

Bestway Cash & Carry Limited

**Directors' report and financial
statements**

Registered number 1207120

30 June 2010

WEDNESDAY



L931JSHQ

LD4

16/03/2011

147

COMPANIES HOUSE

Contents

Company information	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	5
Independent auditors' report to the members of Bestway Cash & Carry Limited	6
Profit and loss account	8
Balance sheet	9
Notes	10

Company information

Company registration number	1207120
Registered Office	2 Abbey Road Park Royal London NW10 7BW
Directors	Sir MA Pervez, OBE HPK (Chairman) ZM Choudrey, BA (Hons), FCA (Group Chief Executive) MY Sheikh (Managing Director of Cash and Carry Businesses) AK Bhatti AK Chaudhary AM Chaudhary, MBA R Pervez, ACA D Pervez, BA (Hons), MA Oxon, Solicitor
Secretary	D Pervez, BA (Hons), MA Oxon, Solicitor
Bankers	HSBC Bank Plc Apex Plaza Reading RG1 1AX
Solicitors	Kerman & Co LLP 7 Savoy Court Strand London WC2R 0ER Lovells LLP Atlantic House Holborn Viaduct London EC1A 2FG
Auditors	KPMG LLP 8 Salisbury Square London EC4Y 8BB

Directors' report

The directors present their directors' report and the audited financial statements for the year ended 30 June 2010

Principal activities

The principal activity of the Company during the year was that of wholesalers of groceries, tobacco, wines, spirits and other household goods

Business review

Turnover for the year ended 30 June 2010 amounted to £883.9 million compared to £847.7 million for the previous year, which is an increase of 4.3%. Operating profit for the year to 30 June 2010 increased by 9.6% to £21.2 million compared to £19.3 million for the previous year. Profit on ordinary activities before taxation increased by 12.9% to £21.3 million.

Principal risks & uncertainties

One of the commercial risks faced by the Company continues to be the increasing influence of multiples in the cash & carry sector which consequently imposes pressure on margins. Another risk that the Company faces is the black market relating to duty avoidance on alcohol.

The cash & carry sector is also affected by the rising inflation, which combined with the effects of the austerity measures, can lead to food inflation and force customers to re-evaluate their spending habits.

Key performance indicators

The Board of Directors uses many performance indicators, both financial and non financial, to monitor the Company's position.

Among the financial performance indicators within the business, the most important ones are gross profit margin, sales per depot, sales per department, wages per depot, stock availability and stock levels.

The non-financial performance indicators are staff turnover, staff / supplier / customer satisfaction, health and safety reports among others. The Board is of the belief that the monitoring of the above-mentioned indicators is an effective aspect of business performance review.

Future Outlook

The general UK economy, food inflation and continued pressure from grey market stocks of alcohol will mean that 2011 will be a tough year for the company.

Whilst we remain cautiously optimistic about the growth prospects of our businesses, we see no likelihood of any reduction in competitive intensity in our markets.

In the last twelve months we have continued to demonstrate the strength of our business model and to create value for all our stakeholders. This has been accomplished with the continued support of our outstanding employees and our highly successful relationships with suppliers and customers.

Results and dividend

The trading profit for the year after taxation was £15,380,000 (2009: £13,932,000).

The directors approved a final dividend of £83 (2009: £83) per share on the ordinary shares and £nil (2009: £nil) per share on the 5% non-cumulative preference shares which leaves a profit of £7,080,000 (2009: £5,632,000) to be retained.

Directors' report *(continued)*

Directors

The directors who held office during the year were as follows

Sir MA Pervez, OBE HPk (Chairman)
ZM Choudrey BA (Hons) FCA
MY Sheikh
AK Bhatti
AK Chaudhary
AM Chaudhary MBA
R Pervez, ACA
D Pervez, BA (Hons), MA Oxon, Solicitor

Indemnity provisions

No qualifying third party provision is in force for the benefit of any director of the Company

Financial instruments

The Company's policy is to finance its operations on a medium term basis from retained profits, inter-company borrowings and bank facilities. Additional uncommitted borrowing and overdraft facilities are utilised for short term financing requirements.

The financial instruments utilised by the Company are borrowings, short-term cash deposits and items such as trade creditors which arise directly from its operations. Borrowing and deposit facilities are on a floating rate basis. The Company's policy is not to trade in financial instruments.

Employee involvement and disabled persons

The Company informs and consults regularly with employees on matters affecting their interests with a view to achieving a common awareness of the financial and economic factors affecting its performance. The views expressed by employees have been taken into account when making decisions where appropriate.

