

Company Registration No. 06285982 (England and Wales)

UTOPIA BATHROOM GROUP LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2020

UTOPIA BATHROOM GROUP LIMITED

COMPANY INFORMATION

Directors	Mr I Hall Mr D Conn
Company number	06285982
Registered office	Utopia House Springvale Business Park Springvale Avenue Bilston West Midlands WV14 0QL
Auditor	Ormerod Rutter Limited The Oakley Kidderminster Road Droitwich Worcestershire WR9 9AY

UTOPIA BATHROOM GROUP LIMITED

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UTOPIA BATHROOM GROUP LIMITED

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present the strategic report for the year ended 31 December 2020.

Fair review of the business

During the year, the company sold its investment in Utopia Group Limited and its subsidiaries to Utopia Capital Investments Limited (formerly Halcon Properties Limited), a related party under common control.

Following the disposal of Utopia Group Limited and its subsidiaries in May 2020, the company has ceased to trade and, in the opinion of the directors, is no longer a going concern. Therefore, these financial statements have been drawn up on a break-up basis whereby assets and liabilities are measured at the amounts expected to be realised on liquidation of the company.

Principal risks and uncertainties

The directors have not disclosed the company's financial risk management objectives and policies, nor the company's exposure to price risk, credit risk, liquidity risk and cash flow risk, as given the current status of the company, such information is not considered material for the assessment of the company's assets, liabilities and financial position at the end of the financial period.

Key performance indicators

The company is reporting a loss for the year of £2340k (2019: £20,869k as a result of costs arising in relation to the disposal of subsidiaries).

At the year end, the company had net liabilities of £8,753k (2019: £8,755k).

On behalf of the board

Mr I Hall

Director

29 July 2021

UTOPIA BATHROOM GROUP LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2020

The directors present their annual report and financial statements for the year ended 31 December 2020.

Principal activities

The principal activity of the company was that of a holding company.

During the year, Utopia Group Limited and its subsidiaries were sold to Utopia Capital Investments Limited (formerly Halcon Properties Limited).

Directors

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

Mr I Hall
Mr D Conn

Results and dividends

The results for the year are set out on page 7.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Future Developments

The company is expected to be dormant in future.

Going concern

Following the disposal of Utopia Group Limited and its subsidiaries in May 2020, the company has ceased to trade and, in the opinion of the directors, is no longer a going concern. Therefore, these financial statements have been drawn up on a break-up basis whereby assets and liabilities are measured at the amounts expected to be realised on liquidation of the company.

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 year. 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 accounting estimates that are reasonable and prudent;
- 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.

UTOPIA BATHROOM GROUP LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, Ormerod Rutter Limited, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

On behalf of the board

Mr I Hall

Director

29 July 2021

UTOPIA BATHROOM GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF UTOPIA BATHROOM GROUP LIMITED

Opinion

We have audited the financial statements of Utopia Bathroom Group Limited (the 'company') for the year ended 31 December 2020 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity, the statement of cash flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (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 31 December 2020 and of its loss 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.

Emphasis of matter

We draw attention to note 1.2 of the financial statements, which states that these financial statements have been prepared on a break-up basis, rather than a going concern basis. Our opinion is not modified in this respect.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of a break-up basis, rather than the going concern basis of accounting in the preparation of the financial statements is appropriate.

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

Other information

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

UTOPIA BATHROOM GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF UTOPIA BATHROOM GROUP LIMITED

Matters on which we are required to report by exception

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

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.

Responsibilities of directors

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, 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company, we identified the principal risks of non-compliance with laws and regulations including those that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, and the extent to which non-compliance might have a material effect on the financial statements.

Audit procedures performed included discussions with management, testing of journals, designing and performing audit procedures and challenging assumptions and judgements made by management in relation to accounting estimates.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

UTOPIA BATHROOM GROUP LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF UTOPIA BATHROOM GROUP LIMITED

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.

