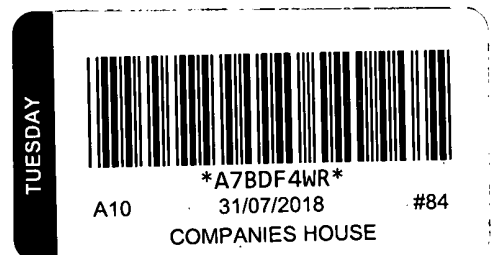


Company Registration No. 05479695 (England and Wales)

**UTOPIA GROUP LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2017**



# UTOPIA GROUP LIMITED

## COMPANY INFORMATION

---

|                          |   |
|--------------------------|---|
| <b>Directors</b>         | Mr I W Hall<br>Mr D W Conn  |
| <b>Company number</b>    | 05479695  |
| <b>Registered office</b> | Utopia House<br>Springvale Avenue<br>Springvale Business Park<br>Bilston<br>West Midlands<br>United Kingdom<br>WV14 0QL |
| <b>Auditor</b>           | Ormerod Rutter Limited<br>The Oakley<br>Kidderminster Road<br>Droitwich<br>Worcestershire<br>WR9 9AY                    |

---

# UTOPIA GROUP LIMITED

## CONTENTS

---

|                                   | <b>Page</b> |
|-----------------------------------|-------------|
| Strategic report                  | 1           |
| Directors' report                 | 2 - 3       |
| Independent auditor's report      | 4 - 5       |
| Statement of comprehensive income | 6           |
| Balance sheet                     | 7           |
| Statement of changes in equity    | 8           |
| Notes to the financial statements | 9 - 16      |

---

# UTOPIA GROUP LIMITED

## STRATEGIC REPORT

**FOR THE YEAR ENDED 31 DECEMBER 2017**

---

The directors present the strategic report for the year ended 31 December 2017.

### **Fair review of the business**

The results for the period and financial position are as shown in the financial statements. The directors consider the performance of the company during the period, the financial position at the end of the period and the prospects for the future to be satisfactory.

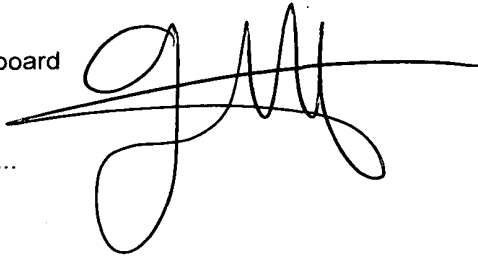
### **Principal risks and uncertainties**

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**

Given the straightforward nature of the business as a holding company, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

On behalf of the board



.....  
Mr I W Hall

Director

.....25.12.18.....

# UTOPIA GROUP LIMITED

## DIRECTORS' REPORT

**FOR THE YEAR ENDED 31 DECEMBER 2017**

---

The directors present their annual report and financial statements for the year ended 31 December 2017.

### **Principal activities**

The principal activity of the company continued to be that of an intermediate holding company.

### **Directors**

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

Mr M Oldham (Resigned 13 February 2017)  
Mr I W Hall  
Mr D W Conn

### **Results and dividends**

The results for the year are set out on page 6.

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

### **Auditor**

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

### **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 GROUP LIMITED

## DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

---

### Statement of disclosure to auditor

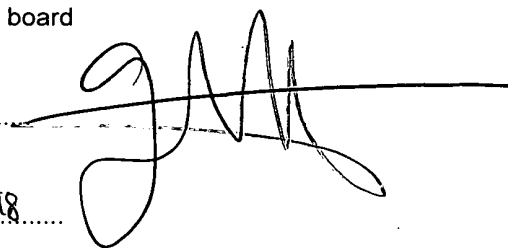
So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to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

On behalf of the board

.....  
Mr I W Hall

Director

Date: 25/1/18.....



# UTOPIA GROUP LIMITED

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF UTOPIA GROUP LIMITED

---

#### Opinion

We have audited the financial statements of Utopia Group Limited (the 'company') for the year ended 31 December 2017 which comprise the Statement of Comprehensive Income, the Balance Sheet, 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 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 2017 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.

