Registered number: 1351414

SUPA ELECTRICS LIMITED (FORMERLY SUPA ELECTRICS PLC)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008



COMPANY INFORMATION

DIRECTORS

T Culmer

J Culmer

K Culmer

COMPANY SECRETARY

J Culmer

COMPANY NUMBER

1351414

REGISTERED OFFICE

35 Ballards Lane

London **N3 1XW**

AUDITOR

Berg Kaprow Lewis LLP Chartered Accountants & Registered Auditor

35 Ballards Lane

London **N3 1XW**

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DIRECTORS' REPORT FOR THE PERIOD ENDED 31 OCTOBER 2008

The directors present their report and the financial statements for the period ended 31 October 2008.

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). The financial statements are required by law to 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;
- 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 proper accounting records that 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 1985. 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.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the company continued to be that of the retailing of electrical appliances.

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 OCTOBER 2008

We aim to present a balanced and comprehensive review of the performance of the business during the year and its position at the year end. Our review is consistent with the size and non-complex nature of the business and is written in the context of the risks and uncertainties we face.

As a retailer of electrical appliances, trading has continued to be difficult due to pressure on margins because of the economic downturn and the competition from our internet based competitors.

In the period ended 30 October 2008, a number of restructuring measures were implemented to help improve the financial performance of the company.

A decision was made to focus on the retail of white goods, as these produce better gross profit margins than brown goods and to direct efforts towards selling the products from manufacturers which are supportive of high street based retailers. As a result of this, the company disposed of two stores in the year which sold only brown goods and which achieved a weak gross profit margin and has recently re-sited a third store with a view to reducing costs and growing turnover.

Overheads have been considered in detail, and reduced as far as possible without affecting operating ability.

The company has also been re-registered as a Limited company. As a result of this change and the reduced size of the business, an audit will not be required in the future so saving on audit costs.

We consider that our key performance indicators are those that communicate the financial performance of the company as a whole, these being turnover and gross profit margin.

We are pleased that the gross profit achieved on goods sold increased in line with the strategy to focus on higher margin products. This is despite pressure to reduce prices in the current economic climate and to match the price of identical products for sale on the internet.

As can be seen from the balance sheet, the financial position of the company at the year end is not strong. However, due to a policy of reducing the level of stock held, the company is continuing to meet its liabilities as they fall due and remain within its overdraft limit.

A warehouse owned by the company is currently being offered for sale. Such a sale would improve the cash position of the company and allow the directors to make other planned changes to the business which would improve profitability.

The retail market in the UK is highly competitive and margins continue to be tight. We face competition from other electrical retail stores and from internet based retailers including supermarkets and the manufacturers themselves. We are of course also subject to consumer spending patterns and consumers' overall level of disposable income within our economy has a large effect on our business.

RESULTS

The loss for the period, after taxation, amounted to £177,551 (2007 - loss £277,772).

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 OCTOBER 2008

DIRECTORS

The directors who served during the period were:

T Culmer

J Culmer

K Culmer

CREDITOR PAYMENT POLICY

The company agrees terms of payment for its business transactions with its major suppliers prior to entering into a contractual relationship. It ensures that suppliers are made aware of the terms of the payment. In the absence of a specific agreement it is the policy of the company to pay its suppliers in the month following the date the invoice is received.

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information.

AUDITOR

The auditor, Berg Kaprow Lewis LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 24/09/2009

-- mluhmer J

and signed on its behalf.

T Culmer Director

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SUPA ELECTRICS LIMITED (FORMERLY SUPA ELECTRICS PLC)

We have audited the financial statements of Supa Electrics Limited (Formerly Supa Electrics Plc) for the period ended 31 October 2008, set out on pages 6 to 16. These financial statements have been prepared under the accounting policies set out therein.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

QUALIFIED OPINION

The company did not decide until after 31 October 2008 to change its year end to that date. As a result of this, we did not attend the counting of the physical stock as at 31 October 2008.

The accounting systems used by the company do not have the facility to produce a retrospective report of deposits held. The directors have estimated that deposits totalled £30,000 at 31 October 2008 and this is the figure that is included in these financial statements. There were no audit procedures that we could have reasonably adopted in order to verify this figure.

