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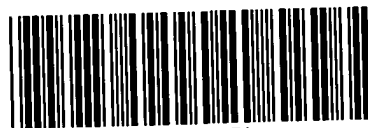
**CSL (DUALCOM) LIMITED**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2023**

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**CSL (DUALCOM) LIMITED**

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**COMPANY INFORMATION**

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<b>Directors</b>	Simon Banks Santosh Chandorkar Robert Evans Edward Heale Thomas Leigh Anthony Mann Jon Shipp
<b>Registered number</b>	03155883
<b>Registered office</b>	Building 4 Croxley Park Hatters Lane Watford WD18 8YF
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 40 Clarendon Road Watford Hertfordshire WD17 1JJ
<b>Bankers</b>	National Westminster Bank plc Unit 227-228 Intu Shopping Centre The Chimes High Street Uxbridge Middlesex UB8 1LA

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**CSL (DUALCOM) LIMITED**

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## CSL (DUALCOM) LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2023

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The directors present their strategic report for the year ended 31 March 2023.

#### Business review

The Company is part of the Cosmos Topco Limited Group ("the Group" or "the CSL Group").

The principal activity of the Company during the year was to develop, market and sell Critical Connectivity® products and services in the Internet of Things (IOT) market.

The results for the year are given in the Statement of Comprehensive Income of the financial statements. As this shows, the Company's turnover increased by 11% to £42.8m in the year to 31st March 2023. The balance sheet of the financial statements shows that the Company's net assets of £58.9m are higher at the year-end than at 31st March 2022 due to the net profit of £8.4m. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

KPI	Definition and method of calculation	2023	2022
Growth in turnover from continuing operations (%)	Year on year sales growth for continuing operations expressed as a percentage	11%	16%
EBITDA (%)	Year on year EBITDA (*) growth for continuing operations expressed as a percentage  <i>(*) - calculated as operating profit and adding back depreciation, amortisation and loss on disposal of on fixed assets</i>	17%	30%

#### Principal risks and uncertainties

The Company is confident that it can continue to deliver products and service levels that exceed customers' expectations. A large part of the Company's income is derived from managed service income which allows the Company to continue investing in the development of new products.

The principal risks facing the business are:

##### Suppliers

The Company has relationships with a number of the leading mobile network operators. These relationships are key to the Company's success, and as such there is regular contact and long term contracts are in place.

##### Technology and services

The Company continues to invest heavily in existing and new platforms, new products and network infrastructure. The resilience of the Company's connectivity management platforms and infrastructure are integral to the ongoing success of the Company.

##### Financial Risk Management

The Company's operations expose it to a variety of financial risks that include the effects of price, credit, liquidity and interest rate risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Group by monitoring levels of risk and the related finance costs.

##### Credit risk

The Company is exposed to customer credit risk through continuing uncertainty in the economy. The Company has implemented policies that require appropriate credit checks on potential customers before work is undertaken. Additionally, any significant increases in activity on existing clients will result in a reassessment of their credit risk.

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**CSL (DUALCOM) LIMITED**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2023**

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**Price risk**

Given the size of the Group's operations, the costs of continually managing exposure to commodity price risk exceeds the potential benefits. The risk is mitigated by a centralised Group procurement team and also certain inputs being rechargeable directly to clients. The directors will review the appropriateness of this policy should the Group's operations change in size or nature. During the period, increased inflation in the UK led to some suppliers increasing prices. Where possible this was mitigated by changing supplier or renegotiating contractual terms.

**Liquidity risk**

The Company actively maintains short term debt finance through intercompany funding and a positive bank balance. These measures are designed to ensure that the Company has sufficient available funds for operations and planned expansions.

**Interest rate risk**

The Company has no interest bearing liabilities and income from interest bearing assets are insignificant to the Company's results.

**Foreign currency risk**

The majority of the Company's customers and suppliers are in the United Kingdom. The foreign currency exposure arising from the small proportion of foreign currency customers and suppliers is deemed low risk by the directors. The directors will review the appropriateness of this policy should the Company's operations change in size or nature.

**Capital risk**

The Company manages its capital risk to safeguard its ability to continue as a going concern and maintain an optimal capital structure to minimise the cost of capital. This is done through changes made to the underlying debt structures within Cosmos Topco Limited Group.

