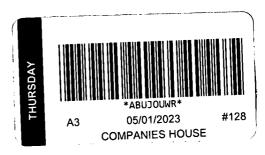
Registered number: 10956230

STELLAR ASSOCIATES 1 LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 APRIL 2022



COMPANY INFORMATION

Directors M S Ansari

R M Johnson A Schemmel T Shah

M Vandamme

Registered number 10956230

Registered office Sky View

Argosy Road

East Midlands Airport Castle Donington

Derby DE74 2SA

Independent auditor Cooper Parry Group Limited

Chartered Accountants & Statutory Auditor

Sky View Argosy Road

East Midlands Airport Castle Donington

Derby DE74 2SA

CONTENTS

Consolidated balance sheet	Page 1
Company balance sheet	2
Consolidated statement of changes in equity	3
Company statement of changes in equity	4
Consolidated statement of cash flows	5
Analysis of net debt	6
Notes to the financial statements	7 - 18

STELLAR ASSOCIATES 1 LIMITED REGISTERED NUMBER: 10956230

CONSOLIDATED BALANCE SHEET AS AT 30 APRIL 2022

	Note		2022 £ .		2021 £
Fixed assets					
Intangible assets	3		5,146,829		6,152,530
Tangible fixed assets	4		337,301		151,649
			5,484,130		6,304,179
Current assets			, ,		, ,
Stocks	6	2,703,152		2,044,353	
Debtors	7	1,093,769		1,153,886	
Cash at bank and in hand		1,011,912		1,771,991	
	•	4,808,833		4,970,230	
Creditors: amounts falling due within one year	8	(3,575,473)		(3,297,003)	
Net current assets			1,233,360		1,673,227
Total assets less current liabilities			6,717,490		7,977,406
Creditors: amounts falling due after more than one year	9		(4,600,000)		(2,385,000)
Provisions for liabilities					
Deferred tax			(33,527)		(2,510)
Net assets			2,083,963		5,589,896
Capital and reserves					
Called up share capital	11		41,450		4,300,943
Capital redemption reserve	12		4,257,791		_
Profit and loss account	12		(2,215,278)		1,288,953
Shareholders' funds			2,083,963		5,589,896

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The company has opted not to file the consolidated profit and loss account in accordance with provisions applicable to companies subject to the small companies' regime.

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

—DocuSigned by:

Saguib Ansari

M S Ansari Director

Date: 25 October 2022

STELLAR ASSOCIATES 1 LIMITED REGISTERED NUMBER: 10956230

COMPANY BALANCE SHEET AS AT 30 APRIL 2022

	Note		2022 £		2021 £
Fixed assets					
Investments			542,918		542,918
	5				<u></u>
Current assets					
Debtors	7	3,898,796		3,758,025	
Total assets less current liabilities			4,441,714		4,300,943
Net assets			4,441,714		4,300,943
Capital and reserves					
Called up share capital	11		41,450		4,300,943
Capital redemption reserve	12		4,257,791		-
Profit and loss account carried forward			142,473		-
Shareholders' funds			4,441,714		4,300,943

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The company has opted not to file the consolidated profit and loss account in accordance with provisions applicable to companies subject to the small companies' regime.

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

Docusigned by:

Saguil Lusari

237FC832421847D...

M S Ansari Director

Date: 25 October 2022

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2022

	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 May 2021	4,300,943	-	1,288,953	5,589,896
Profit for the year	-	-	1,085,296	1,085,296
Purchase of own shares	-	4,257,791	(4,589,527)	(331,736)
Shares issued during the year (note 11)	3,688	-	-	3,688
Shares cancelled during the year (note 11)	(4,263,181)	-		(4,263,181)
At 30 April 2022	41,450	4,257,791	(2,215,278)	2,083,963

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2021

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 May 2020	4,300,943	729,399	5,030,342
Profit for the year	-	559,554	559,554
At 30 April 2021	4,300,943	1,288,953	5,589,896

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2022

	Called up share capital	Capital redemption reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 May 2021	4,300,943	-	-	4,300,943
Profit for the year (dividends received)	-	-	4,732,000	4,732,000
Purchase of own shares	-	4,257,791	(4,589,527)	(331,736)
Shares issued during the year (note 11)	3,688	-	-	3,688
Shares cancelled during the year (note 11)	(4,263,181)	-	-	(4,263,181)
At 30 April 2022	41,450	4,257,791	142,473	4,441,714

COMPANY STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 APRIL 2021

	Called up share capital	Total equity
	£	£
At 1 May 2020	4,300,943	4,300,943
At 30 April 2021	4,300,943	4,300,943