In our opinion, except for the effects of such adjustments, if any, as might have been determined to be necessary had we been able to satisfy ourselves as to stock quantities and deposits held:

• the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 October 2008 and of its loss for

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF SUPA ELECTRICS LIMITED (FORMERLY SUPA ELECTRICS PLC)

the period then ended;

- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

EMPHASIS OF MATTER

As set out in accounting policy 1.1, the accounts have been prepared on a going concern basis which is dependent on the planned sale of fixed assets and the generation of trading profits in the future.

As detailed in the notes to the financial statements, the open market value of the freehold land and buildings cannot currently be determined with a high level of accuracy.

Ben Kapan Lowis LLP

Our opinion is not qualified in these respects.

BERG KAPROW LEWIS LLP

Chartered Accountants & Registered Auditor 35 Ballards Lane London N3 1XW

Date:

PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 OCTOBER 2008

	Note	period ended 31 October 2008 £	year ended 30 April 2007 £
TURNOVER	1	5,972,155	5,437,174
Cost of sales		(4,179,270)	(3,953,686)
GROSS PROFIT		1,792,885	1,483,488
Selling and distribution costs		(141)	673
Administrative expenses		(1,931,444)	(1,748,850)
Other operating income		-	3,200
OPERATING LOSS	3	(138,700)	(261,489)
Interest receivable	4	•	71
Interest payable		(23,250)	(16,354)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(161,950)	(277,772)
Tax on loss on ordinary activities	5	(15,601)	<u>-</u>
LOSS FOR THE FINANCIAL PERIOD	16	(177,551)	(277,772)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2008 or 2007 other than those included in the Profit and loss account.

The notes on pages 9 to 16 form part of these financial statements.

NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE PERIOD ENDED 31 OCTOBER 2008

	period ended 31 October 2008 £	year ended 30 April 2007 £
REPORTED LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(161,950)	(277,772)
Realisation of valuation gains of previous periods	(5,729)	(2,658)
Difference between a historical cost depreciation charge and the actual depreciation charge for the period calculated on the revalued amount	5,729	2,658
HISTORICAL COST LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(161,950)	(277,772)
HISTORICAL LOSS FOR THE PERIOD AFTER TAXATION	(177,551)	(277,772)

The notes on pages 9 to 16 form part of these financial statements.

BALANCE SHEET AS AT 31 OCTOBER 2008

		200	31 October B	30 A 200	
	Note	£	£	£	£
FIXED ASSETS					
Tangible fixed assets	6		936,522		1,020,993
Fixed asset investments	7		2,000		2,000
		•	938,522		1,022,993
CURRENT ASSETS					
Stocks	8	424,315		754,507	
Debtors	9	90,983		189,678	
Cash at bank and in hand		3,695		43,111	
		518,993		987,296	
CREDITORS: amounts falling due within one year	10	(948,251)		(1,294,164)	
NET CURRENT LIABILITIES			(429,258)		(306, 868,
TOTAL ASSETS LESS CURRENT LIABILI	TIES	•	509,264		716,125
CREDITORS: amounts falling due after more than one year	11		-		(29,310,
NET ASSETS			509,264		686,815
CAPITAL AND RESERVES		·			
Called up share capital	15		50,000		50,000
Revaluation reserve	16		496,415		496,415
Profit and loss account	16		(37,151)		140,400
SHAREHOLDERS' FUNDS	17	•	509,264		686,815

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24/09/2009

T Culmer **Director**

The notes on pages 9 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention as modified by the revaluation of freehold land and buildings and in accordance with applicable accounting standards.

The company has incurred recurring operating losses.

In order to meet its liabilities as they fall due, the company is dependent on the generation of profits and cash in the future. The directors of Supa Electrics Limited have put in place a number of strategies to ensure that this will be possible, including the reduction of the level of stock held and a significant rearrangement of its retail stores.

On the basis of current disclosed intentions, the directors believe that the funds necessary to continue to operate the business will be available. Accordingly, the directors consider that it is appropriate to prepare the accounts on a going concern basis.

