

Company Registration No. 1413948

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TIMEPLEX HOLDINGS LIMITED

Report and Financial Statements

31 March 2008

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TIMEPLEX HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS 2008

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TIMEPLEX HOLDINGS LIMITED

REPORT AND FINANCIAL STATEMENTS 2008

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

M Fallen
P Simpson

(resigned 10 December 2008)

SECRETARY

D Robinson

REGISTERED OFFICE

37 Carr Lane
Hull
East Yorkshire
HU1 3RE

TIMEPLEX HOLDINGS LIMITED

DIRECTORS' REPORT

The director presents the annual report and financial statements for the year ended 31 March 2008.

RESULTS AND DIVIDENDS

The company is dormant and did not trade during the current or preceding period and has made neither profit nor loss, nor recognised any other gain or loss. Consequently these financial statements only consist of a balance sheet and the related footnotes.

The company is not expected to trade in the foreseeable future.

The directors do not recommend the payment of a dividend (2007 - £ nil).

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company was dormant, as defined in section 249AA of the Companies Act 1985, throughout the period.

DIRECTORS AND THEIR INTERESTS

The directors of the company are detailed on page 1.

According to the register maintained as required under the Companies Act 1985 none of the directors had any interests in the share capital of the company.

Approved by the Director



P Simpson

Director

15 January 2009

TIMEPLEX HOLDINGS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

TIMEPLEX HOLDINGS LIMITED

BALANCE SHEET

31 March 2008

	Note	31 March 2008 £'000	31 March 2007 £'000
FIXED ASSETS			
Investment in subsidiary	2	<u>699</u>	<u>699</u>
CAPITAL AND RESERVES			
Called up share capital	3	25	25
Share premium account	4	<u>674</u>	<u>674</u>
EQUITY SHAREHOLDERS' FUNDS		<u>699</u>	<u>699</u>

The annual financial statements have not been audited because the company is entitled to the exemption provided by section 249AA(1) of the Companies Act 1985 relating to dormant companies and its members have not required the company to obtain an audit of these financial statements in accordance with section 249B(2).

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with section 221 of the Companies Act 1985. The directors also acknowledge their responsibilities for preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to financial statements, so far as applicable to the company.

These financial statements were approved by the director on 15 January 2009.



P Simpson
Director

TIMEPLEX HOLDINGS LIMITED

NOTES TO THE ACCOUNTS

Year ended 31 March 2008

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the current and prior periods.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

No profit and loss account has been presented as the company did not trade in either the current or prior period and has made neither profit nor loss, nor any other recognised gain or loss.

As at 31 March 2008, the company was a subsidiary undertaking where 90% or more of the voting rights were controlled within the KCOM Group PLC (formerly Kingston Communications (HULL) PLC group and was included in the consolidated financial statements of that group, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the KCOM Group PLC (formerly Kingston Communications (HULL) PLC group or investees of that group.

Further, the company has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985 because its immediate parent undertaking is incorporated within the European Union.

Fixed asset investments

Fixed asset investments are carried at the cost less any provision for impairment.

2. INVESTMENT IN SUBSIDIARY

		31 March 2008 £'000	31 March 2007 £'000
Investment in subsidiary undertaking		699	699
The following information relates to the company's investment.			
Name of company	Description of shares held	Proportion of shares held	No. of shares
Timeplex Group Limited	Ordinary Shares of £1 each	100%	25,000
Timeplex Group Limited	9.25% cumulative redeemable preference shares of £1 each	100%	3,000

Timeplex Group Limited is registered in England & Wales and supplies data communications systems and services

TIMEPLEX HOLDINGS LIMITED

NOTES TO THE ACCOUNTS Year ended 31 March 2008

3. CALLED UP SHARE CAPITAL

	2008 £'000	2007 £'000
Authorised		
625,000 ordinary shares of £1 each	625	625
Allotted, called up and fully paid		
25,000 ordinary shares of £1 each	25	25

4. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £'000	Share premium £'000	Total £'000
As at 1 April 2007	25	674	699
As at 31 March 2008	25	674	699

5. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is Torch Communications Limited. Copies of Torch Communications Limited's financial statements can be obtained from 37 Carr Lane, Hull, HU1 3RE.

The parent undertaking of the only group of undertakings for which group financial statements are drawn up and of which the company is a member is KCOM Group PLC (formerly Kingston Communications (HULL) PLC, registered in England & Wales. KCOM Group PLC (formerly Kingston Communications (HULL) PLC is also the company's ultimate controlling party. Copies of KCOM Group PLC's (formerly Kingston Communications (HULL) PLC financial statements can be obtained from 37 Carr Lane, Hull, HU1 3RE.