increase our grant expenditure and have 10-20 grantees that we will support with multi-year grants. A long-term goal is to significantly increase our annual level of funding to capable organisations so that our income and expenditure is balanced. Our grant-making activities will increase the capabilities, rights and quality of life for communities that we seek to help.

#### Achievements and performance

GF are delighted with the donations it received in 2022. The commercial building that was donated will provide a steady annual income. Income from Natco Foods Ltd will vary year on year, but we envisage this also generating a healthy income for the charity. We were not able to distribute any funds in 2022 because the setting up of a charity bank account has been a lengthy process. This should be ready in 2023.

#### Trustees' duty to promote the success of the Charity – Section 172 statement

The trustees are the directors of The Greencliffe Foundation and have a duty to promote the success of the Charity and, in doing so, are required by section 172(1) of the Companies Act 2006 to have regard to various specific factors, including:

- the likely consequences of decisions in the long term
- the need to foster the Charity's relationships with third-party stakeholders
- the impact of the Charity's operations on the community and environment
- the desirability of the Charity maintaining a reputation for high standard of business conduct.



## **THE GREENCLIFFE FOUNDATION LTD**

### **REPORT OF THE TRUSTEES for the period 1 March 2022 to 31 December 2022**

#### **Financial review**

The total reserves at the balance sheet date were £20,953,645 (February 2022: £nil). During the period, the Foundation was donated an investment property, valued at £5,750,000, as well as the share capital for T Choithram & Sons (London) Ltd at a value of £15,576,000. The results of T Choithram & Sons (London) Ltd and its subsidiary Natco Foods Ltd are consolidated in the results for the period.

As the subsidiary company was donated for zero consideration, the fair value of the net assets on acquisition have been included as other income for the Foundation.

There were no grants made during the period, but there are sufficient reserves for the Foundation to proceed with grant making in 2023.

#### **Public benefit**

The trustees have had regard to Charity Commission guidance on public benefit and consider that the objectives, aims and achievements of the charity described in the report enable it to meet its duty to the Charity Commission as per section 17 of the Charities Act 2011, and to the benefit of the public.

#### **Going concern**

After reviewing the parent charitable company's and the group's forecasts and projections, the trustees have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The parent charitable company therefore continues to adopt the going concern basis in preparing its financial statements.

#### **Future Plans**

We expect to be able to start making our first grants towards the end of 2023.

## **STRUCTURE, GOVERNANCE AND MANAGEMENT**

### **Governing document**

The charity is controlled by its governing document, and constitutes a limited company, limited by guarantee, as defined by the Companies Act 2006.

The Greencliffe Foundation is a charitable company limited by guarantee, incorporated in July 2021. The seven trustees are:

Miss N Pagarani  
L Pagarani  
D K Pagarani  
D Pagarani  
Ms C V Pagarani  
V R Thanwani  
M R Thanwani

The trustees are also company directors. Under the requirements of the Memorandum and Articles of Association, the directors retire on an annual basis and, being eligible, offer themselves for re-election.

Natasha Pagarani is the Foundation's Secretary and the seven trustees jointly manage the foundation, meeting informally on a regular basis to discuss grants, funding and other activities.

The Greencliffe Foundation is the parent charitable company of T.Choithram & Sons (London) Ltd, which is the parent company of Natco Foods Limited, of which Luke Pagarani is Managing Director, Natasha Pagarani is also employed and Davinder Pagarani is engaged as a consultant. Natco Foods Limited is a company based in the UK whose core business is the sourcing, processing and selling of foods from around the world to consumers primarily in the UK. It is the intention of T.Choithram & Sons (London) Ltd and its subsidiaries to continue financial support of the HCF indefinitely.



**THE GREENCLIFFE FOUNDATION LTD**

**REPORT OF THE TRUSTEES**  
**for the period 1 March 2022 to 31 December 2022**

**REFERENCE AND ADMINISTRATIVE DETAILS**

**Registered Company number**

13494049 (England and Wales)

**Registered Charity number**

1196347

**Registered office**

c/o Natco Cash & Carry  
Silverdale Industrial estate  
Silverdale Road  
Hayes  
London  
UB3 3BL

**Trustees**

Miss N Pagarani  
L Pagarani  
D K Pagarani  
D Pagarani  
Ms C V Pagarani  
V R Thanwani  
M R Thanwani

