Registered No: 2235556

Power Centre Limited
Annual report
for the year ended 31 December 2002

Power Centre Limited

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Directors' report for the year ended 31 December 2002

The directors present their report and the financial statements for the year ended 31 December 2002.

Principal activities

The principal activities of the company are the manufacture and sale of electrical installation equipment and industrial plugs and sockets. On 31 March 2002 the company ceased trading and all of its business, assets and liabilities were transferred to its sister company, Legrand Electric Limited.

Review of business and future developments

The level of business for the three months was satisfactory and the directors anticipate the company will now remain dormant.

Results and dividends

The profit and loss account for the year is set out on page 4.

The directors do not recommend the payment of a dividend (2001: £Nil).

Directors and their interests

The directors of the company during the year were:

Mr. B. Decoster	- resigned 7 November 2002
Mr. J-P. Verspieren	- resigned 7 November 2002
A.E. Chessy	- appointed 7 November 2002
Legrand SA	- appointed 7 November 2002

The company is a wholly owned subsidiary of Legrand UK Limited, which in turn is a wholly owned subsidiary of Legrand S.A., a company incorporated in France. As permitted by the Companies (Disclosure of Directors' Interests) (Exceptions) Regulations 1985, no disclosure is made of details of any interests in shares, debentures, or options in any company in the group.

Research and development activities

Research and development activities were carried out by the company at Wednesbury.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that suitable accounting policies have been used and applied consistently, with the exception of the changes arising on adoption of new accounting standards in the year as explained on page 6 under Note1 "Principal accounting policies". They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2002 and that applicable accounting standards have been followed.

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.

Auditors

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned as auditors and the directors appointed its successor PricewaterhouseCoopers LLP as auditors. A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

By order of the Board

R. J. Lowe
Secretary

Independent auditors' report to the members of Power Centre Limited

We have audited the financial statements which comprise profit and loss account, the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements, in accordance with applicable United Kingdom law and accounting standards 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 United Kingdom auditing standards issued by the Auditing Practices Board. This report, including the opinion has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with auditing standards 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 judgements 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company at 31 December 2002 and its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Reading

14th May 2004

Profit and loss account for the year ended 31 December 2002

	Notes	2002	2001
		£'000	£'000
Turnover – discontinued operations	2	**4,285**	11,053
Cost of Sales		**(3,840)**	(9,832)
Gross profit		**445**	1,221
Distribution costs		**(176)**	(874)
Administration expenses		**(197)**	(856)
Operating profit /(loss) – discontinued operations	3	**72**	(509)
Interest payable and similar charges	6	**(10)**	(48)
Retained profit /(loss) for the financial year	16	**62**	(557)

The company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit/(loss) on ordinary activities before taxation and the retained profit/(loss) for the years stated above, and their historical cost equivalents.

On 31 March 2002, the company ceased trading and its business, assets and liabilities were transferred to its sister company, Legrand Electric Limited.

Balance Sheet as at 31 December 2002

	Notes	2002		2001	
		£'000	£'000	£'000	£'000
Fixed assets					
Tangible assets	8		-		2,333
Current assets					
Stock	9	-		1,473	
Debtors	10	-		2,917	
Cash at bank and in hand		-		2	
		-		4,392	
Creditors – Amounts falling due within one year	11	-		(2,949)	
Net current assets			-		1,443
Total assets less current liabilities			-		3,776
Creditors – amounts falling due after one year	12		(1,454)		(5,292)
Net liabilities			(1,454)		(1,516)
Capital and reserves					
Called up share capital	15		2,400		2,400
Share premium account	16		1		1
Profit and loss account deficit	16		(3,855)		(3,917)
Equity shareholders' deficit	17		(1,454)		(1,516)

The financial statements on pages 4 to 14 were approved by the board of directors on 10th May 2004 and were signed on its behalf by:

Authorised Signatory
A.E. Chessy
Director

Authorised Signatory
Legrand SA
Director

Notes to the financial statements for the year ended 31 December 2002

1 Principal accounting policies

These financial statements are prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards.