#### 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
- 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.

#### 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 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 GROUP LIMITED

## INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF UTOPIA 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.

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

Ormerod Rutter Ltd

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

26/7/18

Chartered Accountants  
Statutory Auditor

The Oakley  
Kidderminster Road  
Droitwich  
Worcestershire  
WR9 9AY



# UTOPIA GROUP LIMITED

## STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017

---

|                                      | Notes | 2017<br>£       | 2016<br>£       |
|--------------------------------------|-------|-----------------|-----------------|
| Profit before taxation               |       | -               | -               |
| Tax on profit                        | 5     | -               | -               |
| <b>Profit for the financial year</b> |       | <u>-</u>        | <u>-</u>        |
|                                      |       | <u><u>-</u></u> | <u><u>-</u></u> |

The Profit And Loss Account has been prepared on the basis that all operations are continuing operations.

# UTOPIA GROUP LIMITED

## BALANCE SHEET

AS AT 31 DECEMBER 2017

|  | Notes | 2017<br>£          | £                | 2016<br>£          | £                |
|--|-------|--------------------|------------------|--------------------|------------------|
| <b>Current assets</b>                          |       |                    |                  |                    |                  |
| Debtors  | 8     | 4,390,000          |                  | 4,390,000          |                  |
| Creditors: amounts falling due within one year | 9     | <u>(3,335,462)</u> |                  | <u>(3,335,462)</u> |                  |
| <b>Net current assets</b>                      |       |                    | <u>1,054,538</u> |                    | <u>1,054,538</u> |
| <b>Capital and reserves</b>                    |       |                    |                  |                    |                  |
| Called up share capital                        | 11    |                    | 938,407          |                    | 938,407          |
| Share premium account                          | 12    |                    | 236,587          |                    | 236,587          |
| Profit and loss reserves                       | 13    |                    | <u>(120,456)</u> |                    | <u>(120,456)</u> |
| <b>Total equity</b>                            |       |                    | <u>1,054,538</u> |                    | <u>1,054,538</u> |

The financial statements were approved by the board of directors and authorised for issue on 25/1/18 and are signed on its behalf by:

.....  
Mr I W Hall  
Director

Company Registration No. 05479695

# UTOPIA GROUP LIMITED

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

---

|  | Share<br>capital<br>£ | Share<br>premium<br>account<br>£ | Profit and<br>loss<br>reserves<br>£ | Total<br>£ |
|--|-----------------------|----------------------------------|-------------------------------------|------------|
| <b>Balance at 1 July 2016</b>  | 938,407               | 236,587                          | (120,456)                           | 1,054,538  |
| <b>Period ended 31 December 2016:</b><br>Profit and total comprehensive income for the<br>period | -                     | -                                | -                                   | -          |
| <b>Balance at 31 December 2016</b>   | 938,407               | 236,587                          | (120,456)                           | 1,054,538  |
| <b>Year ended 31 December 2017:</b><br>Profit and total comprehensive income for the<br>year     | -                     | -                                | -                                   | -          |
| <b>Balance at 31 December 2017</b>   | 938,407               | 236,587                          | (120,456)                           | 1,054,538  |

---

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2017

---

#### 1 Accounting policies

##### Company information

Utopia Group Limited is a private company limited by shares incorporated in England and Wales. The registered office is Utopia House, Utopia House Springvale Avenue, Springvale Business Park, 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.

This company is a qualifying entity for the purposes of FRS 102, being a member of a group where the parent of that group prepares publicly available consolidated financial statements, including this company, which are intended to give a true and fair view of the assets, liabilities, financial position and profit or loss of the group. The company has therefore taken advantage of exemptions from the following disclosure requirements:

- Section 4 'Statement of Financial Position' – Reconciliation of the opening and closing number of shares;
- Section 7 'Statement of Cash Flows' – Presentation of a statement of cash flow and related notes and disclosures;
- Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instrument Issues' – Carrying amounts, interest income/expense and net gains/losses for each category of financial instrument; basis of determining fair values; details of collateral, loan defaults or breaches, details of hedges, hedging fair value changes recognised in profit or loss and in other comprehensive income;
- Section 26 'Share based Payment' – Share-based payment expense charged to profit or loss, reconciliation of opening and closing number and weighted average exercise price of share options, how the fair value of options granted was measured, measurement and carrying amount of liabilities for cash-settled share-based payments, explanation of modifications to arrangements;
- Section 33 'Related Party Disclosures' – Compensation for key management personnel.