**Auditors**

Berringers LLP  
Chartered Accountants  
and Statutory Auditors  
Lygon House  
50 London Road  
Bromley  
Kent  
BR1 3RA

**THE GREENCLIFFE FOUNDATION LTD**

**REPORT OF THE TRUSTEES  
for the period 1 March 2022 to 31 December 2022**

**STATEMENT OF TRUSTEES' RESPONSIBILITIES**

The trustees (who are also the directors of The Greencliffe Foundation Ltd for the purposes of company law) are responsible for preparing the Report of the trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the trustees are aware:

- there is no relevant audit information of which the charitable company's auditors are unaware; and
- the trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

**AUDITORS**

The auditors, Berringers LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

Report of the trustees, incorporating a Strategic report, approved by order of the board of trustees, as the company directors, on 27 September 2023 and signed on the board's behalf by:

Miss N Pagarani  
Trustee

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## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF THE GREENCLIFFE FOUNDATION LTD**

### **Opinion**

We have audited the consolidated financial statements of The Greencliffe Foundation Ltd (the parent 'charitable company') and its subsidiary (the 'group') for the period ended 31 December 2022 which comprise the Consolidated Statement of financial activities, the group and parent charitable company Balance sheet, the Consolidated Cash flow statement and consolidated notes to the financial statements, 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 (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group and parent charitable company's affairs as at 31 December 2022 and of the group's incoming resources and application of resources, including its income and expenditure, for the period 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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the group 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**

In auditing the consolidated financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

### **Other information**

The trustees are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Report of the independent auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our 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 this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this 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 Report of the trustees for the financial year for which the consolidated financial statements are prepared is consistent with the financial statements; and
- the Report of the trustees has been prepared in accordance with applicable legal requirements.



## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF THE GREENCLIFFE FOUNDATION LTD**

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

In the light of the knowledge and understanding of the group and its environment obtained in the course of the audit, we have not identified material misstatements in the Report of the trustees.

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 trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

### **Responsibilities of trustees**

As explained more fully in the Statement of trustees' responsibilities, the trustees (who are also the directors of the parent charitable company for the purposes of company law) 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 trustees 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 trustees are responsible for assessing the group's and parent charitable 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 trustees either intend to liquidate the group or the parent charitable company or to cease operations, or have no realistic alternative but to do so.

### **Our 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 a Report of the independent auditors 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and error, we considered the following:

- the nature of the industry, control environment and business performance;
- results of our enquiries to management about their own assessment of the risks of fraud and error;
- the matters discussed among the audit engagement team regarding how and where fraud may occur in the financial statements and any potential indicators of fraud.

Our procedures to respond to risk include the following:

- reviewing the financial statement disclosures and testing to supporting documentation;
- performing analytical procedures to identify any unusual or unexpected areas that may indicate risks of material misstatement due to fraud or error;
- addressing the risk of fraud and error through management override of controls, testing the appropriateness of journals, assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Independent Auditors.



**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
THE GREENCLIFFE FOUNDATION LTD**

**Use of our report**

This report is made solely to the charitable 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 charitable company's members those matters we are required to state to them in an auditors' 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Paul Allan BSocSc FCA (Senior Statutory Auditor)  
for and on behalf of Berringers LLP  
Chartered Accountants  
and Statutory Auditors  
Lygon House  
50 London Road  
Bromley  
Kent  
BR1 3RA

Date: 27 September 2023

THE GREENCLIFFE FOUNDATION LTD

CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES  
(INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT)  
for the period 1 March 2022 to 31 December 2022

		Period ended 31 December 2022	Period ended 28 February 2022
		Unrestricted fund £	Unrestricted fund £
<b>INCOME AND ENDOWMENTS FROM</b>	Notes		
Donations and legacies	2	5,750,000	-
<b>Other trading activities</b>			
Commercial trading operations	3	63,245,150	-
<b>Total</b>		68,995,150	-
<b>EXPENDITURE ON</b>			
<b>Costs of raising funds</b>			
Commercial trading operations	3	61,403,877	-
<b>Charitable activities</b>			
Other	4	17,653	-
<b>Total</b>		61,421,530	-
Net gains on investments	11	1,350,000	-
<b>NET INCOME</b>		8,923,620	-
<b>OTHER RECOGNISED GAINS/(LOSSES)</b>			
Other income arising on consolidation	12	12,030,025	-
<b>NET MOVEMENT IN FUNDS</b>		20,953,645	-
<b>RECONCILIATION OF FUNDS</b>			
<b>Total funds brought forward</b>	19	-	-
<b>TOTAL FUNDS CARRIED FORWARD</b>		20,953,645	-

The consolidated statement of financial activities includes all gains and losses recognised in the period.  
All income and expenditure has arisen from continuing activities of the group.  
The notes to the accounts are shown on pages 12 to 23.