Adoption of new accounting standards

FRS 19 (Deferred Tax) has been adopted in the current year. This did not result in any changes being made to the deferred taxation provided in the financial statements since the recoverability of the unrecognised deferred tax assets could not be foreseen with certainty.

Fixed assets

Fixed assets are stated at their purchase cost together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of fixed assets on a straight line basis over the expected useful economic lives of the assets concerned.

The principal annual rates used for this purpose are:

Freehold buildings	2.5%
Leasehold premises	Over the period of the lease
Plant and machinery:	
Tooling	20%
Computer hardware	20%
Other	10% & 12½%
Motor Vehicles	25%
Fixtures and Fittings	10% - 20%

Gains and losses on disposal are credited or charged to the profit and loss account when they occur and the relevant gross value and accumulated depreciation eliminated from the financial statements.

Grants

Grants receivable on capital expenditure are deducted from the cost of the relevant assets.

Stock

Stock and work in progress are stated at the lower of cost and net realisable amount. In general, cost is determined on a first in first out basis and includes transport and handling costs; in the case of manufactured products cost includes all direct expenditure and production overheads based on the normal level of activity. Net realisable amount is the price at which the stock can be realised in the normal course of business after allowing for the costs of realisation and, where appropriate, the cost of conversion from its existing state to a finished condition. Provision is made for obsolete, slow moving and defective stock.

Foreign currencies

Transactions denominated in foreign currencies are translated into Sterling at the exchange rate ruling on the date of the transaction. Assets and liabilities expressed in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date, except where forward contract rates are used. Differences on exchange are included in operating profit.

Turnover

Turnover represents sales in the ordinary course of business to external customers after deducting value added tax, trade discounts and turnover rebates.

Taxation

The charge or credit for taxation is based on the result for the period as adjusted for disallowable and non taxable items.

Consideration receivable or payable in respect of losses surrendered or claimed by way of group relief is dealt with in the profit and loss account.

Deferred Taxation

Provision is made for deferred taxation, using the full provision method, on all material timing differences. Deferred taxation has been recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in the future, or a right to pay less taxation in the future. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain.

Operating leases

Costs in respect of operating leases are charged on a straight line basis over the term of the lease.

Pension scheme arrangements

The company operates a defined benefit scheme which is contracted out of the state scheme.

A valuation of the scheme is undertaken by qualified actuaries at least every three years and the annual contributions to the scheme are paid in accordance with their recommendations. In the intervening years the actuary reviews the continuing appropriateness of the rates. Pension costs are accounted for on the basis of charging the expected cost of providing pensions over the period during which the company benefits from the employee's service. The effects of variations from regular cost are spread over the expected average service lives of members of the scheme.

The transitional arrangements of FRS17 "Retirement benefits" have been applied in the preparation of the financial statements of Legrand Electric Limited, a fellow group company.

Research and development expenditure

All expenditure on pure and applied research and development is written off as incurred.

Cash flow statement

The company is a wholly-owned subsidiary of Legrand UK Limited and is included in the consolidated financial statements of Legrand SA., the intermediate parent company, which are publicly available. Consequently, the company has taken advantage of the exemption given in FRS 1 (Revised 1996) and accordingly, a separate cash flow statement is not presented for the company.

Related party disclosure

The company is exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Legrand UK Limited group or investees of the Legrand UK Limited group.

2 Turnover

The analysis of turnover by geographical market is as follows:

	2002	2001
	£'000	£'000
United Kingdom	**1,514**	5,913
Middle East	**11**	107
Africa	**27**	30
Rest of World	**31**	134
Group Companies	**2,702**	4,869
	4,285	11,053

All turnover arises from the company's principal activities.

