

Registration number: 06719888

GV Showrooms Limited

Annual Report and Financial Statements

for the Period from 1 April 2020 to 31 July 2021



GV Showrooms Limited

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GV Showrooms Limited

Company Information

Director	J W B Wolfram
Registered office	Rowan House North 1 The Professional Quarter Shrewsbury Business Park Shrewsbury Shropshire SY2 6LG
Auditors	CBSL Accountants Limited Chartered Accountants and Statutory Auditor Rowan House North 1 The Professional Quarter Shrewsbury Business Park Shrewsbury Shropshire SY2 6LG

GV Showrooms Limited

Strategic Report for the Period from 1 April 2020 to 31 July 2021

The director presents his strategic report for the period from 1 April 2020 to 31 July 2021.

Principal activity

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

Fair review of the business

The key financial and other performance indicators during the period were as follows:

In March 2020 the company sold its main trading subsidiary, Galton Voysey Limited, to DealDash OYJ.

The director has decided to liquidate the group after the period end and the accounts reflect assets recognised at their realisable value.

Principal risks and uncertainties

The director and senior management continue to monitor risks affecting the company and its trading environment.

The principal risks and uncertainties facing the company are broadly grouped as follows -

Currency Risks

The company manages its currency risk in order to ensure that it is not exposed to significant currency fluctuations, mainly through matching assets and liabilities denominated in foreign currencies.

Approved by the director on 15/12/21 and signed on its behalf by:



.....
J W B Wolfram
Director

GV Showrooms Limited

Director's Report for the Period from 1 April 2020 to 31 July 2021

The director presents his report and the financial statements for the period from 1 April 2020 to 31 July 2021.

Director of the company

The director who held office during the period was as follows:

J W B Wolfram

Financial instruments

Objectives and policies

The director and senior management team monitor the group's financial risk to protect it from events that may hinder the achievement of the group's performance objectives. The group objectives are to ensure sufficient working capital exists to continue to expand its brand portfolio and meet product demand. The financial instruments used by the group include cash at bank balances, deposits, lending between group companies and trade payables.

Disclosure of information to the auditors

The director has taken steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information. The director confirms that there is no relevant information that he knows of and of which he knows the auditors are unaware.

Approved by the director on 15/12/21 and signed on its behalf by:



.....
J W B Wolfram
Director

GV Showrooms Limited

Statement of Director's Responsibilities

The director acknowledges his responsibilities for preparing the Annual 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 and 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.

GV Showrooms Limited

Independent Auditor's Report to the Members of GV Showrooms Limited

Opinion

We have audited the financial statements of GV Showrooms Limited (the 'company') for the period from 1 April 2020 to 31 July 2021, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity, Statement of Cash Flows, 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 31 July 2021 and of its loss 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 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.

Key audit matters

We draw attention to Note 2 to the financial statements which explains the director intends to liquidate the company and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly the financial statements have been prepared on a basis other than going concern as described in Note 2.

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.

GV Showrooms Limited

Independent Auditor's Report to the Members of GV Showrooms Limited

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Director's Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Director's Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our 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 Director's 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 the director

As explained more fully in the Statement of Director's Responsibilities [set out on page 4], 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

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.

GV Showrooms Limited

Independent Auditor's Report to the Members of GV Showrooms Limited

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:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to this company and its sector and determined that the most significant are those relating to the reporting framework and the relevant UK tax legislation.
- We understood how the company is complying with those frameworks by making enquiries of management and those responsible for legal and compliance procedures.
- As an audit engagement team, we assessed the susceptibility of the company's financial statements to material misstatement including how fraud might occur and considered the opportunities and incentives that may exist within the company for fraud. We considered the controls that the company has established to address the risks identified to prevent, deter and detect fraud; and how the management and directors monitor those controls.
- Based on our understanding we designed our audit procedures to identify non-compliance with laws and regulations. Those procedures involved: - enquiries of management and those charged with governance; - journal entry testing; - assessing whether judgements in making accounting estimates are indicative of a potential bias; and - evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.
- Where the risk was considered to be higher, we performed audit procedures to address each identified fraud risk or other risk of material misstatement. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from fraud or error.
- We remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

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

Use of our report

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



.....
Adrian Barker BA FCA (Senior Statutory Auditor)
For and on behalf of CBSL Accountants Limited, Statutory Auditor

Rowan House North
1 The Professional Quarter
Shrewsbury Business Park
Shrewsbury
Shropshire
SY2 6LG

Date: 20 December 2021

GV Showrooms Limited

Profit and Loss Account for the Period from 1 April 2020 to 31 July 2021

	Note	31 July 2021 £	31 March 2020 £
Turnover		-	-
Gross profit/(loss)		-	-
Administrative expenses		(448)	(534,769)
Operating loss		(448)	(534,769)
Other interest receivable and similar income	4	267,853	2,530,248
Interest payable and similar expenses	5	(446,745)	2,474
		(178,892)	2,532,722
(Loss)/profit before tax		(179,340)	1,997,953
(Loss)/profit for the financial period		(179,340)	1,997,953

The above results were derived from continuing operations.