The Company is an equal opportunities employer and its policies for the recruitment, training, career development and promotion of employees are based on the relevant merits and abilities of the individuals concerned. It recognises its responsibilities towards the disabled and gives full and fair consideration to applications for employment from them and so far as particular disabilities permit, will give continued employment to any existing employee who becomes disabled. It is the policy of the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

Policy and practice on payment of creditors

The Company aims to settle supplier accounts in accordance with their individual terms of business, and as such no specific code or standard on payment practice is followed.

At the year end there were 45 days (2009 43 days) purchases in trade creditors.

Political and charitable donations

During the year the Company made political donations of £60,000 (2009 £7,000) to the Conservative Party and charitable donations totalling £1,299 (2009 £2,683).

Disclosure of information to auditors

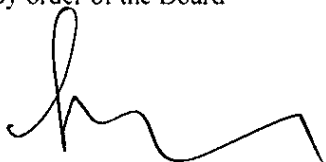
The directors who held office at the date of the approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware and each director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Directors' report *(continued)*

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the Board

A handwritten signature in black ink, appearing to be 'M Y Sheikh', written over a horizontal line.

M Y Sheikh
Director

2 Abbey Road
Park Royal
London
NW10 7BW

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 judgments and 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.



KPMG LLP

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Independent auditors' report to the members of Bestway Cash & Carry Limited

We have audited the financial statements of Bestway Cash & Carry Limited for the year ended 30 June 2010 set out in pages 8 to 21. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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 auditors' 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.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 June 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Bestway Cash & Carry Limited

(continued)

Matters on which we are required to report by exception

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



P D Selvey (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

17 December 2010

Profit and loss account
for the year ended 30 June 2010

	<i>Note</i>	2010 £000	2009 £000
Turnover	<i>1</i>	883,941	847,748
Cost of sales		(844,655)	(809,499)
Gross profit		39,286	38,249
Administrative expenses		(23,292)	(24,182)
Other operating income	<i>3</i>	5,208	5,275
Operating profit		21,202	19,342
Other interest receivable and similar income	<i>4</i>	307	309
Interest payable and similar charges	<i>5</i>	(234)	(811)
Profit on ordinary activities before taxation	<i>2</i>	21,275	18,840
Taxation	<i>7</i>	(5,895)	(4,908)
Profit for the financial year	<i>15</i>	15,380	13,932

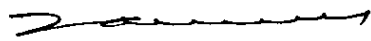
The results shown above are derived entirely from continuing operations

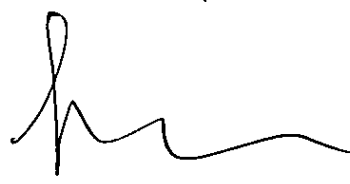
No separate statement of total recognised gains and losses has been presented as all such gains and losses have been dealt with in the profit and loss account

Balance sheet
at 30 June 2010

	Note	2010 £000	2009 £000
Fixed assets			
Tangible assets	9	10,012	10,076
Current assets			
Stocks	10	71,537	66,374
Debtors	11	51,317	57,188
Cash at bank and in hand		13,397	947
		136,251	124,509
Creditors: amounts falling due within one year	12	(112,911)	(108,425)
Net current assets		23,340	16,084
Total assets less current liabilities		33,352	26,160
Provisions for liabilities	13	(599)	(487)
Net assets		32,753	25,673
Capital and reserves			
Called up share capital	14	200	200
Profit and loss account	15	32,553	25,473
Shareholders' funds	16	32,753	25,673

These financial statements were approved by the Board of Directors on 17/12/2010 and were signed on its behalf by


Z M Choudrey, BA (Hons), FCA
Director


M Y Sheikh
Director

Registered number 1207120

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

Going concern

The Company has significant cash balances as at 30 June 2010 of £13,397,000. After making enquiries, the Board of directors has a reasonable expectation that the Company has adequate resources and banking facilities to continue in operational existence for the foreseeable future. Accordingly, the Board of directors continues to adopt the going concern basis in preparing the directors' report and financial statements

Cash flow statement

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements

Related party disclosures

As the Company is a wholly owned subsidiary of Bestway (Holdings) Limited, it has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group headed by Bestway (Holdings) Limited (the Group). The consolidated financial statements of Bestway (Holdings) Limited, within which this company is included, can be obtained from the address given in note 22

Tangible fixed assets

Fixed assets are stated at historical cost less accumulated depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write each asset down to its estimated residual value as follows

Plant and machinery	-	15% reducing balance
Fixtures and fittings	-	15% reducing balance
Motor vehicles	-	25% reducing balance
Computer equipment	-	25% reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value. In determining the cost of goods purchased for resale, the weighted average purchase price is used. Provision is made for obsolete and slow moving items

