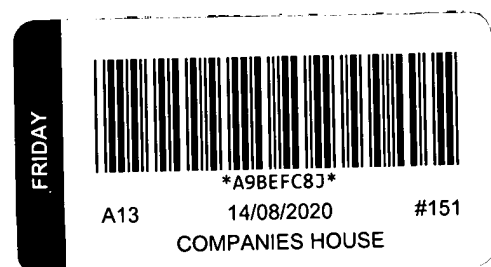


Buoyant Holdings Limited  
Annual report and financial statements  
for the year ended 30 September 2019

Registered number: 04552089



# **Buoyant Holdings Limited**

## **Annual report and financial statements for the year ended 30 September 2019**

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# **Buoyant Holdings Limited**

## **Directors and advisers**

J Rosenblatt	Chairman
M Aramayo	Managing Director
G Smith	Production Director
A R Darley	Finance Director

### **Company secretary and registered office**

A R Darley  
Oak Bank Mill  
Hallam Road  
Nelson  
Lancashire  
BB9 8AJ

### **Company registered number**

04552089

### **Independent statutory auditor**

Grant Thornton UK LLP  
No 1 Whitehall Riverside  
Leeds  
LS1 4BN

# **Buoyant Holdings Limited**

## **Strategic report for the year ended 30 September 2019**

The directors present their strategic report for the company for the year ended 30 September 2019. The group is owned by Helium Sofa Group Limited and consolidated financial statements are presented at that level. Accordingly, these financial statements present the results and financial position of the entity.

### **Principal activities**

The company acts as an intermediate holding company within a group that manufactures upholstered furniture.

### **Review of business**

The company did not trade in the year.

The company was acquired in July 2013 as part of a private equity backed buy out which includes continuing expansion and growth plans.

Given the nature of the business and the involvement of the shareholders, the directors consider that analysis using formal key performance indicators in addition to those included in the financial statements is unnecessary for an understanding of the business performance.

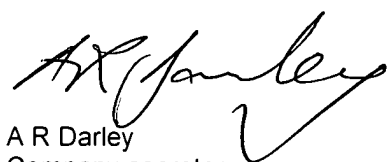
### **Subsequent events**

The directors have considered the potential impact on the company of the recent Covid-19 outbreak post year end. Given the company has no trading activities, the directors do not believe it will have a significant impact on the going concern status of the company.

### **Principal risks and uncertainties**

The principal risks relating to the company relate to the realisation of its investment in the trading subsidiary which is impacted by the general economic environment, the strength of the group's designs and levels of retail spending on furniture. The directors monitor these risks in order to respond and develop new designs to meet market expectations.

By order of the board



A R Darley  
Company secretary  
Date: 31 July 2020

# **Buoyant Holdings Limited**

## **Directors' report for the year ended 30 September 2019**

The directors present their report and the audited financial statements of the company for the year ended 30 September 2019.

### **Directors**

The directors who held office during the year and up to the date of signing the financial statements were:

J Rosenblatt  
S Bracewell (resigned 3 May 2019)  
G Smith  
M Aramayo  
A R Darley

### **Financial risk management**

The company has a cash balance and has no other direct financial risks. The group including the trading subsidiary's operations expose it to a variety of financial risks that include the effects of credit, currency, interest rate and liquidity risk. The directors actively manage these risks by monitoring levels of risk and the related costs of mitigating these.

### **Dividends**

Dividend declared and paid in the year £1,000,000 (2018: £1,200,000).

### **Directors' indemnities**

As permitted by the Articles of Association, the directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and remains in force. The company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its directors.

### **Statement of disclosure of information to auditors**

In accordance with Section 418 of the Companies Act 2006, in the case of each director in office at the date the directors' report is approved, it is confirmed that:

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) has taken all the steps that he/she ought to have taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information

# Buoyant Holdings Limited

## Directors' report for the year ended 30 September 2019 (continued)

### Directors' responsibilities statement

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 year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, 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 accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the 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

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

By order of the board



A R Darley  
Company secretary  
Date: 31 July 2020

# Buoyant Holdings Limited

## Independent auditor's report to the members of Buoyant Holdings Limited

### Opinion

We have audited the financial statements of Buoyant Holdings Limited (the 'company') for the year ended 30 September 2019, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and 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, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice). In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### Basis for opinion

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

### The impact of macro-economic uncertainties on our audit

Our audit of the financial statements requires us to obtain an understanding of all relevant uncertainties, including those arising as a consequence of the effects of macro-economic uncertainties such as Covid-19 and Brexit. All audits assess and challenge the reasonableness of estimates made by the directors and the related disclosures and the appropriateness of the going concern basis of preparation of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Covid-19 and Brexit are amongst the most significant economic events currently faced by the UK, and at the date of this report their effects are subject to unprecedented levels of uncertainty, with the full range of possible outcomes and their impacts unknown. We applied a standardised firm-wide approach in response to these uncertainties when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company associated with these particular events.

### Conclusions relating to going concern

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

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or

## **Buoyant Holdings Limited**

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

In our evaluation of the directors' conclusions, we considered the risks associated with the company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report 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 there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

### **Matter on which we are required to report under the Companies Act 2006**

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.



# Buoyant Holdings Limited

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities 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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

## Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Andrew Wood**

Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

Leeds

31 July 2020

## Buoyant Holdings Limited

### Statement of comprehensive income for the year ended 30 September 2019

	Year ended 30 September 2019 £'000	Year ended 30 September 2018 £'000
Income from investments	1,000	1,200
<b>Total comprehensive income</b>	<b>1,000</b>	<b>1,200</b>

Dividends received were the only comprehensive income in the year £1,000,000 (2018: £1,200,000).

