

Latium Holdings Limited

Annual Report and Financial Statements

Period Ended

27 October 2017

Company Number 05816134



Latium Holdings Limited

Company Information

Director	J Slade
Registered number	05816134
Registered office	Enterprise Works Salthill Road Clitheroe Lancashire BB7 1PE
Independent auditors	BDO LLP 3 Hardman Street Spinningfields Manchester M3 3AT

Latium Holdings Limited

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Latium Holdings Limited

Strategic Report For the Period Ended 27 October 2017

The director presents his strategic report together with the audited financial statements for the period ended 27 October 2017.

Business review

As an intermediate holding company the only transactions in the year were in relation to a group restructuring.

During the year the company's investments were hived up to a fellow group company Latium Roofing Systems Limited via a Dividend in Specie. To enable this the shareholder loan in the company was converted to share capital and the Capital Redemption reserve was used to issue further share capital in the company. These shares were then cancelled leaving 1 ordinary share of £1 in the company.

There has been no change in the finance facilities available to the group and therefore finance costs are in line with the prior year.

Principal risks and uncertainties

The principal risks of the business are the performance of the subsidiaries and the impact on the carrying value of the investment. The principal risks facing the subsidiaries concern the macroeconomic environment and the value of the market for Home improvement products. Whilst the Directors believe the market has shown signs of recovery there is a fear that further adverse changes in the wider economy could adversely affect consumer confidence. The subsidiaries continue to manage their cost base closely in line with activity and investing to introduce new products into both the current markets and into new markets in order to manage risk.

Key performance indicators

As the company is an intermediate holding company, there are no key performance indicators based on the performance of the company. The key performance indicators of the subsidiaries are daily sales, gross margin percentage and cash flows.

This report was approved by the board on 20 JULY 2018

and signed on its behalf.



J Slade
Director

Latium Holdings Limited

Director's Report For the Period Ended 27 October 2017

The director presents his report together with the audited financial statements for the period ended 27 October 2017.

Principal activity

The company acted as a dormant holding company during the period.

Business review

A review of the business and its principal risks and uncertainties is set out in the strategic report on page 1 of these financial statements.

Results and dividends

The profit for the period, after taxation, amounted to £Nil (period ended 28 October 2016 - £Nil).

As a holding company, other than re-structuring transactions explained in the strategic report, the company did not trade in the year.

The directors do not propose a dividend (period ended 28 October 2016 - £Nil).

Director

The director who served during the period was:

J Slade

Disclosure of information to auditors

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he has taken all the steps that ought to have been 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.

Post balance sheet events

There have been no significant events affecting the company since the year end.

Auditors

The auditors, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 20 JULY 2018 and signed on its behalf.



J Slade
Director

Latium Holdings Limited

Director's Responsibilities Statement For the Period Ended 27 October 2017

The director is responsible for preparing the strategic report, the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

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

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, to disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

Latium Holdings Limited

Independent Auditor's Report to the Members of Latium Holdings Limited

Opinion

We have audited the financial statements of Latium Holdings Limited ("the company") for the period ended 27 October 2017 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 27 October 2017 and of its result for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 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 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 director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has 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.

Latium Holdings Limited

Independent Auditor's Report to the Members of Latium Holdings Limited (continued)

Other information

The director is 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 director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the director's report has been prepared in accordance with applicable legal requirements.

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 misstatement in the director's report.

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

Latium Holdings Limited

Independent Auditor's Report to the Members of Latium Holdings Limited (continued)

Responsibilities of the director

As explained more fully in the director's responsibilities statement, the director is 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 director determines 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 director is 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 director either intends 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

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.

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 at the Financial Reporting Council's ("FRC's") website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.



Stuart Wood (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Manchester
United Kingdom
27 JULY 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Latium Holdings Limited

Statement of Comprehensive Income For the Period Ended 27 October 2017

The company made neither profit or loss in either year and so has not prepared a profit and loss account in these financial statements.

Statement of Financial Position Registered number: 05816134

As at 27 October 2017

	Note	27 October 2017 £000	27 October 2017 £000	28 October 2016 £000	28 October 2016 £000
Fixed assets					
Investments	7		-		34,500
Current assets					
Debtors: amounts falling due within one year	8	690		690	
Creditors: amounts falling due within one year	9	(506)		(3,746)	
Net current assets/(liabilities)			184		(3,056)
Net assets			184		31,444
Capital and reserves					
Called up share capital	10		-		9,580
Capital redemption reserve	11		-		19,003
Profit and loss account	11		184		2,861
			184		31,444

The financial statements were approved and authorised for issue by the board and were signed on its behalf on
20 JULY 2018



J Slade
Director

The notes on pages 9 to 14 form part of these financial statements.

Latium Holdings Limited

Statement of Changes in Equity For the Period Ended 27 October 2017

	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 29 October 2016	9,580	19,003	2,861	31,444
Comprehensive income for the period				
Profit for the period	-	-	-	-
Total comprehensive income for the period	-	-	-	-
Dividends on share capital	-	-	(34,500)	(34,500)
Purchase of own shares	-	-	31,823	31,823
Shares issued during the period	22,243	-	-	22,243
Transfer on share cancellation	(31,824)	-	-	(31,824)
Redemption of reserve	-	(19,003)	-	(19,003)
At 27 October 2017	(1)	-	184	183

The notes on pages 9 to 14 form part of these financial statements.