Retrospective rebates and discounts

The Company negotiates discounts directly with suppliers. These discounts are accounted for once the directors are confident that the Company is entitled to the discount

Operating leases

Annual rentals are charged to the profit and loss account in equal annual amounts over the period of the lease

Post retirement benefits

The Company makes contributions towards the personal pension schemes of certain of its directors and senior employees. Pension costs charged against profits represent the amounts payable to the schemes in respect of the year

Notes (continued)

1 Accounting policies (continued)

Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rates ruling at the date of the transactions. All differences are taken to the profit and loss account.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profit and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Turnover

Turnover represents the invoiced value, net of Value Added Tax, of goods sold and services provided to customers. Turnover is recognised when the risks and rewards of ownership are transferred to the customer.

Turnover and profit on ordinary activities before taxation

The turnover and profit before taxation were derived from its principal activity and performed solely in the United Kingdom.

Classification of financial instruments issued by the Company

Following the adoption of FRS 25, financial instruments issued by the Company are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

Notes (continued)

1 Accounting policies (continued)

Dividends on shares presented within shareholders' funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Financial income and expenses

Financial income comprises interest receivable on cash balances. Interest income is recognised as it accrues, using the effective interest method.

Financial expenses comprise interest on cash balances. Interest is recognised in the profit and loss as it accrues.

Rental income

Rental income is recognised in the profit and loss account on a straight-line basis over the term of the lease.

2 Profit on ordinary activities before taxation

	2010 £000	2009 £000
<i>Profit on ordinary activities before taxation is stated after charging/(crediting).</i>		
Depreciation and amounts written off tangible fixed assets		
Owned assets	2,606	2,035
Operating lease rentals		
Land and buildings	300	331
(Profit)/loss on disposal of fixed assets	(24)	52
Auditors' remuneration		
Audit of these financial statements	75	75
Other services relating to taxation	26	115
	<hr/>	<hr/>

3 Other operating income

	2010 £000	2009 £000
Net rental income	662	679
Management fee charged to group undertakings	4,522	4,453
Other operating income	24	143
	<hr/>	<hr/>
	5,208	5,275
	<hr/>	<hr/>

4 Other interest receivable and similar income

	2010 £000	2009 £000
Bank interest receivable	307	309
	<hr/>	<hr/>

Notes (continued)

5 Interest payable and similar charges

	2010 £000	2009 £000
On bank loans and overdrafts	228	607
Other interest	6	204
	<u>234</u>	<u>811</u>

6 Employees and directors

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

	2010 Number	2009 Number
Office and management	298	284
Retail	1,268	1 313
Distribution	63	63
	<u>1,629</u>	<u>1,660</u>

Staff costs for the above persons

	2010 £000	2009 £000
Wages and salaries	32,325	31 603
Social security costs	3,230	3 186
Other pension costs	452	431
	<u>36,007</u>	<u>35,220</u>

Directors' emoluments

	2010 £000	2009 £000
Emoluments	7,746	7,901
Contribution to money purchase pension schemes	50	48
	<u>7,796</u>	<u>7 949</u>

The number of directors for whom relevant benefits are accruing in respect of qualifying services to the Company is as follows

	2010 Number	2009 Number
Money purchase schemes	<u>4</u>	<u>4</u>

Notes (continued)

6 Employees and directors (continued)

Emoluments in respect of the highest paid director amounted to

	2010 £000	2009 £000
Emoluments	2,505	2,609
Contributions to money purchase pension schemes	-	-
	<u>2,505</u>	<u>2,609</u>

7 Taxation

Analysis of charge in period

	2010 £000	2009 £000
Current tax		
UK corporation tax on profits of the period	6,022	5,334
Adjustments in respect of previous periods	(239)	(347)
Total current tax	<u>5,783</u>	<u>4 987</u>
Deferred tax		
Origination and reversal of timing differences	(34)	(61)
Adjustment in respect of previous periods	146	(18)
Total deferred tax	<u>112</u>	<u>(79)</u>
Tax on profit on ordinary activities	<u>5,895</u>	<u>4 908</u>

Notes (continued)

7 Taxation (continued)

Factors affecting the tax charge for the current period

The tax assessed for the period is lower (2009 lower) than the standard rate of corporation tax in the UK. The differences are explained below:

	2010 £000	2009 £000
Profit on ordinary activities before tax	21,275	18,840
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%)	5,957	5,275
<i>Effects of:</i>		
Expenses not deductible for tax purposes	30	24
Depreciation in excess of capital allowances	34	60
Other timing differences	1	1
Adjustment to tax charge in respect of previous periods	(239)	(347)
Group relief received	-	(26)
Total current tax charge for period	5,783	4,987

Factors that may affect future current and total tax charges

The Emergency Budget on 22 June 2010 announced that the UK corporation tax rate will reduce from 28% to 24% over a period of 4 years from 2011. The first reduction in the UK corporation tax rate from 28% to 27% was substantively enacted on 20 July 2010 and will be effective from 1 April 2011. This will reduce the Company's tax charge accordingly.