The company has no recognised gains or losses for the period other than the results above.

The notes on pages 12 to 17 form an integral part of these financial statements.

GV Showrooms Limited

(Registration number: 06719888)
Balance Sheet as at 31 July 2021

	Note	31 July 2021 £	31 March 2020 £
Fixed assets			
Other financial assets	9	-	7,022,093
Current assets			
Debtors	10	179,155	80,116
Cash at bank and in hand		<u>4,151</u>	<u>5,021,089</u>
		183,306	5,101,205
Creditors: Amounts falling due within one year	12	<u>(2,845)</u>	<u>(5,032,415)</u>
Net current assets		<u>180,461</u>	<u>68,790</u>
Net assets		<u>180,461</u>	<u>7,090,883</u>
Capital and reserves			
Called up share capital		204,579	204,579
Profit and loss account		<u>(24,118)</u>	<u>6,886,304</u>
Shareholders' funds		<u>180,461</u>	<u>7,090,883</u>

Approved and authorised by the director on 15/12/21



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J W B Wolfram
Director

GV Showrooms Limited

Statement of Changes in Equity for the Period from 1 April 2020 to 31 July 2021

	Share capital £	Profit and loss account £	Total £
At 1 April 2020	204,579	6,886,304	7,090,883
Loss for the period	-	(179,340)	(179,340)
Total comprehensive income	-	(179,340)	(179,340)
Dividends	-	(6,731,082)	(6,731,082)
At 31 July 2021	204,579	(24,118)	180,461
	Share capital £	Profit and loss account £	Total £
At 1 April 2019	204,579	9,812,726	10,017,305
Profit for the period	-	1,997,953	1,997,953
Total comprehensive income	-	1,997,953	1,997,953
Dividends	-	(4,924,375)	(4,924,375)
At 31 March 2020	204,579	6,886,304	7,090,883

The notes on pages 12 to 17 form an integral part of these financial statements.

GV Showrooms Limited

Statement of Cash Flows for the Period from 1 April 2020 to 31 July 2021

	Note	31 July 2021 £	31 March 2020 £
Cash flows from operating activities			
(Loss)/profit for the period		(179,340)	1,997,953
Adjustments to cash flows from non-cash items			
Gain (loss) from disposals of investments		-	496,131
Finance income	4	<u>(267,853)</u>	<u>(2,530,248)</u>
		(447,193)	(36,164)
Working capital adjustments			
(Increase)/decrease in trade debtors	10	(99,039)	7,688
(Decrease)/increase in trade creditors	12	<u>(5,029,570)</u>	<u>4,927,709</u>
Net cash flow from operating activities		<u>(5,575,802)</u>	<u>4,899,233</u>
Cash flows from investing activities			
Interest received	4	267,853	-
Proceeds from sale of subsidiaries		-	9,371,205
Cash receipts from repayment of loans, classified as investing activities		7,022,093	-
Advances of loans, classified as investing activities		-	(7,022,093)
Dividend income	4	<u>-</u>	<u>(2,394,127)</u>
Net cash flows from investing activities		7,289,946	(45,015)
Cash flows from financing activities			
Dividends paid	14	<u>(6,731,082)</u>	<u>-</u>
Net (decrease)/increase in cash and cash equivalents		(5,016,938)	4,854,218
Cash and cash equivalents at 1 April		<u>5,021,089</u>	<u>166,871</u>
Cash and cash equivalents at 31 July		<u>4,151</u>	<u>5,021,089</u>

The notes on pages 12 to 17 form an integral part of these financial statements.

GV Showrooms Limited

Notes to the Financial Statements for the Period from 1 April 2020 to 31 July 2021

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:

Rowan House North

1 The Professional Quarter

Shrewsbury Business Park

Shrewsbury

Shropshire

SY2 6LG

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Going concern

The director intends to liquidate the company after the period end and the financial statements have been prepared on a basis other than that of the going concern basis. This basis includes, where applicable, writing the company's assets down to net realisable value. No provision has been made for the future costs of terminating the business unless such costs were committed at the reporting date.

Foreign currency transactions and balances

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

GV Showrooms Limited

Notes to the Financial Statements for the Period from 1 April 2020 to 31 July 2021

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Financial instruments

Classification

Non-current financial assets represent long term loan notes issued.

Recognition and measurement

Loans are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest rate method, less impairment.