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 APRIL 2022

	2022 £	2021 £
Cash flows from operating activities		
Profit for the financial year	1,085,296	559,554
Adjustments for:		
Amortisation of intangible assets	1,005,701	1,005,701
Depreciation of tangible assets	67,015	58,484
Profit on disposal of tangible assets	(5,402)	(12,820)
Interest paid	200,470	142,864
Interest received	(2,065)	-
Taxation charge	263,475	155,446
Increase in stocks	(658,799)	(514,056)
Increase in debtors	(40,431)	(30,930)
Increase in creditors	236,931	765,535
Corporation tax paid	(59,452)	(166,506)
Net cash generated from operating activities	2,092,739	1,963,272
Cash flows used in investing activities		
Purchase of tangible fixed assets	(255,460)	(82,491)
Sale of tangible fixed assets	8,195	31,708
Interest received	2,065	-
Net cash used in investing activities	(245,200)	(50,783)
Cash flows used in financing activities		
Issue of ordinary shares	399,966	÷
Shares cancelled	(4,991,195)	-
New secured loans	2,781,069	-
Repayment of loans	(592,500)	(770,000)
Interest paid	(200,470)	(142,864)
Net cash used in financing activities	(2,603,130)	(912,864)
Net (decrease)/increase in cash and cash equivalents	(755,591)	999,625
Cash and cash equivalents at beginning of year	1,767,503	767,878
Cash and cash equivalents at the end of year	1,011,912	1,767,503
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	1,011,912	1,771,991
Bank overdrafts	· , -	(4,488)
	1,011,912	1,767,503
		

CONSOLIDATED ANALYSIS OF NET DEBT FOR THE YEAR ENDED 30 APRIL 2022

At 1 May 2021 £	Cash flows	At 30 April 2022 £
1,771,991	(760,079)	1,011,912
(4,488)	4,488	-
(2,385,000)	(2,215,000)	(4,600,000)
(719,448)	26,432	(693,016)
(1,336,945)	(2,944,159)	(4,281,104)
	2021 £ 1,771,991 (4,488) (2,385,000) (719,448)	2021 Cash flows £ 1,771,991 (760,079) (4,488) 4,488 (2,385,000) (2,215,000) (719,448) 26,432

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

1. Accounting policies

1.1 Basis of preparation of financial statements

Stellar Associates 1 Limited (the 'company') and its subsidiary undertakings (the 'group') are limited liability companies incorporated and domiciled in England and Wales. The address of the company's registered office is shown on the company information page.

The financial statements are prepared in Sterling (£), which is the functional currency of the group. The financial statements are for the year ended 30 April 2022 (2021: year ended 30 April 2021).

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102 (FRS 102), the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires the directors to exercise judgement in the process of applying group's accounting policies.

The following principal accounting policies have been applied consistently throughout the year:

1.2 Basis of consolidation

The consolidated financial statements present the results of the company and its own subsidiaries (the 'group') as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

1.3 Disclosure exemptions

The company has adopted the following disclosure exemption:

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements.

1.4 Going concern

At the balance sheet date, the group had strong cash balances of £1,011,912 and net assets of £2,083,963 having traded effectively through the period. At the time of signing the accounts, the directors have considered the going concern position and, based on the forecasts, are satisfied that the group will continue to trade for a period of at least 12 months from the date of signing these accounts.

On that basis the directors have prepared these financial statements on a going concern basis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

1. Accounting policies (continued)

1.5 Turnover

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

The group derives revenue from the sale of machinery, service and maintenance contracts, software licences and software support contracts.

Machines - the group recognises revenue on delivery of the machine.

Software licences - the group recognises revenue when evidenced by a signed agreements, the delivery of the produce has occurred, and the fee is fixed and determinable.

Software support contracts - the group recognises revenue on a straight-line basis over the period of the contract. Revenue not recognised in the profit and loss account under this policy is classified as deferred income in the balance sheet.

Service and maintenance contracts - the group recognises revenue in line with its obligations based on the contract. Revenue not recognised in the consolidated profit and loss account under this policy is classified as deferred income and held within other creditors in the balance sheet.

1.6 Government grants

Grants of a revenue nature are recognised in the consolidated profit and loss account in the same period as the related expenditure.