**THE GREENCLIFFE FOUNDATION LTD**  
**CONSOLIDATED AND CHARITY BALANCE SHEET**  
**31 December 2022**

		<b>Group</b>		<b>Charity</b>	
		<b>31 December</b>	<b>28 February</b>	<b>31 December</b>	<b>28 February</b>
		<b>2022</b>	<b>2022</b>	<b>2022</b>	<b>2022</b>
		<b>Unrestricted</b>	<b>Unrestricted</b>	<b>Unrestricted</b>	<b>Unrestricted</b>
		<b>fund</b>	<b>fund</b>	<b>fund</b>	<b>fund</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
<b>FIXED ASSETS</b>					
Tangible assets	10	2,896,696	-	-	-
<b>Investments</b>					
Investments	11	11,700,000	-	15,576,000	-
Investment property	13	5,750,000	-	5,750,000	-
		<b>20,346,696</b>	<b>-</b>	<b>21,326,000</b>	<b>-</b>
<b>CURRENT ASSETS</b>					
Debtors: amounts falling due within one year	14	18,898,180	-	1,764,215	-
Stocks	15	16,729,755	-	-	-
Cash at bank		2,119,799	-	-	-
		<b>37,747,734</b>	<b>-</b>	<b>1,764,215</b>	<b>-</b>
<b>CREDITORS</b>					
Amounts falling due within one year	16	(10,707,049)	-	(19,104)	-
<b>NET CURRENT ASSETS</b>		<b>27,040,685</b>	<b>-</b>	<b>1,745,111</b>	<b>-</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>47,387,381</b>	<b>-</b>	<b>23,071,111</b>	<b>-</b>
Amounts falling due in more than one year	17	(25,819,539)	-	-	-
Provision for liabilities	18	(614,197)	-	-	-
<b>NET ASSETS</b>		<b>20,953,645</b>	<b>-</b>	<b>23,071,111</b>	<b>-</b>
<b>FUNDS</b>					
Unrestricted funds	19	20,953,645	-	23,071,111	-
<b>TOTAL FUNDS</b>		<b>20,953,645</b>	<b>-</b>	<b>23,071,111</b>	<b>-</b>

The consolidated financial statements were approved by the Board of Trustees and authorised for issue on 27 September 2023 and were signed on its behalf by:

Miss N Pagarani  
Trustee

**THE GREENCLIFFE FOUNDATION LTD**

**CONSOLIDATED CASH FLOW STATEMENT  
for the period 1 March 2022 to 31 December 2022**

		<b>Period ended 31 December 2022</b>	<b>Period ended 28 February 2022</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	<b>(1,963,994)</b>	-
Interest paid		<b>(981,055)</b>	-
		<hr/>	<hr/>
Net cash (used in)/provided by operating activities		<b>(2,945,049)</b>	-
		<hr/>	<hr/>
<b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		<b>(619,131)</b>	-
Sales of tangible fixed assets		<b>1,775</b>	-
Cash acquired from donation of subsidiary		<b>1,105,264</b>	-
Interest received		<b>82,500</b>	-
Dividends received		<b>417,653</b>	-
		<hr/>	<hr/>
Net cash used in investing activities		<b>988,061</b>	-
		<hr/>	<hr/>
<b>Cash flows from financing activities</b>			
Loan repayments		<b>(2,199,040)</b>	-
New loans in the year		<b>6,275,827</b>	-
		<hr/>	<hr/>
		<b>4,076,787</b>	-
		<hr/>	<hr/>
<b>Change in cash and cash equivalents in the reporting period</b>		<b>2,119,799</b>	-
		<hr/>	<hr/>
<b>Cash and cash equivalents at the beginning of the reporting period</b>		<b>-</b>	-
		<hr/>	<hr/>
<b>Cash and cash equivalents at the end of the reporting period</b>		<b>2,119,799</b>	-
		<hr/>	<hr/>