If the asset sales referred to elsewhere are not achieved and trading losses continue then the going concern basis may not be appropriate and adjustments would have to be made to reduce the value of the assets to their recoverable amount, to provide for any further liabilities that might arise, and to reclassify fixed assets and long term liabilities as current assets and liabilities.

1.2 TURNOVER

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

Revenue is recognised in the period to which it relates.

1.3 TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible fixed assets is provided at rates calculated to write off the cost or valuation of those assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property - 2% straight line

S/Term Leasehold Property - Over the period of the lease

Plant & machinery - 25% straight line
Motor vehicles - 25% reducing balance
Fixtures & fittings - 15-33% straight line

1.4 INVESTMENTS

Investments held as fixed assets are shown at cost less provision for impairment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

1. ACCOUNTING POLICIES (continued)

1.5 LEASING AND HIRE PURCHASE

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.6 OPERATING LEASES

Rentals under operating leases are charged on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

2. TURNOVER

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3. OPERATING LOSS

The operating loss is stated after charging:

		period ended 31 October 2008 £	year ended 30 April 2007 £
!	Depreciation of tangible fixed assets:		
	 owned by the company 	14,919	23,818
	 held under finance leases 	10,574	11,782
· -	Auditors' remuneration Operating lease rentals:	10,000	21,195
	- other operating leases	235,576	303,530
4.	INTEREST RECEIVABLE		
		period ended 31 October 2008 £	year ended 30 April 2007 £
ł	Bank interest	-	71

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

5. TAXATION

ANALYSIS OF TAX CHARGE IN THE PERIOD/YEAR	period ended 31 October 2008 £	year ended 30 April 2007 £
DEFERRED TAX (see note 12)		
Origination and reversal of timing differences	15,601	-
TAX ON LOSS ON ORDINARY ACTIVITIES	15,601	-

FACTORS AFFECTING TAX CHARGE FOR THE PERIOD/YEAR

There were no factors that affected the tax charge for the period/year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 0% (2007 - 0%).

Due to losses in the year no provision for corporation tax is required.

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There were no factors that may affect future tax charges.

6. TANGIBLE FIXED ASSETS

	Freehold Land and buildings £	Land and buildings leasehold £	Plant and machinery £	Furniture, fittings and equipment £	Motor vehicles £	Total £
COST OR VALUATION						
At 1 May 2007 Disposals	900,000	128,147 (57,144)	15,652 -	437,771 (42,165)	77,998 (14,490)	1,559,568 (113,799)
At 31 October 2008	900,000	71,003	15,652	395,606	63,508	1,445,769
DEPRECIATION						
At 1 May 2007 Charge for the period On disposals	•	82,143 3,284 (23,412)	15,652 - -	398,124 11,635 (21,504)	42,656 10,574 (9,905)	538,575 25,493 (54,821)
At 31 October 2008	-	62,015	15,652	388,255	43,325	509,247
NET BOOK VALUE						
At 31 October 2008	900,000	8,988	-	7,351	20,183	936,522
At 30 April 2007	900,000	46,004	-	39,647	35,342	1,020,993

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

6. TANGIBLE FIXED ASSETS (continued)

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	31 October	30 April
	2008	2007
	£	£
Motor vehicles	6,890	10,499

The net book value of freehold land and buildings comprised of: freehold land at valuation of £300,000 (2007: £300,000), (cost £131,349) which is not depreciated.

Cost or valuation at 31 October 2008 is as follows:

	Land and buildings freehold £
AT COST	380,000
AT VALUATION:	
Valued on 30 April 2007 at open market value	520,000
	900,000

The freehold land and buildings were revalued on 30 April 2007 by the director T Culmer on an open market existing use basis.

Due to the current economic situation, it is unclear whether this valuation is still appropriate, or if the open market value has fallen significantly.