**Global component shortage**

The global component shortage and associated increase in prices had a reduced impact on the business during this financial year as the price of many components returned to previous levels. However, price inflation does persist and is actively monitored. Management mitigate this risk by adjusting product designs to avoid the use of high price components or by sourcing more cost-effective alternatives.

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## CSL (DUALCOM) LIMITED

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### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2023

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#### **Directors' statement of compliance with duty to promote the success of the Company**

A director of the Company must act in accordance with a set of general duties. These duties are detailed in Section 172 of the Companies Act 2006, summarised as follows:

#### **Long term decision making and risk management**

The Company is part of the wider CSL Group whose business and risk environment continues to develop as it grows. The Group regularly reviews the principal risks and uncertainties set out above. This review involves input from all key stakeholders including customers, suppliers and employees in order to manage and mitigate against future potential risks. The most prominent risks for the Group during the period were the increase in inflation, increasing interest rates and the global component shortage. These key risks have been regularly reviewed and mitigated through decisions by the Board.

The Group maintains a rolling multi-year forecast, incorporating those risks and uncertainties, which is regularly reviewed by the Board to ensure that it makes financially sound long-term decisions. The Board also review major investment initiatives, in areas such as infrastructure, people, platforms and connectivity, to ensure that they are consistent with the Group's strategy.

#### **Employee Engagement**

The Group recognises that its people are essential to the delivery of short and long-term growth and to maintaining high standards of customer satisfaction. We are committed to creating an inclusive workplace and working environment that promotes and values diversity in all its forms. As a responsible employer, the Group ensures that employees are aligned with the business's goals through appropriate remuneration, benefits, training and performance management. We also perform annual employee surveys, annual employee strategy updates and monthly Group-wide 'all hands calls' to ensure that employees are kept informed and their voices heard. Reward and recognition is linked to the Group's core values and behaviours.

#### **Relationships with suppliers, customers and others**

The Group places customers at the forefront of everything it does. We invest heavily in customer service personnel, systems and infrastructure to maintain the high standards that have supported the Group's significant growth to date. Management consistently reviews customer satisfaction data to ensure standards are maintained. The field sales, telesales and customer support teams are partners to our customers and provide not only point-of-sales guidance, but also maintain strong relationships with customers through after-sales support, training, webinars and other events. We have a number of key suppliers who we work with closely to ensure that customer expectations are met. We ensure that suppliers are paid in appropriate timeframes and we work with them to provide clear forecasts for the future to ensure that supply is maintained and costs are managed.

#### **Standards of business conduct and our impact on the community and the environment**

The Board supports the Group's strategy with regards to supporting local communities, aiming to reduce adverse impacts on the environment and seeking to maintain its reputation for high standards of business conduct. The Board also recognises the need to act fairly between members of the Company and other stakeholders. Employees are encouraged to celebrate their support for local initiatives through an online workplace forum. They are also reminded of their obligations through detailed policies on anti-bribery, equal opportunities, whistleblowing, anti-slavery and human trafficking in the employee handbook. The Company has been awarded ISO 14001 accreditation for the implementation of an effective environmental management system.

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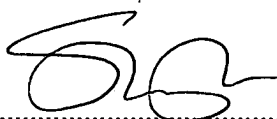
**CSL (DUALCOM) LIMITED**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2023**

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This report was approved by the board and signed on its behalf.



.....  
**Thomas Leigh**  
Director

Date: 31 July 2023

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## CSL (DUALCOM) LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2023

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The directors present their report and the financial statements for the year ended 31 March 2023.

#### Results and dividends

The profit for the year, after taxation, amounted to £8,418k (2022 - £9,456k).

No dividends were paid during the year ended 31 March 2023.

The directors do not recommend a dividend for the year under review.

#### Directors

The directors who served during the year and up to the date of signing the financial statements were:

Simon Banks  
Santosh Chandorkar  
Robert Evans  
Edward Heale  
Philip Hollett (resigned 31 March 2023)  
Thomas Leigh  
Anthony Mann  
Jon Shipp

#### Political contributions

No political donations were made or political expenditures incurred in accordance with the Companies Act 2006, in respect of political parties during the financial year ended 31 March 2023 (2022: £Nil).