**THE GREENCLIFFE FOUNDATION LTD**

**NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT**  
for the period 1 March 2022 to 31 December 2022

**1. RECONCILIATION OF NET INCOME TO NET CASH FLOW FROM OPERATING ACTIVITIES**

	Period ended 31 December 2022 £	Period ended 28 February 2022 £
<b>Net income for the reporting period (as per the Statement of financial activities)</b>	<b>8,923,620</b>	-
<b>Adjustments for:</b>		
Depreciation charges	495,876	-
Loss on disposal of fixed assets	50	-
Gain on revaluation of fixed assets	(1,350,000)	-
Finance costs	981,055	-
Finance income	(82,500)	-
Donated assets	(5,750,000)	-
(Increase)/decrease in stocks	(3,842,129)	-
Decrease/(increase) in debtors	(7,289,143)	-
Increase in creditors	5,949,177	-
<b>Net cash (used in)/provided by operations</b>	<b><u>(1,963,994)</u></b>	<b><u>-</u></b>

**2. ANALYSIS OF CHANGES IN NET FUNDS**

	At 1.3.22 £	Cash flow £	At 31.12.22 £
<b>Net cash</b>			
Cash at bank	<u>-</u>	<u>2,119,799</u>	<u>2,119,799</u>
	<u>-</u>	<u>2,119,799</u>	<u>2,119,799</u>
<b>Net debt</b>			
Debts falling due within 1 year	<u>-</u>	<u>(10,707,049)</u>	<u>(10,707,049)</u>
	<u>-</u>	<u>(10,707,049)</u>	<u>(10,707,049)</u>

# THE GREENCLIFFE FOUNDATION LTD

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS for the period 1 March 2022 to 31 December 2022

### 1. ACCOUNTING POLICIES

#### **Basis of preparing the financial statements**

The financial statements of the parent charitable company, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value. The presentational currency of the group financial statements is the Pound Sterling (£).

#### **Preparation of the accounts on a going concern basis**

After reviewing the parent charitable company's and the group's forecasts and projections, the trustees have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The parent charitable company therefore continues to adopt the going concern basis in preparing its financial statements.

#### **Consolidated financial statements**

The financial statements consolidate the results of the charity and its wholly owned subsidiary T Choithram & Sons (London) Ltd on a line-by-line basis. The results of T Choithram & Sons (London) Ltd, also include the results of its wholly owned subsidiary Natco Foods Ltd. Subsidiaries are fully consolidated from the date on which control is transferred to the group (1<sup>st</sup> March 2022).

A separate Statement of Financial Activities and Income and Expenditure Account for the charity has not been presented because the charity has taken advantage of the exemption as permitted by Companies Act 2006, s.408.

#### **Fund accounting**

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Restricted funds can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor or when funds are raised for particular restricted purposes.

Further explanation of the nature and purpose of each fund is included in the notes to the financial statements.

#### **Income**

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably. The following specific policies are applied to particular categories of income:

- Income from donations or grants is recognised when there is evidence of entitlement to the gift, receipt is probable and its amount can be measured reliably.
- Income from trading activities relates to the turnover from the wholly owned subsidiary and relates to exporting of general merchandise. Turnover is derived from the sale of goods and recognised when the significant risks and rewards of ownership of the goods have transferred to the buyer, the price is fixed or determinable and the collection of the amount due is reasonably assured.

#### **Expenditure**

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.



## THE GREENCLIFFE FOUNDATION LTD

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the period 1 March 2022 to 31 December 2022

#### Taxation

The charity is exempt from corporation tax on its charitable activities. The wholly owned subsidiary has a legal obligation to donate its taxable profits to the parent charity, therefore no Corporation Tax is payable in the subsidiary.

Deferred tax has been provided for in the subsidiary company and is recognised in respect of all timing differences at the reporting date. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. If and when all conditions for retaining tax allowances for the cost of a fixed asset have been met, the deferred tax is reversed.

Deferred tax is recognised when income or expenses from a subsidiary or associate have been recognised, and will be assessed for tax in a future period, except where:

- the group is able to control the reversal of the timing difference; and
- it is probable that the timing difference will not reverse in the foreseeable future.

A deferred tax liability or asset is recognised for the additional tax that will be paid or avoided in respect of assets and liabilities that are recognised in a business combination. The amount attributed to goodwill is adjusted by the amount of deferred tax recognised.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

With the exception of changes arising on the initial recognition of a business combination, the tax expense (income) is presented either in profit or loss, other comprehensive income or equity depending on the transaction that resulted in the tax expense (income).