The financial statements of the company are consolidated in the financial statements of Utopia Bathroom Group Limited. These consolidated financial statements are available from the registered office given in the company information.

##### 1.2 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 the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

##### 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.

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 DECEMBER 2017

---

#### 1 Accounting policies

(Continued)

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 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.

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

---

### 1 Accounting policies

(Continued)

#### ***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.

#### ***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.

### 1.5 Equity instruments

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

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

---

### 1 Accounting policies

(Continued)

#### 1.6 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.

#### 1.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### *Current tax*

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

##### *Deferred tax*

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are 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. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

### 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 Operating profit

The auditors remuneration has been borne by an associated group company for both the current and previous period and is not recharged. Information regarding the auditors' total remuneration for auditing the group can be found in the consolidated financial statements of Utopia Bathroom Group Limited.

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

---

### 4 Directors' remuneration

| 2017  | 2016  |
|-------|-------|
| £     | £     |
| ===== | ===== |

The directors are also directors of Utopia Furniture Limited, another company in the group and their emoluments are included in the financial statements of that company. The remuneration of directors is paid by the related parties and their services to the company are primarily of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the related parties. The related parties have not charged any amounts to the company in respect of their services in either the current or previous period.

Information regarding the directors' total remuneration for the group can be found in the consolidated financial statements of Utopia Bathroom Group Limited.

### 5 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:

|  | 2017  | 2016  |
|--|-------|-------|
|  | £     | £     |
| Profit before taxation   | -     | -     |
|  | ===== | ===== |
| Expected tax charge based on the standard rate of corporation tax in the UK of 19.25% (2016: 20.00%) | -     | -     |
|  | ===== | ===== |
| Taxation charge in the financial statements  | -     | -     |
|  | ===== | ===== |

### 6 Fixed asset investments

| 2017  | 2016  |
|-------|-------|
| £     | £     |
| ===== | ===== |



# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

### 6 Fixed asset investments (Continued)

#### Movements in fixed asset investments

|                                      | Shares in<br>group<br>undertakings<br>£ |
|--------------------------------------|---|
| <b>Cost or valuation</b>             |   |
| At 1 January 2017 & 31 December 2017 | 3,739,695                               |
| <b>Impairment</b>                    |   |
| At 1 January 2017 & 31 December 2017 | 3,739,695                               |
| <b>Carrying amount</b>               |   |
| At 31 December 2017                  | -                                       |
| At 31 December 2016                  | -                                       |

### 7 Subsidiaries

Details of the company's subsidiaries at 31 December 2017 are as follows:

| Name of undertaking                   | Registered<br>office key | Nature of<br>business                   | Class of<br>shares held         | % Held |          |
|---------------------------------------|--------------------------|---|---------------------------------|--------|----------|
|                                       |                          |   |                                 | Direct | Indirect |
| Barrhead Sanitary Ware Limited        | 1                        | Non-trading                             | Ordinary C shares               | 100.00 | 100.00   |
| Barrhead Sanitary Ware Limited        | 1                        | Non-trading                             | Ordinary non-voting<br>shares   | -      | 80.00    |
| Barrhead Sanitary Ware Limited        | 1                        | Non-trading                             | Redeemable<br>preference shares | -      | 100.00   |
| Barrhead Sanitary Ware Limited        | 1                        | Non-trading                             | Ordinary voting shares          | 58.00  | 100.00   |
| Dominion Plumbing Supplies<br>Limited | 2                        | Dormant                                 | Ordinary shares                 | 100.00 | 100.00   |
| Kidsville Limited                     | 2                        | Dormant                                 | Ordinary shares                 | 100.00 | 100.00   |
| Leben Bathrooms Limited               | 2                        | Dormant                                 | Ordinary A shares               | -      | 100.00   |
| Leben Bedrooms Limited                | 2                        | Dormant                                 | Ordinary A shares               | -      | 100.00   |
| Leben Kitchens Limited                | 2                        | Dormant                                 | Ordinary A shares               | -      | 100.00   |
| Utopia Bathrooms Limited              | 2                        | Dormant                                 | Ordinary shares                 | 100.00 | 100.00   |
| Utopia Furniture Group Limited        | 2                        | Dormant                                 | Ordinary A shares               | 100.00 | 100.00   |
| Utopia Furniture Limited              | 2                        | Manufacture of<br>bathroom<br>furniture | Ordinary A shares               | 100.00 | 100.00   |
| Barrhead International Limited        | 1                        | Intermediate<br>holding<br>company      | Ordinary A shares               | 100.00 | 100.00   |