#### Future developments

The strategy of the Company is focussed on growing the business, both organically and through acquisition, within the security, healthcare and other sectors and by continuing to broaden the services it offers to customers.

To this end the Group continues to invest heavily in human resources, technology and infrastructure.

#### Financial risk management objectives, policies and exposure

Details of the Company's approach to financial risk management objectives and policies are set out on page 1 of the strategic report.

#### Qualifying third party indemnity provisions

Qualifying third party indemnity provisions for the benefit of the directors were in force during the year and since the year end up to the date these financial statements were signed.

#### Post balance sheet events

There have been no significant events affecting the Company since the year end.

#### Independent Auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.



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**CSL (DUALCOM) LIMITED**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2023**

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**Directors' responsibilities statement**

The directors are responsible for preparing the Annual report and financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). Under company law, directors must not approve the financial statements unless they are satisfied that they 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, comprising FRS 102, 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.

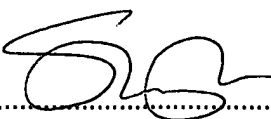
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

**Disclosure of information to auditors**

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This report was approved by the board and signed on its behalf.

  
.....  
Thomas Leigh  
Director

Date: 31 July 2023

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## CSL (DUALCOM) LIMITED

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CSL (DUALCOM) LIMITED

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## Report on the audit of the financial statements

### Opinion

In our opinion, CSL (Dualcom) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2023 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual report and financial statements (the "Annual Report"), which comprise: the balance sheet as at 31 March 2023; the statement of comprehensive income and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

### Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

### Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

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## CSL (DUALCOM) LIMITED

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CSL (DUALCOM) LIMITED

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#### Strategic report and Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' Report for the year ended 31 March 2023 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' Report.

#### Responsibilities for the financial statements and the audit

##### Responsibilities of the directors for the financial statements

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

##### Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to General Data Protection Regulation (GDPR) and the Data Protection Act 2018, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as the Companies Act 2006 and UK tax legislation. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to the posting of inappropriate journal entries and potential management bias in the selection and application of significant accounting judgements and estimates in order to manipulate the company's financial performance. Audit procedures performed by the engagement team included:

- Enquiry of management and those charged with governance for any known or suspected instances of fraud or non-compliance with laws and regulations;
- Reviewing minutes of meetings of those charged with governance;
- Identifying and testing the validity of journal entries, in particular certain journal entries posted with unusual account combinations;
- Challenging assumptions made by management in the selection and application of significant accounting judgements and estimates; and
- Designing audit procedures to incorporate unpredictability around the nature, timing or extent of our testing.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

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CSL (DUALCOM) LIMITED

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CSL (DUALCOM) LIMITED


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**Other required reporting**  
**Companies Act 2006 exception reporting**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.



Jonathan Wortelboer (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Watford  
31 July 2023

**CSL (DUALCOM) LIMITED**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2023**

	Note	2023 £000	2022 £000
Turnover	4	42,802	38,411
Cost of sales		(15,524)	(14,945)
<b>Gross profit</b>		<b>27,278</b>	<b>23,466</b>
Distribution costs		(8,648)	(7,672)
Administrative expenses		(7,791)	(6,621)
<b>Operating profit</b>	5	<b>10,839</b>	<b>9,173</b>
Interest receivable and similar income	8	10	2
<b>Profit before tax</b>		<b>10,849</b>	<b>9,175</b>
Tax on profit	9	(2,431)	281
<b>Profit for the financial year</b>		<b>8,418</b>	<b>9,456</b>

There was no other comprehensive income for 2023 (2022:£000NIL).

The notes on pages 15 to 32 form part of these financial statements.