Deferred tax liabilities are presented within provisions for liabilities and deferred tax assets within debtors. Deferred tax assets and deferred tax liabilities are offset only if:

- the company has a legally enforceable right to set off current tax assets against current tax liabilities, and
- the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling (£) at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result in the period in which they arise.

#### Functional currency and presentation currency

The financial statements are presented in sterling (£), the currency of the primary economic environment in which the company operates (its functional currency).

#### Investment property

Investment property is shown at most recent valuation. Any aggregate surplus or deficit arising from changes in fair value is recognised in the Statement of Financial Activities.

#### Tangible fixed assets

Depreciation is provided in the subsidiary company at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Leasehold & freehold premises	- 0 - 10% on cost
Plant and machinery	- 15 - 25% on net book value
Office equipment	- 20% of the net book value
Motor vehicles	- 25% of the net book value

Tangible fixed assets, other than investment properties, are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.



## THE GREENCLIFFE FOUNDATION LTD

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued for the period 1 March 2022 to 31 December 2022

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income or losses' in the statement of comprehensive income.

#### **Impairment of assets**

At each reporting date, fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If estimated recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit or loss.

#### **Hire purchase and leasing commitments**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership of the leased asset to the group. All other leases are classified as operating leases.

#### **Stocks**

Stocks are valued at the lower of cost and net realisable value. Cost is calculated as follows:

- Raw materials - Cost of purchase on first in, first out basis.
- Work in progress and finished goods - Cost of raw materials and labour together with attributable overheads.
- Net realisable value is based on estimated selling price less further costs to completion and disposal.

#### **Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### **Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts and short term trade loans, when applicable, are shown within borrowings in current liabilities.

#### **Creditors**

Short term trade creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

The company provides for annual leave accrued by employees as a result of services rendered in the current period, and which employees are entitled to carry forward and use within the next 12 months. The provision is measured at the salary cost payable for the period of absence.

#### **Significant judgements and estimates**

Preparation of the financial statements requires management to make significant judgements and estimates.

The directors have also made key assumptions regarding the recoverability of trade debtors and have provided accordingly, as outlined in note 14.

Stock valuation is reviewed at the end of the year, and key assumptions are made in relation to net realisable values and obsolete or slow-moving stocks. Where necessary, the directors include a provision against the stock value, as detailed in note 15.

The directors consider the useful economic life of fixed assets and estimate depreciation accordingly. Depreciation rates are noted in the accounting policies and the depreciation totals for the year are included in note 10.



**THE GREENCLIFFE FOUNDATION LTD**

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued**  
for the period 1 March 2022 to 31 December 2022

**2. DONATIONS AND LEGACIES**

	<b>Period ended 31 December 2022</b>	<b>Period ended 28 February 2022</b>
	<b>£</b>	<b>£</b>
Donations	<u><u>5,750,000</u></u>	<u><u>-</u></u>

The donation relates to a gift of an investment property from T Choithram International SA, a connected party due to mutual control.

**3. GROUP UNDERTAKINGS**

The consolidated financial statements include the results of the below group undertaking, which was acquired upon donation of the share capital on 1 March 2022.

**T Choithram & Sons (London) Ltd (incorporating 100% subsidiary Natco Foods Ltd)**

	<b>Period ended 31 December 2022</b>
Turnover	63,245,150
Expenditure	<u>(61,243,877)</u>
Profit for the period	2,001,273
Other recognised gains	1,350,000
Charitable donations	360,000
Profit for the financial year	<u>2,991,273</u>
Distributions (Gift Aid)	<u>1,562,764</u>
Net income for the year	1,428,509

**4. SUPPORT COSTS**

	<b>Finance £</b>	<b>Other £</b>	<b>Totals £</b>
Other resources expended	<u>-</u>	<u>17,653</u>	<u>17,653</u>

The breakdown of support costs is shown in the table below:

<b>Cost type</b>	<b>Period ended 31 December 2022 £</b>	<b>Period ended 28 February 2022 £</b>
<b>Finance</b>	-	-
<b>Other</b>		
Audit and accountancy	8,500	-
Legal and professional fees	<u>9,153</u>	-
	<u>17,653</u>	<u>-</u>

THE GREENCLIFFE FOUNDATION LTD

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the period 1 March 2022 to 31 December 2022