#### Registered Office addresses:

1 Wright, Johnston & Mackenzie LLP, 302 St. Vincent Street, Glasgow, G2 5RZ

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

---

|   |                             |                             |
|---|-----------------------------|-----------------------------|
| <b>7 Subsidiaries</b>   | <b>(Continued)</b>          |                             |
| 2 Utopia House, Springvale Avenue, Springvale Business Park, Bilston, West Midlands, WV14 0QL   |                             |                             |
| <b>8 Debtors</b>  | <b>2017</b>                 | <b>2016</b>                 |
| <b>Amounts falling due within one year:</b>   | <b>£</b>                    | <b>£</b>                    |
| Amounts owed by group undertakings  | 4,390,000                   | 4,390,000                   |
|   | <u>                    </u> | <u>                    </u> |
| <b>9 Creditors: amounts falling due within one year</b>   | <b>2017</b>                 | <b>2016</b>                 |
|   | <b>£</b>                    | <b>£</b>                    |
| Amounts due to group undertakings   | 3,335,462                   | 3,335,462                   |
|   | <u>                    </u> | <u>                    </u> |
| <b>10 Deferred taxation</b>   |                             |                             |
| There were no deferred tax movements in the year.   |                             |                             |
| Deferred tax is not recognised in respect of tax losses of £1,074 and tax credits of £765 as it is not probable that they will be recovered against the reversal of deferred tax liabilities or future taxable profits. |                             |                             |
| <b>11 Share capital</b>   | <b>2017</b>                 | <b>2016</b>                 |
|   | <b>£</b>                    | <b>£</b>                    |
| <b>Ordinary share capital<br/>Issued and fully paid</b>   |                             |                             |
| 938,407 ordinary shares of £1 each  | 938,407                     | 938,407                     |
|   | <u>                    </u> | <u>                    </u> |
|   | <u>                    </u> | <u>                    </u> |
| <b>12 Share premium account</b>   | <b>2017</b>                 | <b>2016</b>                 |
|   | <b>£</b>                    | <b>£</b>                    |
| At beginning and end of year  | 236,587                     | 236,587                     |
|   | <u>                    </u> | <u>                    </u> |
| <b>13 Profit and loss reserves</b>  | <b>2017</b>                 | <b>2016</b>                 |
|   | <b>£</b>                    | <b>£</b>                    |
| At the beginning and end of the year  | (120,456)                   | (120,456)                   |
|   | <u>                    </u> | <u>                    </u> |

---

# UTOPIA GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

---

### 14 Financial commitments, guarantees and contingent liabilities

As a result of the Group refinancing that took place in July 2009, the company guarantees related party loans made by Halcon Properties Limited to the ultimate parent company Utopia Bathroom Group Limited. The balance of these borrowings as at 31st December 2017 amounted to £1,517,796 (2016: £2,084,923)

The company has provided a multi-lateral guarantee over all monies owed by the company and its subsidiaries to HSBC, secured by way of fixed and floating charges over the assets and undertakings of the company. At the year end, Utopia Furniture Limited owed £64,217 (2016: £137,038) to HSBC.

### 15 Ultimate parent company

The immediate and ultimate parent undertaking is Utopia Bathroom Group Limited, a company registered in England and Wales, which heads the largest and smallest group to consolidate the financial statements of the company. Copies of the consolidated group financial statements, which include the company, are available from the Company Secretary at Utopia House, Springvale Avenue, Springvale Business Park, Bilston, Wolverhampton WV14 0QL.