**CSL (DUALCOM) LIMITED**  
**REGISTERED NUMBER: 03155883**

**BALANCE SHEET**  
**AS AT 31 MARCH 2023**

	Note	2023 £000	2022 £000
<b>Fixed assets</b>			
Intangible assets	10	3,021	1,996
Tangible assets	11	32,968	24,443
		<u>35,989</u>	<u>26,439</u>
<b>Current assets</b>			
Stocks	12	1,970	2,951
Debtors: amounts falling due after more than one year	13	152	764
Debtors: amounts falling due within one year	13	49,128	48,156
Cash at bank and in hand	14	3,879	1,366
		<u>55,129</u>	<u>53,237</u>
Creditors: amounts falling due within one year	15	(26,238)	(26,620)
<b>Net current assets</b>		<u>28,891</u>	<u>26,617</u>
<b>Total assets less current liabilities</b>		<u>64,880</u>	<u>53,056</u>
Creditors: amounts falling due after more than one year	16	(3,322)	(2,525)
<b>Provisions for liabilities</b>			
Deferred tax	17	(2,609)	-
		<u>(2,609)</u>	<u>-</u>
<b>Net assets</b>		<u>58,949</u>	<u>50,531</u>
<b>Capital and reserves</b>			
Called up share capital	18	1,039	1,039
Share premium account		1,074	1,074
Profit and loss account		56,836	48,418
<b>Total equity</b>		<u>58,949</u>	<u>50,531</u>

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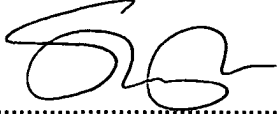
CSL (DUALCOM) LIMITED  
REGISTERED NUMBER: 03155883

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**BALANCE SHEET (CONTINUED)**  
**AS AT 31 MARCH 2023**

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



.....  
**Thomas Leigh**  
Director

Date: 31 July 2023

The notes on pages 15 to 32 form part of these financial statements.

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CSL (DUALCOM) LIMITED

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STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2023

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	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 April 2022	1,039	1,074	48,418	50,531
Profit for the financial year	-	-	8,418	8,418
<b>At 31 March 2023</b>	<b>1,039</b>	<b>1,074</b>	<b>56,836</b>	<b>58,949</b>

The notes on pages 15 to 32 form part of these financial statements.



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**CSL (DUALCOM) LIMITED**

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2022**

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	<b>Called up share capital</b>	<b>Share premium account</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
At 1 April 2021	1,039	1,074	38,962	41,075
Profit for the financial year	-	-	9,456	9,456
<b>At 31 March 2022</b>	<b>1,039</b>	<b>1,074</b>	<b>48,418</b>	<b>50,531</b>

The notes on pages 15 to 32 form part of these financial statements.

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## CSL (DUALCOM) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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#### 1. General information

CSL (Dualcom) Limited is a leading international Critical Connectivity® provider specialising in Internet of Things (IOT) communications.

The Company is privately owned, limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is Building 4, Croxley Park, Hatters Lane, Watford, WD18 8YF.

These financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

#### 2. Accounting policies

##### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006. The accounting policies have been applied consistently to all periods shown.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The Company has adopted merger accounting for business combinations involving entities under common control (i.e. transfer of trade and assets). Wherein the transfer is accounted for prospectively by bringing the net asset book values at the date of the transfer and only recognising the profits of the acquired business from the date of transfer. The Company financial statements for all the business combinations involving entities under common control under merger accounting.

The following principal accounting policies have been applied:

##### 2.2 Going concern

The Company has a net current asset position and is forecast to maintain this. The Company, therefore continues to adopt the going concern basis in preparing the financial statements.

##### 2.3 Summary of exemptions

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to conditions. The Company has taken advantage of the following exemptions in its individual financial statements:

- from preparing a statement of cash flows, on the basis that it is a qualifying entity and the consolidated statement of cash flows, included in financial statements of the ultimate parent, includes the Company's cash flows.
- from the financial instrument disclosures, required under FRS 102 paragraphs, 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(c), 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A, as the information is provided in the consolidated financial statement disclosures of the ultimate parent.
- from disclosing the Company key management personnel compensation, as required by FRS 102 paragraph 33.7 as their remuneration is included in the totals for the Group as a whole.

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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**2. Accounting policies (continued)**

**2.4 Foreign currency translation**

**Functional and presentation currency**

The Company's functional and presentational currency is GBP.

**Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates 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 profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

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## CSL (DUALCOM) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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#### 2. Accounting policies (continued)

##### 2.5 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

##### **Sale of goods**

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

##### **Rendering of services**

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Revenue also includes recharges to other entities within the CSL Group for services provided by senior management to the rest of the Group.