3 Operating profit / (loss) - discontinued operations

	2002	2001
	£'000	£'000
Operating profit / (loss) is stated after charging / (crediting):		
Auditors' remuneration - audit services	**6**	10
Auditors' remuneration - non-audit services	**-**	1
Depreciation of tangible fixed assets	**98**	438
Loss / (profit) on sale of fixed assets	**9**	(8)
Operating leases – plant and machinery	**31**	125
Research and development expenditure	**55**	265

4 Directors' emoluments

	2002	2001
	£'000	£'000
Aggregate emoluments	**-**	-

5 Employee information

The average monthly number of persons (including executive directors) employed by the company during the three trading months is analysed below:

	2002 Number	2001 Number
Production	**135**	146
Selling, distribution and administration	**26**	34
	161	180

	2002 £'000	2001 £'000
Staff costs – all employees		
Wages and salaries	**646**	2,811
Social Security costs	**40**	188
Other pension costs	**65**	265
	751	3,264

6 Interest payable and similar charges

	2002 £'000	2001 £'000
On overdrafts	**10**	48

7 Taxation

No taxation arises on the results for the year due to the availability of losses brought forward and current year losses.

Following the sale of trade, the company has no unutilised tax losses available for carry forward, subject to agreement with the Inland Revenue. (2001: £1,902,000).

The tax assessed for the year differs from that calculated using the standard rate of corporation tax in the UK (30%) on profit/(loss) on ordinary activities before tax. The differences are explained below:

	2002 £'000	2001 £'000
Profit/(loss) on ordinary activities before tax	**62**	(557)
Profit/(loss) on ordinary activities multiplied by standard rate in the UK 30% (2001: 30%)	**19**	(167)
Effects of:		
Expenses not deductible for tax purposes	**3**	6
Transfer of deferred tax balances to other group companies	**957**	-
Losses not recognised for tax purposes	**(979)**	161
Current year tax	**-**	-

See note 14 for details of potential deferred tax balances.

8 Tangible fixed assets

	Freehold land and buildings £'000	Plant/ machinery and motor vehicles £'000	Fixtures And Fittings £'000	Assets in the course of construction £'000	Total £'000
Cost					
At 1 January 2002	1,327	2,875	762	21	4,985
Additions	-	3	7	61	71
Transfer from construction	-	9	-	(9)	-
Disposals	-	(10)	-	-	(10)
Transfer to Group Company	(1,327)	(2,877)	(769)	(73)	(5,046)
At 31 December 2002	-	-	-	-	-
Accumulated depreciation					
At 1 January 2002	159	2,004	489	-	2,652
Charge for year	9	68	21	-	98
Disposals	-	(2)	-	-	(2)
Transfer to Group Company	(168)	(2,070)	(510)	-	(2,748)
At 31 December 2002	-	-	-	-	-
Net book amount					
At 31 December 2002	-	-	-	-	-
Net book value					
At 31 December 2001	1,168	871	273	21	2,333

9 Stock

The amounts attributable to the different categories are as follows:

	2002 **£'000**	2001 £'000
Raw materials and consumables	-	564
Work in progress	-	521
Finished goods and goods for resale	-	388
	-	1,473

10 Debtors

	2002 **£'000**	2001 £'000
Trade debtors	-	1,396
Amounts owed by group undertakings	-	1,483
Prepayments and accrued income	-	38
	-	2,917

11 Creditors: amounts falling due within one year

	2002	2001
	£'000	£'000
Bank loans and overdrafts	-	1,580
Trade creditors	-	555
Amounts owed to group undertakings	-	331
Other creditors including taxation and social security	-	404
Accruals and deferred income	-	79
	-	2,949

12 Creditors: amounts falling due after one year

	2002	2001
	£'000	£'000
Amounts owing to Legrand Electric Limited	1,454	-
Amounts owing to Legrand UK Limited	-	5,292
	1,454	5,292

The amount owing to Legrand Electric Limited is a non-interest bearing loan with no fixed date for repayment. The Directors of Legrand Electric Limited have confirmed that no repayments are due within the next twelve months.