Colm McGrory FCA (Senior Statutory Auditor)
For and on behalf of Ormerod Rutter Limited

29 July 2021

Chartered Accountants
Statutory Auditor

The Oakley
Kidderminster Road
Droitwich
Worcestershire
WR9 9AY

UTOPIA BATHROOM GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2020

		2020	2019
	Notes	£	£
Administrative expenses		(19)	-
Exceptional items	3	(62,606)	-
Operating loss		(62,625)	-
Interest payable and similar expenses	5	(177,229)	-
Amounts written off investments	6	-	(20,868,506)
Loss before taxation		(239,854)	(20,868,506)
Tax on loss	7	-	-
Loss for the financial year		(239,854)	(20,868,506)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

UTOPIA BATHROOM GROUP LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2020

	Notes	2020 £	£	2019 £	£
Fixed assets					
Investments	9		-	1,384,061	
Current assets					
Cash at bank and in hand		2,118		159	
Creditors: amounts falling due within one year	11	(8,755,205)		(8,755,203)	
Net current liabilities			(8,753,087)	(8,755,044)	
Total assets less current liabilities			(8,753,087)	(7,370,983)	
Creditors: amounts falling due after more than one year	12		-	(1,142,250)	
Net liabilities			(8,753,087)	(8,513,233)	
Capital and reserves					
Called up share capital	14	24,534,542		24,534,542	
Share premium account	15	1,704,532		1,704,532	
Profit and loss reserves		(34,992,161)		(34,752,307)	
Total equity			(8,753,087)	(8,513,233)	

The financial statements were approved by the board of directors and authorised for issue on 29 July 2021 and are signed on its behalf by:

Mr I Hall
Director

Company Registration No. 06285982

UTOPIA BATHROOM GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2020

	Share capital	Share premium account	Profit and loss reserves	Total
	£	£	£	£
Balance at 1 January 2019	24,534,542	1,704,532	(13,883,801)	12,355,273
Year ended 31 December 2019:				
Loss and total comprehensive income for the year	-	-	(20,868,506)	(20,868,506)
Balance at 31 December 2019	24,534,542	1,704,532	(34,752,307)	(8,513,233)
Year ended 31 December 2020:				
Loss and total comprehensive income for the year	-	-	(239,854)	(239,854)
Balance at 31 December 2020	24,534,542	1,704,532	(34,992,161)	(8,753,087)

UTOPIA BATHROOM GROUP LIMITED

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2020

	Notes	2020 £	£	2019 £	£
Cash flows from operating activities					
Cash absorbed by operations	18		(62,623)		(1)
Investing activities					
Proceeds on disposal of subsidiaries		64,582		-	
Net cash generated from/(used in) investing activities			64,582		-
Net increase/(decrease) in cash and cash equivalents			1,959		(1)
Cash and cash equivalents at beginning of year			159		160
Cash and cash equivalents at end of year			2,118		159

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

Company information

Utopia Bathroom Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is Utopia House, Springvale Business Park, Springvale Avenue, Bilston, West Midlands, United Kingdom, WV14 0QL.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

Following the disposal of Utopia Group Limited and its subsidiaries in May 2020, the company has ceased to trade and, in the opinion of the directors, is no longer a going concern. Therefore, these financial statements have been drawn up on a break-up basis whereby assets and liabilities are measured at the amounts expected to be realised on liquidation of the company.

1.3 Fixed asset investments

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

An associate is an entity, being neither a subsidiary nor a joint venture, in which the company holds a long-term interest and where the company has significant influence. The company considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate.

Entities in which the company has a long term interest and shares control under a contractual arrangement are classified as jointly controlled entities.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

1 Accounting policies

(Continued)

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Derivatives

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to fair value at each reporting end date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship.

A derivative with a positive fair value is recognised as a financial asset, whereas a derivative with a negative fair value is recognised as a financial liability.

1.8 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation in the period are included in profit or loss.