8 Dividends

The aggregate amount of dividends comprises:

	2010 £000	2009 £000
Ordinary Dividends paid in respect of the current year	8,300	8,300

The directors approved a final dividend of £83 (2009 £83) per ordinary share during the year. The aggregate amount of dividends proposed and not recognised as liabilities as at the year end is £nil (2009 £nil).

Notes (continued)

9 Tangible fixed assets

	Plant and machinery £000	Fixtures, fittings and equipment £000	Motor Vehicles £000	Total £000
<i>Cost</i>				
At beginning of year	11,266	21,791	6,040	39,097
Additions	173	1,386	1,269	2,828
Disposals	-	-	(1,052)	(1,052)
At end of year	11,439	23,177	6,257	40,873
<i>Depreciation</i>				
At beginning of year	8,691	17,340	2,990	29,021
Charge for year	412	987	1,207	2,606
On disposals	-	-	(766)	(766)
At end of year	9,103	18,327	3,431	30,861
<i>Net book value</i>				
At 30 June 2010	2,336	4,850	2,826	10,012
At 30 June 2009	2,575	4,451	3,050	10,076

10 Stocks

	2010 £000	2009 £000
Finished goods and goods for resale	71,537	66,374

11 Debtors

	2010 £000	2009 £000
Trade debtors	4,291	7,131
Amounts owed by group undertakings	31,716	36,533
Amounts owed by related parties	110	1,011
Other debtors	3,957	1,118
Prepayments and accrued income	11,243	11,395
	51,317	57,188

Notes (continued)

12 Creditors: amounts falling due within one year

	2010 £000	2009 £000
Trade creditors	100,705	92,685
Amounts owed to group undertakings	774	414
Other taxation and social security costs	826	895
Other creditors	487	712
Accruals and deferred income	7,049	10,829
Corporation tax	3,070	2,890
	<u>112,911</u>	<u>108,425</u>

13 Provisions for liabilities

	Deferred taxation £000
At 1 July 2009	487
Charge to profit and loss account	112
	<u>599</u>
At 30 June 2010	<u>599</u>

Deferred taxation provided in the financial statements is made up as follows

	2010 £000	2009 £000
Excess of tax allowances over depreciation	608	494
Short term timing differences	(9)	(7)
	<u>599</u>	<u>487</u>

The Emergency Budget on 22 June 2010 announced that the UK corporation tax rate will reduce from 28% to 24% over a period of 4 years from 2011. The first reduction in the UK corporation tax rate from 28% to 27% was substantively enacted on 20 July 2010 and will be effective from 1 April 2011. If the rate change from 28% to 27% had been substantively enacted on or before the balance sheet date it would have had the effect of reducing the deferred tax liability recognised at that date by £22,000. It has not yet been possible to quantify the full anticipated effect of the announced further 3% rate reduction, although this will further reduce the Company's future deferred tax liabilities/assets accordingly.

Notes (continued)

14 Called up share capital

	2010 £000	2009 £000
<i>Authorised</i>		
100,000 ordinary shares of £1 each	100	100
100 000 5 % non-cumulative preference shares of £1 each	100	100
	<hr/> 200	<hr/> 200
<i>Allotted, called up and fully paid</i>		
100 000 ordinary shares of £1 each	100	100
100 000 5 % non-cumulative preference shares of £1 each	100	100
	<hr/> 200	<hr/> 200

The holders of 5% non-cumulative preference shares have

- the right to receive a non-cumulative preferential dividend at the rate of 5% p a on the capital paid up or credited as paid up. The dividend is payable out of profits available for dividend or resolved to be distributed in respect of any financial year or other period. In case of deficiency, there is no right to resort to the profits of subsequent financial years or accounting periods, nor is there any priority in payment of a dividend over the ordinary shares,
- the right on winding-up the repayment of capital paid up in priority to the ordinary shares,
- no right to receive notice or to attend and vote at general meetings of the Company, and
- no right to participate in the profits or assets of the Company

15 Profit and loss account

	2010 £000	2009 £000
At 1 July	25,473	19,841
Profit for the financial year	15,380	13,932
Dividends (note 8)	(8,300)	(8,300)
	<hr/> 32,553	<hr/> 25,473
At 30 June	<hr/> 32,553	<hr/> 25,473