5. NET INCOME/(EXPENDITURE)

Net income/(expenditure) is stated after charging/(crediting):

	Period ended 31 December 2022	Period ended 28 February 2022
	£	£
Auditors remuneration - parent charity	8,500	-
<b>Expenditure charged in subsidiary company:</b>		
Depreciation - owned assets	579,254	-
- assets held under finance leases	4,103	-
Foreign exchange differences	(207,974)	-
Auditors' remuneration - audit services	14,855	-
Auditors' remuneration - non-audit services	14,855	-
Operating lease rentals - land & buildings	997,750	-
Stock recognised as an expense during the year	54,391,532	-
	<u>55,802,875</u>	<u>-</u>

6. EMPLOYEES AND DIRECTORS

	Period ended 31 December 2022	Period ended 28 February 2022
	£	£
Wages and salaries	3,679,134	-
Social security costs	363,212	-
Other pensions costs	80,079	-
	<u>4,122,425</u>	<u>-</u>

	Period ended 31 December 2022	Period ended 28 February 2022
	£	£
Directors' remuneration	17,567	-
	<u>17,567</u>	<u>-</u>

Staff costs relates to employees and directors of the trading subsidiary, and its wholly owned subsidiary.

There are no employees of the parent charity who received emoluments of more than £60,000.

7. AVERAGE NUMBER OF EMPLOYEES

	Period ended 31 December 2022	Period ended 28 February 2022
Production and warehouse	92	-
Sales and administration	41	-
	<u>133</u>	<u>-</u>

Average number of employees relates to employees of the trading subsidiary, and its wholly owned subsidiary.



**THE GREENCLIFFE FOUNDATION LTD**

**NOTES TO THE FINANCIAL STATEMENTS - continued  
for the period 1 March 2022 to 31 December 2022**

**8. TRUSTEES' REMUNERATION AND BENEFITS**

There were no trustees' remuneration or other benefits for the period ended 31 December 2022 nor for the period ended 28 February 2022 paid via the charity.

In the trading subsidiary, L Pagarani receives remuneration solely for his role solely as a director of the trading subsidiary. (2022: £12,500, 2021: £12,500). No remuneration is related to his role as a Trustee of the charity.

**Trustees' expenses**

There were no trustees' expenses paid for the period ended 31 December 2022 nor for the period ended 28 February 2022.

**9. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES**

The charity was dormant for the prior period.

**10. TANGIBLE FIXED ASSETS**

**GROUP**

	<b>Leasehold &amp; freehold premises</b>	<b>Plant &amp; machinery</b>	<b>Office equipment</b>	<b>Motor vehicles</b>	<b>Totals</b>
	£	£	£	£	£
<b>COST</b>					
Cost on acquisition	3,385,572	7,486,718	2,115,054	548,168	13,535,512
Additions	23,815	529,042	66,274	-	619,131
Disposals	-	(74,797)	-	(20,831)	(95,628)
At 31 December 2022	<u>3,409,387</u>	<u>7,940,963</u>	<u>2,181,328</u>	<u>527,337</u>	<u>14,059,015</u>
<b>DEPRECIATION</b>					
Depreciation on acquisition	2,296,714	6,153,977	1,918,701	390,854	10,760,246
Charge for year	174,275	250,688	37,633	33,280	495,876
Eliminated on disposal		(74,797)		(19,006)	(93,803)
At 31 December 2022	<u>2,470,989</u>	<u>6,329,868</u>	<u>1,956,334</u>	<u>405,128</u>	<u>11,162,319</u>
<b>NET BOOK VALUE</b>					
At 31 December 2022	<u>938,398</u>	<u>1,611,095</u>	<u>224,994</u>	<u>122,209</u>	<u>2,896,696</u>
NBV on acquisition	<u>1,088,858</u>	<u>1,332,741</u>	<u>196,353</u>	<u>157,314</u>	<u>2,775,266</u>

THE GREENCLIFFE FOUNDATION LTD

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the period 1 March 2022 to 31 December 2022

10. TANGIBLE FIXED ASSETS - continued

Fixed assets, included in the above, which are held under hire purchase contracts or finance leases are as follows:

	Motor vehicles £
<b>COST</b>	
Cost on acquisition and 31 December 2022	- <u>44,462</u>
<b>DEPRECIATION</b>	
Depreciation on acquisition	28,050
Charge for year	<u>4,103</u>
At 31 December 2022	<u>32,153</u>
<b>NET BOOK VALUE</b>	
At 31 December 2022	<u>12,309</u>
At 28 February 2022	<u>16,412</u>

