

SP Market Limited

Unaudited Financial Statements
for the Year Ended 31 March 2019



SP Market Limited

Contents

Company Information	1
Statement of Financial Position	2
Statement of Changes in Equity	3
Notes to the Financial Statements	4 to 6

SP Market Limited

Company Information

Directors

Amit Dosani
Andrew Wolfson
Wei Zhao
Ben O'Brien
Daniel O'Neill

Registered office

C/O Xactima
Newton House
Northampton Science Park
Northampton
NN3 6LG

Accountants

Hawsons Chartered Accountants
Jubilee House
32 Duncan Close
Moulton Park
Northampton
NN3 6WL

SP Market Limited

(Registration number: 06845733)

Statement of Financial Position as at 31 March 2019

	Note	2019 £	2018 £
Non-Current Assets			
Investments	3	180,096	180,096
Current assets			
Trade and other receivables	4	4,020,295	3,107,125
Cash at bank and in hand		913	980
		<u>4,021,208</u>	<u>3,108,105</u>
Current liabilities	6	<u>(1,279,038)</u>	<u>(45,279)</u>
Net current assets		<u>2,742,170</u>	<u>3,062,826</u>
Total assets less current liabilities		2,922,266	3,242,922
Non-current liabilities	6	<u>(500,000)</u>	<u>(2,084,281)</u>
Net assets		<u><u>2,422,266</u></u>	<u><u>1,158,641</u></u>
Equity			
Called up share capital		153	131
Share premium reserve		2,559,798	1,279,877
Profit and loss account		<u>(137,685)</u>	<u>(121,367)</u>
Total equity		<u><u>2,422,266</u></u>	<u><u>1,158,641</u></u>

These annual accounts and reports have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime and the option not to file the profit and loss account has been taken.

For the financial year ending 31 March 2019 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved and authorised for issue by the Board and signed on its behalf by:



Ben O'Brien
Director

30 December 2019

SP Market Limited

Statement of Changes in Equity for the Year Ended 31 March 2019

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 April 2018	131	1,279,877	(121,367)	1,158,641
Loss for the year	-	-	(16,318)	(16,318)
Total comprehensive income	-	-	(16,318)	(16,318)
New share capital subscribed	22	1,279,921	-	1,279,943
At 31 March 2019	153	2,559,798	(137,685)	2,422,266

On 7 November 2018, the company issued 908 ordinary A shares with a nominal value of £9.08. The shares were issued for a total consideration of £459.21 per share, which results in share capital of £9 and share premium of £416,954.

On 22 January 2019, the company subdivided its share capital from 11,779 A shares and 2,195 B shares with a nominal value of £0.01 each to 11,779,000 A shares and 2,195,000 B shares with a nominal value of £0.00001 each.

In March 2019, the company issued 1,276,971 ordinary A shares with a nominal value of £12.77. The shares were issued for a total consideration of £0.68 per share, which results in share capital of £13 and share premium of £862,967.

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 April 2017	131	1,279,877	(100,711)	1,179,297
Loss for the year	-	-	(20,656)	(20,656)
Total comprehensive income	-	-	(20,656)	(20,656)
At 31 March 2018	131	1,279,877	(121,367)	1,158,641

SP Market Limited

Notes to the Financial Statements for the Year Ended 31 March 2019

1 Accounting policies

Summary of significant accounting policies and key accounting estimates

SP Market Limited is a company limited by shares incorporated in England within the United Kingdom. The address of the registered office is given in the company information on page 1 of these financial statements.

The financial statements are presented in sterling, which is the functional currency of the company.

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 have been prepared in accordance with Financial Reporting Standard 102 Section 1A - 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared using the historical cost convention.

Going Concern

S P Market Limited currently has loans amounting to £500,000 that are repayable in more than one year, and £1,184,281 that are repayable within one year. The company's ability to repay these loans will be dependent on the repayment of intercompany debt from the company's subsidiary Sourced Foods Trading Limited. Sourced Foods Trading Limited made a loss in the year to 31 March 2019 of £1,182,079 (2018: £1,515,888) and has net liabilities of £4,138,587 (2018: £2,956,516). The directors of the group have considered a plan to achieve a turnaround in Sourced Foods Trading Limited with a view to returning to a stronger financial footing and as such being able to repay the debt when it falls due. The company has also raised £1,500,000 in capital following the year-end through the issue of further shares. The directors therefore consider that the group is a going concern.

Investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the Statement of Comprehensive Income over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the statement of comprehensive income.

SP Market Limited

Notes to the Financial Statements for the Year Ended 31 March 2019

2 Staff numbers

The average number of persons employed by the company (including directors) during the year, was as follows:

	2019 No.	2018 No.
Employees	<u>4</u>	<u>4</u>

3 Investments

	2019 £	2018 £
Investments in subsidiaries	<u>180,096</u>	<u>180,096</u>

Subsidiaries

Cost or valuation

At 1 April 2018 and at 31 March 2019

180,096

Carrying amount

At 31 March 2019

180,096

At 31 March 2018

180,096

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Holding	Proportion of voting rights and shares held	
		2019	2018
Subsidiary undertakings			
Sourced Foods Trading Limited	Ordinary	100%	100%
Sourced Foods Limited	Ordinary	100%	100%
Sourced Market Events Limited	Ordinary	100%	100%

The principal activity of Sourced Foods Trading Limited is retailing of food and beverages.

The principal activity of Sourced Foods Limited is retailing of food and wine.

The principal activity of Sourced Market Events Limited is event catering services.

SP Market Limited

Notes to the Financial Statements for the Year Ended 31 March 2019

4 Trade and other receivables

	2019 £	2018 £
Amounts owed by group undertakings	3,900,282	2,987,112
Other receivables	120,013	120,013
	<u>4,020,295</u>	<u>3,107,125</u>

5 Loans and borrowings

	2019 £	2018 £
Non-current loans and borrowings		
Other borrowings	<u>500,000</u>	<u>2,084,281</u>

	2019 £	2018 £
Current loans and borrowings		
Other borrowings	<u>1,184,281</u>	<u>-</u>

Included within loans and borrowings are unsecured bonds of £934,281, which were issued in January 2016, and are repayable at par in January 2020. Interest is charged on these bonds at a rate of 8% per annum. There is a group cross guarantee in respect of the bonds between SP Market Limited, Sourced Foods Trading Limited, Sourced Foods Limited and Sourced Markets Events Limited.

Included within loans and borrowings are secured loan notes of £250,000, which were issued in March 2017 and are repayable in January 2020. Interest is charged on the loan notes at a rate of 10% per annum. The loans are secured with a floating charge over all the property or undertaking of the company.

Included within loans and borrowings are unsecured convertible loan facilities of £500,000 issued between October 2017 and January 2018, and are repayable in October 2022. Interest is charged on these facilities at a rate of 10% per annum.

6 Trade and other payables

	2019 £	2018 £
Due within one year		
Loans and borrowings	1,184,281	-
Amounts owed to group undertakings	8,231	8,761
Other creditors	<u>86,526</u>	<u>36,518</u>
	<u>1,279,038</u>	<u>45,279</u>
Due after one year		
Loans and borrowings	<u>500,000</u>	<u>2,084,281</u>