1.7 Intangible assets

Goodwill

Goodwill represents the difference between amounts paid on the cost of a business combination and the acquirer's interest in the fair value of the group's share of its identifiable assets and liabilities of the acquiree at the date of acquisition. Subsequent to initial recognition, goodwill is measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is amortised on a straight-line basis to the consolidated profit and loss account over its useful economic life assessed at 10 years.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

1. Accounting policies (continued)

1.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following bases:

Leasehold improvements
 Over the period of the lease

Plant and equipment
 Motor vehicles
 Entures and fittings
 15, 32% straight-line

Fixtures and fittings 15 - 33% straight-line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated profit and loss account.

1.9 Investments

In the parent company financial statements the investment in the subsidiary is accounted for at cost less accumulated impairment.

Investments in subsidiaries are assessed for impairment at each reporting date. Any impairment losses or reversals of impairment losses are recognised immediately in the consolidated profit and loss account.

1.10 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the consolidated profit and loss account.

1.11 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities such as trade and other debtors and creditors, and amounts owed to group undertakings.

All basic financial assets and liabilities are initially measured at transaction price and subsequently measured at amortised cost.

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

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

1. Accounting policies (continued)

1.12 Foreign currency translation

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the date of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated profit and loss account except when deferred in other comprehensive income as qualifying cash flow hedges.

1.13 Operating leases

Rentals paid under operating leases are charged to the consolidated profit and loss account on a straight-line basis over the lease term.

1.14 Pensions

The group operates a defined contribution pension scheme and the pension charge represents the amounts payable by the group to the fund in respect of the year.

1.15 Research and development

Research and development is written off in the year in which it is incurred.

1.16 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. The tax charge for the year comprises current and deferred tax.

Current tax is recognised for the amount of corporation tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

1. Accounting policies (continued)

1.17 Share options

On 1 June 2019 EMI options over 1,035 ordinary shares were granted to two managers in the company. These options have an exercise price of £0.36 per share. The conditions are such that 25% of the option share will vest within 24 months, 25% will vest within 36 months, 25% within 48 months and vest in full within 60 months of the vesting commencement date.

On 1 September 2020 EMI options over 150 ordinary shares were granted to one manager in the company. These options have an exercise price of £0.36 per share. The conditions are such that 25% of the option share will vest within 24 months, 25% will vest within 36 months, 25% within 48 months and vest in full within 60 months of the vesting commencement date.

No such charge was made to the consolidated profit and loss account under FRS 102 as the directors considered that such a charge would not be material.

2. Employees

The average monthly number of group employees, including directors, during the year was 59 (2021: 49).

The company has no employees other than the directors, who were remunerated via other group companies.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

3. Intangible assets

Group

	Goodwill £
Cost	
At 1 May 2021 and 30 April 2022	9,756,292
Amortisation	
At 1 May 2021	3,603,762
Charge for the year	1,005,701
At 30 April 2022	4,609,463
Net book value	
At 30 April 2022	5,146,829
At 30 April 2021	6,152,530

The company has no intangible assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

4. Tangible fixed assets

Group

	Leasehold improvements £	Plant and machinery £	Motor vehicles £	Fixtures and fittings	Total £
Cost					
At 1 May 2021	30,166	180,845	203,202	119,525	533,738
Additions	6,342	119,924	88,471	40,723	255,460
Disposals	-	•	(44,736)	-	(44,736)
At 30 April 2022	36,508	300,769	246,937	160,248	744,462
Depreciation					
At 1 May 2021	10,055	170,975	113,914	87,145	382,089
Charge for the year	2,379	9,416	34,174	21,046	67,015
Disposals	-	-	(41,943)	-	(41,943)
At 30 April 2022	12,434	180,391	106,145	108,191	407,161
Net book value					
At 30 April 2022	24,074	120,378	140,792	52,057 	337,301
At 30 April 2021	20,111	9,870	89,288	32,380	151,649

The company has no tangible fixed assets.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

5. Fixed asset investments

Company

Investments in subsidiary companies £

Cost and net book value

At 1 May 2021 and at 30 April 2022

542,918

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Registered office	Class of shares	Holding
Stellar Finance 1 Limited	(1)	Ordinary	100%
Stellar Associates Limited	(1)	Ordinary	100%
Esprit Automation Limited *	(2)	Ordinary	100%
Esprit Automation SARL *	(3)	Ordinary	100%
Esprit Automation Sp. z o.o. *	(4)	Ordinary	100%

^{*} The investments in Esprit Automation Limited, Esprit Automation SARL and Esprit Automation Sp. z.o.o. are held indirectly.