The property is currently being offered for sale, and the directors expect to have some offers shortly, which will allow them to make a more accurate assessment of current market value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

6. **TANGIBLE FIXED ASSETS (continued)**

If the land and buildings freehold had not been included at valuation they would have been included under the historical cost convention as follows:

under the historical cost convention as follows:		
	31 October 2008 £	30 April 2007 £
Cost Accumulated depreciation	380,000 (30,400)	380,000 (30,400)
Net book value	349,600	349,600
FIXED ASSET INVESTMENTS		
		Unlisted investments £
COST OR VALUATION		

At 1 May 2007 and 31 October 2008

2,000

8. **STOCKS**

7.

	31 October	30 April
	2008	2007
	£	£
Finished goods and goods for resale	424,315	754,507
	=	

9. **DEBTORS**

	31 October 2008 £	30 April 2007 £
Trade debtors	73,536	99,438
Other debtors	140	21,288
Prepayments and accrued income	17,307	53,351
Deferred tax asset (see note 12)	· •	15,601
	90,983	189,678

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31 October 2008 £	30 April 2007 £
	Bank loans and overdrafts	294,716	338,241
	Net obligations under finance leases and hire purchase contracts	-	5,133
	Trade creditors	284,572	406,682
	Social security and other taxes	22,850 328,309	99,148 289,103
	Other creditors Accruals and deferred income	17,804	155,857
		948,251	1,294,164
11.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		31 October	30 April
		2008 £	2007 £
	Ponk loons	~	
	Bank loans Net obligations under finance leases and hire purchase contracts	-	27,675 1,635
		-	29,310
	Obligations under finance leases and hire purchase contracts, include	ed above, are payable	e as follows:
		31 October	30 April
		2008 £	2007 £
	Between one and five years		1,635
12.	DEFERRED TAXATION		
		31 October 2008 £	30 April 2007 £
	At haginning of period/year	15,601	15,601
	At beginning of period/year Released during/(charged for) period/year	(15,601)	
	At end of period/year	-	15,601
	it one of police/you		-,

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

12. DEFERRED TAXATION (continued)

The deferred taxation balance is made up as follows:

	31 October 2008 £	30 April 2007 £
Tax losses carried forward	<u> </u>	(15,601)

13. PENSION COST

Defined contribution

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund. All contributions were made in the year.

14. FINANCIAL COMMITMENTS

At 31 October 2008 the company had annual commitments under non-cancellable operating leases as follows:

		Land and buildings	
		31 October 2008 £	30 April 2007 £
	EXPIRY DATE:	-	-
	Within 1 year	23,308	-
	Between 2 and 5 years	•	61,500
	After more than 5 years	30,000	251,000
15.	SHARE CAPITAL	 	
		31 October 2008 £	30 April 2007 £
	AUTHORISED, ALLOTTED, CALLED UP AND FULLY PAID		
	50,000 Ordinary shares of £1 each	50,000	50,000

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 OCTOBER 2008

16.	RESERVES

16.	KESEKVES		
		Revaluation reserve £	Profit and loss account £
	At 1 May 2007 Retained loss for the year	496,415	140,400 (177,551)
	At 31 October 2008	496,415	(37,151)
17.	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS		
		31 October 2008 £	30 April 2007 £
	Opening shareholders' funds Loss for the period/year Other recognised gains and losses during the period/year	686,815 (177,551) -	714,587 (277,772) 250,000
	Closing shareholders' funds	509,264	686,815

18. DIRECTORS' EMOLUMENTS

During the period retirement benefits were accruing to 2 directors (2007 - 2) in respect of money purchase pension schemes.

19. CONTROLLING PARTY

The company is controlled by T Culmer, a director of the company.

20. RELATED PARTY TRANSACTIONS

During the year company made purchases of £2,161,084 (2007: £1,688,149) from Combined Independents (Holdings) Limited (CIH). At the year end trade creditors included an amount of £147,625 (2007: £63,779) due to CIH. CIH is a company incorporated and registered in England and Wales of which T Culmer is a director. All transactions have been entered into on a normal commercial basis.

Other creditors includes £293,573 (2007: £258,505) due to T Culmer, and £30,598 (2007: £30,598) due to J Culmer, both are directors of the company. These loans are interest free and repayable upon demand.

J & T Culmer have also provided a personal guarantee to the value of £200,000 for the banking facilities of the company.