The notes and references on pages 11 to 13 form part of these financial statements.

# Buoyant Holdings Limited

## Statement of financial position as at 30 September 2019

	Note	2019 £'000	2018 £'000
<b>Fixed assets</b>			
Investments	4	209	209
		<b>209</b>	209
<b>Current assets</b>			
Cash at bank and in hand		10	10
<b>Net current assets</b>		<b>10</b>	10
<b>Total assets less current liabilities</b>		<b>219</b>	219
<b>Net assets</b>		<b>219</b>	219
<b>Capital and reserves</b>			
Called up share capital	5	1	1
Share premium account	6	10	10
Other reserves	6	208	208
Profit and loss account		-	-
<b>Total shareholders' funds</b>		<b>219</b>	219

The financial statements and related notes on pages 11 to 13 were approved by the board of directors on 31 July 2020 and were signed on its behalf by:

  
A R Darley  
Director  
Buoyant Holdings Limited

Registered number: 04552089

# Buoyant Holdings Limited

## Statement of changes in equity for the year ended 30 September 2019

	Called-up share capital £'000	Other reserve £'000	Share premium account £'000	Profit & Loss Account £'000	Total £'000
<b>At 1 October 2017</b>	<b>1</b>	<b>208</b>	<b>10</b>	<b>-</b>	<b>219</b>
Profit and total comprehensive income for the year	-	-	-	1,200	1,200
Dividends Paid	-	-	-	(1,200)	(1,200)
<b>At 30 September 2018</b>	<b>1</b>	<b>208</b>	<b>10</b>	<b>-</b>	<b>219</b>
Profit and total comprehensive income for the year	-	-	-	1,000	1,000
Dividends Paid	-	-	-	(1,000)	(1,000)
<b>At 30 September 2019</b>	<b>1</b>	<b>208</b>	<b>10</b>	<b>-</b>	<b>219</b>

The notes and references on pages 11 to 13 form part of these financial statements.

# **Buoyant Holdings Limited**

## **Notes to the financial statements for the year ended 30 September 2019**

### **1 Company information**

Buoyant Holdings Limited is a limited liability company, incorporated in England, registered number 04552089. The registered office is situated at Oak Bank Mill, Hallam Road, Nelson, Lancashire, BB9 8AJ.

The company continues to operate as a non-trading holding company.

### **2 Basis of preparation and principal accounting policies**

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The financial statements are presented in Sterling (£).

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland": This exemption was approved by the directors.

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7;
- the requirements of Section 11 Basic Financial Instruments paragraph 11.41.

This information is included in the consolidated financial statements of Helium Sofa Group Limited (formerly Helium Miracle 124) for the year ended 30 September 2019 and these financial statements may be obtained from Companies House.

#### **Judgements and estimates**

There were no significant judgements or estimates made by the management in the preparation of these financial statements.

#### **Going concern**

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for at least 12 months from the date these financial statements are signed. Therefore, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

The directors have considered the potential impact on the company of the recent COVID-19 outbreak. The directors do not believe it will have a significant impact on the going concern status of the company.

#### **Investments**

Investments are stated at cost less any provision for impairment.

# Buoyant Holdings Limited

## Notes to the financial statements for the year ended 30 October 2019 (continued)

### 3 Profit on ordinary activities before taxation

The directors receive no emoluments for their services to the company and their emoluments in respect of the group are disclosed in the financial statements of the parent company.

Audit fees of £1,000 (2018: £1,000) are borne by another group undertaking.

### 4 Investments

	Investment in group undertakings £'000
At 1 October 2018 and at 30 September 2019	209

Investments represent the company's 100% ownership of the ordinary share capital of Buoyant Upholstery Limited which is a manufacturer of upholstered furniture incorporated in England and Wales. The directors believe that the carrying value of the investment is supported by its underlying net assets.

Information on subsidiary undertakings:

	Aggregate amount of share capital and reserves £'000	Profit/loss for the year £'000
Buoyant Upholstery Limited	19,797	1,550

### 5 Called up share capital

	2019 £	2018 £
Allotted, called up and fully paid 105,556 (2018: 105,556) ordinary shares of £0.01 each	1,056	1,056

# Buoyant Holdings Limited

## Notes to the financial statements for the year ended 30 October 2019 (continued)

### 6 Reserves

#### *Profit and loss account*

Includes retained earnings brought forward from previous years plus the current year's profit less any dividends paid.

#### *Share premium account*

Includes any premium reserved on issue of share capital.

#### *Called-up share capital*

Represents the nominal value of shares issued.

#### *Other reserve*

This relates to the fair value of a share based payment charge which arose in prior years.

### 7 Dividends

A dividend of £1,000,000 was declared and paid in the year (2018: £1,200,000).

### 8 Related party disclosures

The company is exempt under the terms of FRS 102 from disclosing related party transactions with wholly owned companies in the Helium Sofa Group Limited (formerly Helium Miracle 124).

### 9 Contingent liabilities

The group has external borrowings amounting to £4.2m at 30 September 2019 (2018: £4.2m) which are secured by cross-guarantees and subordinated fixed and floating charge over the group's assets.

### 10 Ultimate controlling party

The directors consider there to be no ultimate controlling party. The ultimate and immediate parent company is Helium Sofa Group Limited. This company is the only group company to prepare consolidated financial statements. Copies of the financial statements of Helium Sofa Group Limited can be obtained from Companies House.

### 11 Subsequent events

There are no further subsequent events that require disclosure other than the Covid-19 pandemic as set out in the Strategic report.