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2020

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Exceptional items

	2020 £	2019 £
Costs associated with disposal of Utopia Group Limited	(62,606)	-
	<u>(62,606)</u>	<u>-</u>

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2020 Number	2019 Number
Total	-	-
	<u>-</u>	<u>-</u>

5 Interest payable and similar expenses

	2020 £	2019 £
Interest on financial liabilities measured at amortised cost:		
Other interest on financial liabilities	177,229	-
	<u>177,229</u>	<u>-</u>

6 Amounts written off investments

	2020 £	2019 £
Other gains and losses	-	(20,868,506)
	<u>-</u>	<u>(20,868,506)</u>

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

7 Taxation

The actual charge for the year can be reconciled to the expected credit for the year based on the profit or loss and the standard rate of tax as follows:

	2020 £	2019 £
Loss before taxation	(239,854)	(20,868,506)
Expected tax credit based on the standard rate of corporation tax in the UK of 19.00% (2019: 19.00%)	(45,572)	(3,965,016)
Tax effect of expenses that are not deductible in determining taxable profit	11,895	-
Unutilised tax losses carried forward	33,677	-
Losses on discontinued operations not recognised	-	3,965,016
Taxation charge for the year	-	-

At the year end, there were unrecognised deferred tax assets of £3,998,693 (2019: of £3,965,016) in respect of unutilised tax losses. The deferred tax assets have not been recognised in the financial statements as it unlikely that future profits will be sufficient for the utilisation of such losses.

8 Impairments

Impairment tests have been carried out where appropriate and the following impairment losses have been recognised in profit or loss:

	Notes	2020 £	2019 £
In respect of:			
Fixed asset investments	9	-	20,868,506
Recognised in:			
Amounts written off investments		-	20,868,506

The impairment losses in respect of financial assets are recognised in other gains and losses in the profit and loss account.

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

9 Fixed asset investments

	Notes	2020 £	2019 £
Investments in subsidiaries	10	-	1,384,061
Movements in fixed asset investments			
			Shares in group undertakings
			£
Cost or valuation			
At 1 January 2020			22,252,567
Disposals			(22,252,567)
At 31 December 2020			-
Impairment			
At 1 January 2020			20,868,506
Disposals			(20,868,506)
At 31 December 2020			-
Carrying amount			
At 31 December 2020			-
At 31 December 2019			1,384,061

During the year, the company sold its investments in subsidiaries to Utopia Capital Investments Limited (formerly Halcon Properties Limited), a related party, for consideration of £1,384,061. Cash consideration of £64,582 was received, with the remainder of the consideration being in the form of settlement of loan liabilities and accrued interest balances due to Utopia Capital Investments Limited.

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

10 Subsidiaries

During the year, the company disposed of the following subsidiaries:

Name of undertaking	Address	Class of shares held	% Held	
			Direct	Indirect
Barrhead International Limited	2	Ordinary A Shares	0	100.00
Barrhead International Limited	2	Ordinary C Shares	0	100.00
Barrhead Sanitary Ware Limited	2	Ordinary non-voting shares	0	79.99
Barrhead Sanitary Ware Limited	2	Ordinary voting shares	0	99.93
Barrhead Sanitary Ware Limited	2	Redeemable Preference Shares	0	100.00
Dominion Plumbing Supplies Limited	1	Ordinary Shares	0	100.00
Kidsville Limited	1	Ordinary Shares	0	100.00
Leben Bathrooms Limited	1	Ordinary A Shares	0	100.00
Leben Bedrooms Limited	1	Ordinary A Shares	0	100.00
Leben Kitchens Limited	1	Ordinary A Shares	0	100.00
Utopia Bathrooms Limited	1	Ordinary Shares	0	100.00
Utopia Furniture Limited	1	Ordinary A Shares	0	100.00
Utopia Group Limited	1	Ordinary Shares	100.00	0
Utopia Limited	1	Ordinary A Shares	0	100.00

Registered office addresses (all UK unless otherwise indicated):

- 1 Utopia House, Springvale Avenue, Springvale Business Park, Bilston, West Midlands, WV14 0QL, England
- 2 Wright, Johnston & Mackenzie LLP, 302 St. Vincent Street, Glasgow, G2 5RZ, Scotland

At the year end, the company had no remaining subsidiaries.