11. FIXED ASSET INVESTMENTS

GROUP	Listed investments £
<b>MARKET VALUE</b>	
On acquisition	10,350,000
Additions	-
Revaluations	<u>1,350,000</u>
At 31 December 2022	<u>11,700,000</u>
<b>NET BOOK VALUE</b>	
At 31 December 2022	<u>11,700,000</u>
NBV on acquisition	<u>10,350,000</u>
Cost or valuation at 31 December 2022 is represented by:	
	Listed investments £
Valuation in 2021	350,000
Valuation in 2022	<u>1,350,000</u>
Cost	<u>10,000,000</u>
	<u>11,700,000</u>



**THE GREENCLIFFE FOUNDATION LTD**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
for the period 1 March 2022 to 31 December 2022

**11. FIXED ASSET INVESTMENTS - continued**

**CHARITY - SHARES IN GROUP UNDERTAKINGS**

**Unlisted  
investments**  
£

**MARKET VALUE**

At 1 March 2022

-

Additions

15,576,000

At 31 December 2022

15,576,000

**NET BOOK VALUE**

At 31 December 2022

15,576,000

At 28 February 2022

-

There were no investments outside of the UK.

At the balance sheet date, the charity's investments in the share capital of companies include the following:

**T Choithram & Sons (London) Ltd**

Registered office: Unit 5 Silverdale Road, Off Pump Lane, Hayes, Middlesex, UB3 3BL

Nature of business: exportation of general merchandise.

%

Class of shares: holding

Ordinary 100.00

The subsidiary company T Choithram & Sons (London) Ltd also has investments at the balance sheet date in the share capital of the following company:

**Natco Foods Ltd**

Registered office: Unit 2 Swan Business Park, Osier Way, Buckingham, MK18 1TB

Nature of business: Importation and distribution of food

%

Class of shares: holding

Ordinary 100.00

**12. ACQUISITIONS**

The acquisition of T Choithram & Sons (London) Ltd occurred on 1st March 2022, when T Choithram International SA donated 100% of the share capital to The Greencliffe Foundation Ltd. T Choithram & Sons (London) Ltd owns 100% of the share capital in Natco Foods Ltd, which has been included in the acquisition.

There was no consideration paid, and therefore no goodwill arising on consolidation. The gain made by the charity in the year comprises of the fair value of the net assets on acquisition:

Consideration paid:

-

Fair value of net assets on acquisition:

12,030,025

Gain on consolidation

12,030,025

The results of T Choithram & Sons (London) Ltd and its wholly owned subsidiary are detailed in note 3.

**THE GREENCLIFFE FOUNDATION LTD**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
for the period 1 March 2022 to 31 December 2022

**13. INVESTMENT PROPERTY**

**GROUP**

	£
<b>FAIR VALUE</b>	
Additions	<u>5,750,000</u>
At 31 December 2022	<u>5,750,000</u>
<b>NET BOOK VALUE</b>	
At 31 December 2022	<u>5,750,000</u>
At 28 February 2022	<u>-</u>

The investment property was donated to The Greencliffe Foundation Ltd by T Choithram International SA, a connected party due to mutual control. The valuation at the date of donation was carried out by an independent surveyor, with professional qualifications and experience. The valuation of the investment property has not, in the Trustees opinion, changed materially since the date of the donation.

**14. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Charity</b>	
	<b>Period ended 31 December 2022 £</b>	<b>Period ended 28 February 2022 £</b>	<b>Period ended 31 December 2022 £</b>	<b>Period ended 28 February 2022 £</b>
Trade debtors	9,411,389	-	-	-
Other debtors	520,185	-	-	-
Amounts due from related undertakings	8,774,931	-	1,762,764	-
VAT	6,138	-	1,451	-
Prepayments	<u>185,537</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>18,898,180</u>	<u>-</u>	<u>1,764,215</u>	<u>-</u>

**15. STOCKS**

	<b>Group</b>		<b>Charity</b>	
	<b>Period ended 31 December 2022 £</b>	<b>Period ended 28 February 2022 £</b>	<b>Period ended 31 December 2022 £</b>	<b>Period ended 28 February 2022 £</b>
Raw materials	4,258,962	-	-	-
Work-in-progress	58,978	-	-	-
Finished goods	<u>12,411,815</u>	<u>-</u>	<u>-</u>	<u>-</u>
	<u>16,729,755</u>	<u>-</u>	<u>-</u>	<u>-</u>