13 Operating lease commitments

At 31 December 2002 the company had annual commitments under non-cancellable operating leases expiring as follows:

	2002	2001
	£'000	£'000
Leases in respect of plant and machinery, and motor vehicles expiring:		
Within one year	-	6
Between two and five years	-	97
	-	103

14 Deferred taxation

There is no potential liability for deferred taxation at 31 December 2002 (2001 – Nil).

	2002		2001	
	Amount provided £'000	**Amount unprovided £'000**	**Amount provided £'000**	**Amount unprovided £'000**
Provision for deferred tax comprises				
Excess of capital allowances over depreciation	-	-	-	(180)
Other timing differences	-	-	-	(4)
Short term timing differences	-	-	-	(9)
Losses – asset	-	-	-	(779)
	-	-	-	(972)

15 Called up share capital

	2002 £'000	2001 £'000
Authorised, issued and fully paid:		
2,400,000 ordinary shares of £1 each	**2,400**	2,400

16 Reserves

	Share Premium Account £'000	**Profit and loss account £'000**
At 1 January 2002	1	(3,917)
Profit for the year	-	62
At 31 December 2002	**1**	**(3,855)**

17 Reconciliation of movement in shareholders' funds

	2002 £'000	2001 £'000
Opening shareholders' deficit	**(1,516)**	(959)
Profit / (loss) for the year	**62**	(557)
Closing shareholders' deficit	**(1,454)**	(1,516)

18 Commitments and contingent liabilities

a) Capital commitments

	2002 £000	2001 £000
Expenditure contracted but not provided for in the financial statements	-	93

(b) Guarantees

Under a group banking arrangement the company has entered into a cross guarantee with Legrand UK Limited, Legrand Electric Limited and Tenby Industries Limited.

The net aggregate bank overdraft of the companies included in the cross guarantee at 31 December 2002 amounted to £nil (2001: £1,188,000).

19 Pension and similar obligations

Until the sale of trade the company operated a defined benefit pension scheme for its employees, the assets of which are held in a separate trustee administered fund.

On 1 July 1998 the Power Centre Limited Pension & Life Assurance Scheme and the Tenby Industries Limited Pension Scheme and were merged into the Legrand Electric 1981 Pension Plan.

Following the merger, the scheme was renamed as the Legrand UK Limited Pension Scheme. It is not possible to identify the company's share of the underlying assets and liabilities of the scheme and hence contributions to the scheme are accounted for as if it was a defined contribution scheme.

Full descriptions of the schemes are disclosed in the Legrand Electric Limited accounts at 31 December 2002.

The total ongoing pension cost for the company during the year ended 31 December 2002 was £ 65,000 (2001: £265,000). The pension cost is assessed by an independent qualified actuary using the Projected Unit method. At the year end there is a pension creditor of £ Nil (2001: £102,000).

20 Ultimate holding company

The immediate parent company is Legrand UK Limited. According to the register kept by the company, Legrand UK Limited has a 100% interest in the equity capital of Power Centre Limited at 31 December 2002.

At 31 December 2002 the intermediate parent company was Legrand SA, a company registered in France. The consolidated financial statements of Legrand SA can be obtained from the Company Secretary, 128 Avenue de Lattre-de-Tassigny, 87000 Limoges, France.

At 31 December 2001 Legrand SA was owned by Schneider Electric SA. At 31 December 2001 Schneider Electric SA was holding its investment in Legrand SA for resale, following a decision by the EU Competition Commission in respect of the proposed merger of Schneider Electric SA and Legrand SA. On 28 July 2002 Lumina Parent signed an agreement to purchase the Legrand SA shares. The acquisition was completed by a French company, FIMAF, on 31 December 2002.

21 Sale of trade

On 31 March 2002 the company sold its trade and assets and liabilities to Legrand Electric Limited, another group company for a market value consideration.

	£'000
Goodwill	-
Debtors	1,711
Stock	1,398
Other current assets	131
Fixed assets	2,298
Creditors	(8,929)
Net liabilities sold	(3,391)
Consideration – intercompany creditor	(3,391)
Profit on sale	-