3 Other gains and losses

The analysis of the company's other gains and losses for the period is as follows:

	1 April 2020 to 31 July 2021 £	Year ended 31 March 2020 £
Gain (loss) from disposals of investments	-	(496,131)

4 Other interest receivable and similar income

	1 April 2020 to 31 July 2021 £	Year ended 31 March 2020 £
Interest income on bank deposits	901	-
Dividend income	-	2,530,248
Other finance income	266,952	-
	<u>267,853</u>	<u>2,530,248</u>

5 Interest payable and similar expenses

	1 April 2020 to 31 July 2021 £	Year ended 31 March 2020 £
Foreign exchange (gains) / losses	446,745	(2,474)

GV Showrooms Limited

Notes to the Financial Statements for the Period from 1 April 2020 to 31 July 2021

6 Staff costs

The average number of persons employed by the company (including the director) during the period, analysed by category was as follows:

	31 July 2021 No.	31 March 2020 No.
Administration and support	<u>1</u>	<u>1</u>

7 Auditors' remuneration

	1 April 2020 to 31 July 2021 £	Year ended 31 March 2020 £
Audit of the financial statements	<u>2,200</u>	<u>2,200</u>

8 Taxation

The tax on profit before tax for the period is the same as the standard rate of corporation tax in the UK (2020 - the same as the standard rate of corporation tax in the UK) of 19% (2020 - 19%).

The differences are reconciled below:

	31 July 2021 £	31 March 2020 £
(Loss)/profit before tax	<u>(179,340)</u>	<u>1,997,953</u>
Corporation tax at standard rate	(34,075)	379,611
Effect of revenues exempt from taxation	-	(480,747)
Tax increase from effect of unrelieved tax losses carried forward	34,075	6,741
Other tax effects for reconciliation between accounting profit and tax expense (income)	<u>-</u>	<u>94,395</u>
Total tax charge/(credit)	<u>-</u>	<u>-</u>

GV Showrooms Limited

Notes to the Financial Statements for the Period from 1 April 2020 to 31 July 2021

9 Other financial assets (current and non-current)

	Financial assets at amortised cost £	Total £
Non-current financial assets		
Cost or valuation		
At 1 April 2020	7,022,093	7,022,093
Disposals	<u>(7,022,093)</u>	<u>(7,022,093)</u>
At 31 July 2021	<u>-</u>	<u>-</u>
Carrying amount		
At 31 July 2021	<u>-</u>	<u>-</u>
At 31 March 2020	<u>7,022,093</u>	<u>7,022,093</u>

Non-current financial assets are two US \$ denominated loans issued during the prior period.

Loan 1 of \$5,728,251.05 is repayable in equal instalments over 48 months and accruing interest at 6.5% per annum.

Loan 2 of \$3,000,000 is treated as a capital loan for the borrower and is subject to no fixed repayment terms. Interest accrues at 5.5% per annum. The lender has been granted 30,000 special rights to acquire shares of the borrower on 31 July 2023 or thereafter for EUR129.53 up to the outstanding loan value and interest accrued.

10 Debtors

	Note	31 July 2021 £	31 March 2020 £
Amounts owed by related parties	16	179,155	-
Other debtors		<u>-</u>	<u>80,116</u>
		<u>179,155</u>	<u>80,116</u>

11 Cash and cash equivalents

	31 July 2021 £	31 March 2020 £
Cash at bank	<u>4,151</u>	<u>5,021,089</u>

GV Showrooms Limited

Notes to the Financial Statements for the Period from 1 April 2020 to 31 July 2021

12 Creditors

	Note	31 July 2021 £	31 March 2020 £
Due within one year			
Amounts due to related parties	16	-	5,029,790
Accrued expenses		<u>2,845</u>	<u>2,625</u>
		<u>2,845</u>	<u>5,032,415</u>

13 Share capital

Allotted, called up and fully paid shares

	31 July 2021 No.	£	31 March 2020 No.	£
Ordinary of £1 each	<u>204,579</u>	<u>204,579</u>	<u>204,579</u>	<u>204,579</u>

14 Dividends

	31 July 2021 £	31 March 2020 £
Interim dividend of £33 (2020 - £24) per ordinary share	<u>6,731,082</u>	<u>4,924,375</u>

15 Parent and ultimate parent undertaking

The company's immediate parent is GV Capital Limited, incorporated in England and Wales.

These financial statements are available upon request from Companies House, Crown Way, Cardiff, CF14 3UZ.

GV Showrooms Limited

Notes to the Financial Statements for the Period from 1 April 2020 to 31 July 2021

16 Related party transactions

At 31 July 2021 the company had balances due from related parties which the director is also director of totalling £nil (2020 - £77,066).

Summary of transactions with parent

GV Capital Limited

Income and receivables from related parties

	Parent
2021	£
Amounts receivable from related party	<u>179,155</u>

Expenditure with and payables to related parties

	Parent
2020	£
Amounts payable to related party	<u>5,029,790</u>