11 Creditors: amounts falling due within one year

	2020	2019
	£	£
Amounts owed to group undertakings	-	8,755,011
Other creditors	8,755,011	-
Accruals and deferred income	194	192
	<u>8,755,205</u>	<u>8,755,203</u>

12 Creditors: amounts falling due after more than one year

	Notes	2020	2019
		£	£
Other borrowings	13	-	1,142,250
		<u>-</u>	<u>1,142,250</u>

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

13 Loans and overdrafts

	2020 £	2019 £
Other loans	-	1,142,250
Payable after one year	-	1,142,250

Included in other loans are amounts due to Utopia Capital Investments Limited (formerly Halcon Properties Ltd) of £nil (2019 - £1,142,250), which are secured by first fixed and floating charges over the company's assets and undertakings.

14 Share capital

	2020 Number	2019 Number	2020 £	2019 £
Ordinary share capital				
Issued and fully paid				
Ordinary A Shares of £1 each	247,500	247,500	247,500	247,500
Ordinary B Shares of £1 each	176,000	176,000	176,000	176,000
Ordinary C Shares of 1p each	126,500	126,500	1,265	1,265
Ordinary D Shares of £1 each	16,859,777	16,859,777	16,859,777	16,859,777
Preferred ordinary shares of £1 each	7,250,000	7,250,000	7,250,000	7,250,000
	<u>24,659,777</u>	<u>24,659,777</u>	<u>24,534,542</u>	<u>24,534,542</u>

On return of capital on winding up but not otherwise, the assets of the company available for distribution to the holders of the ordinary A shares, ordinary B shares, ordinary C shares, ordinary D shares and preferred ordinary shares shall be applied:

- First, in redeeming at nominal value all of the preferred ordinary shares;
- Second, in paying to the holders of the preferred ordinary shares (pari passu as A class) a distribution in the sum of £50,000;
- Third, in paying to the ordinary A shareholders a sum equal to any arrears or accruals of the dividends on the ordinary A shares calculated to the date of the return of capital;
- Fourth, in paying to the ordinary A shareholders a sum equal to the subscription price for each share;
- Fifth, in paying to the ordinary B shareholders a sum equal to the subscription price for each such share rateably amongst them;
- Sixth, the balance of such sum up to £80,000,000 shall be distributed amongst the ordinary A shareholders, and ordinary B shareholders (pari passu as if the same constituted one class of share);
- Seventh, in paying to the ordinary D shareholders the sum of £1 per share;
- Eighth, the balance of such assets shall be distributed amongst the ordinary A shareholders, ordinary B shareholders and ordinary C shareholders (pari passu as if the same constituted one class of share).

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

15 Share premium account

A share premium reserve was created on the refinancing of the business in July 2009.

16 Related party transactions

Utopia Capital Investments Limited (formerly Halcon Properties Limited)

Utopia Capital Investments Limited is a company under common control. During the year, loan interest of £177,229 was charged by Utopia Capital Investments Limited. On 6 May 2020, the company sold its shares in Utopia Group Limited to Utopia Capital Investments Limited for consideration of £1,384,061.

Utopia Furniture Limited

Utopia Furniture Limited is a company under common control. During the year, the company waived loans due from Utopia Furniture Limited of £32,154. At the year end, the company owed loans to Utopia Furniture Limited of £4,366,010, which is included within other creditors.

Utopia Group Limited

Utopia Group Limited is a company under common control. At the year end, the company owed loans to Utopia Group Limited of £4,390,000, which is included within other creditors.

	2020	2019
	£	£
Amounts due to related parties		
Amount due to related party entities under common control at the balance sheet date	8,753,087	1,142,250

17 Ultimate controlling party

No shareholder owns more than 50% of the share capital and therefore the directors are of opinion that there is no ultimate controlling party.

18 Cash absorbed by operations

	2020	2019
	£	£
Loss for the year after tax	(239,854)	(20,868,506)
Adjustments for:		
Finance costs	177,229	-
Other gains and losses	-	20,868,506
Movements in working capital:		
Increase/(decrease) in creditors	2	(1)
Cash absorbed by operations	(62,623)	(1)

UTOPIA BATHROOM GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2020

19 Analysis of changes in net funds/(debt)

	1 January 2020	Cash flows	Acquisitions and disposals	31 December 2020
	£	£	£	£
Cash at bank and in hand	159	(62,623)	64,582	2,118
Borrowings excluding overdrafts	(1,142,250)	-	1,142,250	-
	(1,142,091)	(62,623)	1,206,832	2,118

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.