Notes (continued)

16 Reconciliation of movement in shareholders' funds

	2010 £000	2009 £000
Profit for financial year	15,380	13,932
Dividends	(8,300)	(8,300)
Net addition to shareholders' funds	7,080	5,632
Opening shareholders' funds	25,673	20,041
Closing shareholders' funds	32,753	25,673

17 Contingent liabilities

The Company had £nil contingent liability in respect of the Bestway group's registration for VAT at 30 June 2010 (2009 £366,705)

There is an unlimited cross guarantee dated 18 February 1993 between Bestway (Holdings) Limited, Map Trading Limited, Map (UK) Limited, Palmbest Limited, Bestway Limited and Bestway Cash & Carry Limited in favour of HSBC Bank plc

The Company is a party, together with other companies within the Bestway (Holdings) Limited group, to a Composite Accounting and Guarantee Agreement with HSBC Bank plc, whereby the liabilities to HSBC Bank plc of each subsidiary are cross guaranteed by each of the companies. Group borrowings covered by the guarantee as at 30 June 2010 amounts to £20.0 million (2009 £26.6 million)

18 Commitments

At 30 June 2010 the Company had annual commitments under non-cancellable operating leases as follows

	2010 £000	2009 £000
Land and buildings		
Expiring after 5 years	300	300

The Company had £nil (2009 £nil) commitments of capital expenditure contracted for but not provided in these financial statements

Notes (continued)

19 Transactions with directors

During the year sales transactions were entered into with certain directors or persons connected with the directors. These transactions were entered into during the normal course of business, with the Company, on an arm's length basis with certain of the directors' retail shops, although no specific payment terms are set.

The total value of the sales to those retail shops was £4.8 million (2009: £5.1 million). Certain of the retail shops have common directors. As required by the Companies Act 2006, the total transaction value, by director, is set out below:

	2010 £000	2009 £000
MA Pervez	3,542	4,102
ZM Choudrey	3,542	4,102
AK Bhatti	247	255
AK Chaudhary	1,030	1,008
AM Chaudhary	1,030	1,008
R Pervez	3,542	4,102
D Pervez	1,135	1,848
	<u> </u>	<u> </u>

The outstanding balances due from directors in respect of these transactions were:

	2010 £000	2009 £000
MA Pervez	32	10
ZM Choudrey	32	10
AK Bhatti	9	2
AK Chaudhry	32	-
AM Chaudhry	32	10
R Pervez	32	10
D Pervez	15	-
	<u> </u>	<u> </u>

Notes (continued)

20 Transactions with related parties

The Company's related parties, as defined by Financial Reporting Standard 8, the nature of the relationship and the amount of transactions with them during the year were as follows

	<i>Sub notes</i>	2010 £000	2009 £000
Sales to Bestway Northern Limited	1	17,773	17,589
Purchases from Bestway Northern Limited	1	570	297
Management fee charged to Bestway Northern Limited	1	1,750	2,250
Year end balance due from Bestway Northern Limited	1	110	999
Sales to Bestway Stores	2	2,407	2,254
Year end balance due from Bestway Stores	2	32	10
Sales to Buybest Limited	1	477	1,220
Sales to Peppermill Supermarket Limited	1	658	629
Sales to London Food & Wine	2	247	255
Year end balance due from London Food & Wine	2	9	2
Sales to Food Corner/Russell Supermarket	2	1,030	1 008

Sub notes

- 1 Certain directors of Bestway Cash & Carry Limited are also directors of Buybest Limited, Bestway Northern Limited and Peppermill Supermarkets Limited
- 2 Certain directors of Bestway Cash & Carry Limited are partners in Bestway Stores, Food Corner/Russell Supermarket and London Food and Wine
- 3 The transactions disclosed above are as a result of using a combined buying department for Bestway Cash & Carry Limited and Bestway Northern Limited. The Company has also taken advantage of the exemptions from disclosures applicable to subsidiary undertakings where 100% or more of the voting rights are controlled within the Group

21 Pension Commitments

	2010 £000	2009 £000
<i>Defined Contribution Scheme</i>		
Contributions payable by the Company for the year	452	431

At the end of the year £30,554 (2009 £28,758) of contributions were outstanding

22 Immediate and ultimate parent company

The Company's immediate and ultimate holding and controlling company is Bestway (Holdings) Limited, a company registered in Great Britain

The parent undertaking of the largest group which includes the Company and for which group accounts are prepared is Bestway (Holdings) Limited. Copies of the group financial statements are available from Companies House, Crown Way, Mandy, Cardiff, CF4 3UZ