THE GREENCLIFFE FOUNDATION LTD

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the period 1 March 2022 to 31 December 2022

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Charity	
	Period ended 31 December 2022 £	Period ended 28 February 2022 £	Period ended 31 December 2022 £	Period ended 28 February 2022 £
Bank loans and overdrafts	162,254	-	-	-
Other loans	2,412,733	-	-	-
Trade creditors	6,441,048	-	-	-
Amounts owed to group undertakings	-	-	-	-
Social security and other taxes	232,850	-	-	-
Other creditors	118,857	-	-	-
Amount owed to related undertakings	940,370	-	10,604	-
Accrued expenses	398,937	-	8,500	-
	<u>10,707,049</u>	<u>-</u>	<u>19,104</u>	<u>-</u>

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group		Charity	
	Period ended 31 December 2022 £	Period ended 28 February 2022 £	Period ended 31 December 2022 £	Period ended 28 February 2022 £
Amount owed to related undertakings	25,819,539	-	-	-
	<u>25,819,539</u>	<u>-</u>	<u>-</u>	<u>-</u>

18. PROVISIONS FOR LIABILITIES

	Group		Charity	
	Period ended 31 December 2022 £	Period ended 28 February 2022 £	Period ended 31 December 2022 £	Period ended 28 February 2022 £
Deferred taxation	614,197	-	-	-

Group

	Deferred tax £
Balance on acquisition	195,113
Provided during the year	<u>419,084</u>
Balance at 31 December 2022	<u>614,197</u>

THE GREENCLIFFE FOUNDATION LTD

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the period 1 March 2022 to 31 December 2022

19. MOVEMENT IN FUNDS

	At 1.3.22 £	Net movement in funds £	At 31.12.22 £
<b>Unrestricted funds</b>			
General fund	-	20,953,645	20,953,645
<b>TOTAL FUNDS</b>	-	20,953,645	20,953,645

Net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Other recognised gains/(losses) £	Movement in funds £
<b>Unrestricted funds</b>				
General fund	68,995,150	(61,421,530)	13,380,025	20,953,645
<b>TOTAL FUNDS</b>	68,995,150	(61,421,530)	13,380,025	20,953,645

Comparatives for movement in funds

	At 5.7.21 £	Net movement in funds £	At 28.2.22 £
<b>Unrestricted funds</b>			
General fund	-	-	-
<b>TOTAL FUNDS</b>	-	-	-

Net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Other recognised gains/(losses) £	Movement in funds £
<b>Unrestricted funds</b>				
General fund	-	-	-	-
<b>TOTAL FUNDS</b>	-	-	-	-



THE GREENCLIFFE FOUNDATION LTD

NOTES TO THE FINANCIAL STATEMENTS - continued  
for the period 1 March 2022 to 31 December 2022

20. RELATED PARTY DISCLOSURES

	Group		Charity	
	Period ended 31 December 2022 £	Period ended 28 February 2022 £	Period ended 31 December 2022 £	Period ended 28 February 2022 £
<b>Entities (and affiliates) with control, joint control or significant influence over the entity</b>				
Rent payable	-	-	200,000	-
Gift aid donation	-	-	1,562,764	-
Amount due from related party	-	-	1,562,764	-
	-	-	3,325,528	-
<b>Key management personnel (including directors)</b>				
Loans received	40,000	-	-	-
Interest (accruing at 2.25%/1.75% plus base rate)	63,820	-	-	-
Salaries	120,000	-	-	-
Amount due to related party	(2,236,650)	-	-	-
	(2,012,830)	-	-	-
<b>Close family of key management personnel</b>				
Loans received	100,000	-	-	-
Interest (accruing at 2.25%/1.75% plus base rate)	3,358	-	-	-
Amount due to related party	(156,083)	-	-	-
	(52,725)	-	-	-
<b>Other related parties (affiliated companies and charities)</b>				
Sales	561,447	-	-	-
Loan received	27,071,611	-	-	-
Interest accruing (at BOE base rate + 2.5%)	947,301	-	-	-
Amount due from related party	443,893	-	-	-
Amount due to related parties	(26,784,701)	-	(10,604)	-
	2,239,551	-	(10,604)	-