Registered offices:

- (1) The companies share the same registered office as Stellar Associates 1 Limited
- (2) Plackett Mill, Church Drive, Sandiacre, Nottingham, NG10 5EE
- (3) 8 Chemin de la noue, 21600, Longvic, France
- (4) ul. Kapitalowa 3, 35-213 Rzeszów, Poland

6. Stocks

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Raw materials	1,380,128	890,580	-	-
Work in progress	1,323,024	1,153,773	-	
	2,703,152	2,044,353	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

7. Debtors

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Due after more than one year				
Amounts owed by group undertakings	-	-	3,805,771	3,665,000
Due within one year				
Trade debtors	888,001	827,945	-	-
Amounts owed by group undertakings	-	-	93,025	93,025
Other debtors	205,768	325,941	-	-
	1,093,769	1,153,886	3,898,796	3,758,025

8. Creditors: amounts falling due within one year

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Bank overdrafts	-	4,488	-	-
Bank loans	693,016	719,448	-	-
Trade creditors	1,605,524	1,208,880	-	-
Corporation tax	72,458	-	-	-
Other taxation and social security	506,026	776,442	-	-
Other creditors	695,627	584,921	-	-
Accruals and deferred income	2,822	2,824	-	-
•	3,575,473	3,297,003	· <u>-</u>	_

The bank loans are secured against the assets of the group.

9. Creditors: amounts falling due after more than one year

	Group	Group	Company	Company
	2022	2021	2022	2021
	£	£	£	£
Bank loans	4,600,000	2,385,000		

The bank loans are secured against the assets of the group.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

10. Loans

The bank loans comprise of facility A with amounts borrowed of £4,000,000 and facility B with amounts borrowed for £2,000,000. The interest rate charged is the Bank of England base rate plus a margin on facility A of 3.50% and facility B of 4.00%.

Facility A is repayable in quarterly instalments of £200,000 with the remaining balance to be repaid on 30 September 2026. Facility B is repayable in full on 30 September 2026.

	Group 2022 £	Group 2021 £	Company 2022 £	Company 2021 £
Amounts falling due within one year				
Bank loans	693,016	719,448	-	-
Amounts falling due 2-5 years Bank loans	4,600,000	2,385,000	-	-
	5,293,016	3,104,448		-

11. Share capital

	2022 £	2021 £
Allotted, called up and fully paid	~	-
41,307 (2021: 43,008) Ordinary shares of £1.00 each	41,307	43,008
14,335 Ordinary shares of £0.01 each	143	143
0 (2021: 4,257,792) Preference shares of £1.00 each	-	4,257,792
	41.450	4.300.943
		-,000,040

In October 2021 the company completed a reorganisation of the share capital of the company and redeemed all preference shares for £1 per share.

5,376 ordinary shares of £1 each were purchased by the company at £108.86 per share, of which 1,702 were cancelled, with the balance of 3,674 ordinary shares of £1 each re-issued at £108.86 per share.

EMI options over 1,361 ordinary shares for £0.01 each were exercised and repurchased by the company at £108.86 per share. The share premium created on the new issue of ordinary shares has been utilised to fund the purchase of ordinary shares.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

12. Reserves

Capital redemption reserve

The capital redemption reserve records the nominal value of shares repurchased out of profits by the company.

Profit and loss account

The profit and loss account includes all current and prior period retained profits and losses, less dividends paid.

13. Pension commitments

The group operates a defined contributions pension scheme. The assets of the schemes are held separately from those of the company in an independently-administered fund.

The pension cost represents contributions payable by the group of £43,440 (2021: £34,071). The amount unpaid at the year end totalled £12,295 (2021: £9,855).

14. Commitments under operating leases

At 30 April 2022 the group had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2022 £	Group 2021 £
Not later than 1 year	102,214	102,214
Later than 1 year and not later than 5 years	384,625	392,277
Later than 5 years	-	94,562
	486,839	589,053

The company had no commitments under non-cancellable operating leases as at the balance sheet date.

15. Related party transactions

There were no related party transactions during the year other than with wholly-owned group companies. Amounts due from and amounts due to group undertakings are recorded on an arm's length basis. These amounts do not incur any interest unless specifically stated in a loan agreement between the two companies. Amounts due from and amounts due to group undertakings are repayable on demand.

The company has taken advantage of the exemption in FRS 102 Section 1AC.35 and has therefore not disclosed transactions or balances with entities which form part of the group.

16. Controlling party

The company is controlled by the board of directors by virtue of their position as officers of the company and also their shareholdings.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2022

17. Auditor's information

As the profit and loss account has been omitted from the filing copy of the financial statements the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006.

The auditor's report was unqualified.
The auditor was Cooper Parry Group Limited.
Neil Calder signed the auditor's report as Senior Statutory Auditor.