Statement of Changes in Equity For the Period Ended 28 October 2016

	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 November 2015	9,580	19,003	2,861	31,444
Comprehensive income for the period				
Result for the period	-	-	-	-
Total comprehensive income for the period	-	-	-	-
At 28 October 2016	9,580	19,003	2,861	31,444

The notes on pages 9 to 14 form part of these financial statements.

Latium Holdings Limited

Notes to the Financial Statements For the Period Ended 27 October 2017

1. General information

Latium Holdings Limited is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the director's report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

2.2 Financial reporting standard 102 - reduced disclosure exemptions

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

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Latium Plastics Enterprises Limited as at 31 October 2017 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

2.3 Exemption from preparing consolidated financial statements

The company is a parent company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.4 Valuation of investments

Investments in subsidiaries are measured at fair value with changes in fair value recognised in other comprehensive income.

Latium Holdings Limited

Notes to the Financial Statements For the Period Ended 27 October 2017

2. Accounting policies (continued)

2.5 Debtors

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

2.6 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the statement of comprehensive income.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an 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.

2.7 Creditors

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

2.8 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have had to make the following judgements:

The company values its investments in subsidiary companies at fair value at the end of each year. The directors produce a detailed cashflow forecast which is used along with an appropriate discount rate which is computed based on market conditions and the risk profile of the group. This is used to estimate the fair value of the investments held by the company at a CGU level which is included in the financial statements. Valuations have been derived by an independent valuation experts.

Latium Holdings Limited

Notes to the Financial Statements For the Period Ended 27 October 2017

4. Operating profit

Auditor's remuneration of £1,000 (period ended 28 October 2016 - £1,000) was met by a fellow group company without recourse.

5. Employees

Staff costs were as follows:

6. Dividends

	27 October 2017 £000	28 October 2016 £000
Dividends	34,500	-
	<u>34,500</u>	<u>-</u>

The dividend declared in the year relates to a dividend in specie.

7. Fixed asset investments

	Investments in subsidiary companies £000
Valuation	
At 29 October 2016	34,500
Disposals	(34,500)
At 27 October 2017	<u>-</u>
At 27 October 2017	<u>-</u>
At 28 October 2016	<u>34,500</u>

Latium Holdings Limited

Notes to the Financial Statements For the Period Ended 27 October 2017

7. Fixed asset investments (continued)

The fair value of investments in subsidiary companies has been calculated using the present values of future cash flows expected to arise from the investment discounted using a discount rate of between 12% and 13%.

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Quantal Limited	Ordinary	100 %	Manufacture and sale of home improvement products
Ultraframe (UK) Limited	Ordinary	100 %	Design and manufacture of conservatory systems
Ultraframe Composites Limited	Ordinary	100 %	Manufacture and sale of home improvement products
<-- Enter row heading -->		%	
<-- Enter row heading -->		%	

The registered office of Ultraframe Limited is 11-15 New Road, Manchester, M26 1LS.

The registered office of Ultraframe (UK) Limited and Ultraframe Composites Limited is Enterprise Works, Salthill Road, Clitheroe, Lancashire, BB7 1PE.

The registered office of Quantal Holdings Limited is Enterprise Works, Salthill Road, Clitheroe, Lancashire, BB7 1PE.

The registered office of Quantal Limited is Hamilton House, Church Street, Altrincham, WA14 4DR.

8. Debtors

	27 October 2017 £000	28 October 2016 £000
Amounts owed by group undertakings	690	690

Latium Holdings Limited

Notes to the Financial Statements For the Period Ended 27 October 2017

9. Creditors: Amounts falling due within one year

	27 October 2017 £000	28 October 2016 £000
Amounts owed to group undertakings	506	506
Other creditors	-	3,000
Accruals and deferred income	-	240
	<u>506</u>	<u>3,746</u>

10. Share capital

	27 October 2017 £000	28 October 2016 £000
Allotted, called up and fully paid		
1 (2016 - 9,580,218) ordinary share of £1	-	9,580
	<u>-</u>	<u>9,580</u>

During the year shareholder loans totalling £3,240,000 were converted into 3,240,000 ordinary £1 shares which were issued during the year and a further 19,003,499 shares were issued from the capital redemption reserve

Following the above the company then cancelled 31,823,717 shares leaving ordinary share capital of 1 ordinary £1 share.

11. Reserves

The company's reserves are as follows:

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Capital redemption reserve

The capital redemption reserve represents amounts transferred upon the repayment of the company's share capital.

Profit and loss account

The profit and loss account represents cumulative profits or losses net of dividends paid and other adjustments.

Latium Holdings Limited

Notes to the Financial Statements For the Period Ended 27 October 2017

12. Related party transactions

The director has taken advantage of the exemption contained in section 33.1A of FRS 102 and have not disclosed related party transactions with group companies as it is a wholly owned subsidiary of Latium Plastics Enterprises Limited.

At the period end the company was owed £690,405 (2016 - £690,405) from Four Seasons Solar Products Inc, a company under common control

At the period end £Nil (2016 - £3,240,000) was owed to Mr B Kennedy, the ultimate controlling party. As noted in note 10, this loan was converted to ordinary share capital in the year.

13. Controlling party

The company is a subsidiary undertaking of Latium Roofing Systems Limited which is the immediate parent company. The smallest and largest group in which the company is included in consolidated accounts is that headed by Latium Plastics Enterprises Limited, a company incorporated in England and Wales

The ultimate controlling party is Mr B G Kennedy.