Revenue is deferred when it has been invoiced but the services have not yet been delivered. Recurring airtime revenue is recognised over the length of the agreement and connection fee revenue over the duration of the customer arrangement which is estimated to be between 7 and 14 years.

In the event of customer cancellation, any associated deferred connection fee revenue is recognised at that point.

Assets used in delivering services and residing on customer premises are included in tangible assets.

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CSL (DUALCOM) LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

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**2. Accounting policies (continued)**

**2.6 Research and development**

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 2 to 3 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

**2.7 Interest income**

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

**2.8 Borrowing costs**

All borrowing costs are recognised in the Statement of Comprehensive Income in the year in which they are incurred.

**2.9 Employee Benefits**

The Company provides a range of benefits to employees, including annual bonus arrangements, paid holiday arrangements and defined contribution pension plans.

(i) Short term benefits

Short term benefits, including holiday pay and other similar non-monetary benefits, are recognised as an expense in the period in which the service is received.

(ii) Defined contribution pension plans

A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations. The contributions are recognised as an expense in the period in which they are due. Amounts not yet paid are shown as accruals in the balance sheet. The assets of the plan are held separately from the Company in independently administered funds.

(iii) Annual bonus plan

The Company operates an annual bonus plan for employees. An expense is recognised in the Statement of Comprehensive Income when the Company has a legal or constructive obligation to make payments under the plan as a result of past events and a reliable estimate of the obligation can be made.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

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## CSL (DUALCOM) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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#### 2. Accounting policies (continued)

##### 2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### 2.11 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Amortisation is calculated on a straight line basis over the useful lives of intangible assets which are estimated to be between 2 to 3 years. Intangibles assets consists of the following:

###### (i) Developed software

Development costs are capitalised within intangible assets where it can be identified with a specific product or project anticipated to produce future benefits. Capitalised development costs are reviewed annually and, where future benefits are deemed to have ceased or to be in doubt, the balance of any related development and research costs is written off to the Statement of Comprehensive Income.

###### (ii) Purchased software

Software consists of licences purchased from third parties.

##### 2.12 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.

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## CSL (DUALCOM) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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#### 2. Accounting policies (continued)

##### 2.12 Tangible fixed assets (continued)

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 basis:

Short-term leasehold property	- 20% on cost
Fixtures and fittings	- 20 - 50% on written down value
Signalling Equipment	- 7.14% to 14.29% on cost

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 profit or loss.

##### 2.13 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Stocks are recognised as an expense in the period in which the related revenue is recognised on a first in first out basis.

Cost is determined on the first-in, first-out (FIFO) method. Cost includes the purchase price, including taxes and duties and transport and handling directly attributable to bring the inventory to its present location and condition.

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 Statement of Comprehensive Income.

##### 2.14 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

##### 2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### 2.16 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

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## CSL (DUALCOM) LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

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#### 2. Accounting policies (continued)

##### 2.17 Financial instruments

The Company applies section 11 and 12 of FRS 102.

Basic financial instruments, including trade and other receivables and payables, and cash and bank balances, are initially recognised at transaction price. Long term receivables and payables are recorded at the present value of future receipts or payments, discounted at a market rate of interest. Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period, financial assets are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is recognised immediately in profit or loss. Where a reversal of the impairment is recognised, the impairment charge is reversed, up to the original impairment loss, and is recognised as a credit in the profit and loss account.

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an outright short term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

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.

##### 2.18 Leases

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.



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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**3. Judgements in applying accounting policies and key sources of estimation uncertainty**

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

**(i) Useful economic lives of tangible and intangible assets**

The annual depreciation and amortisation charges for tangible and intangible assets are sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

The estimated useful economic life of signalling equipment held at customer premises is 7 to 14 years depending on the product. When customers disconnect these units the net book value of the device is written off and any associated connection fee on the balance sheet is written back.

**(ii) Impairment of debtors**

The Company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers various factors, including the current credit rating of the debtor, the ageing profile of the debtor, and historical experience.

**iii) Capitalised development costs**

The Company capitalises staff and external supplier time spent on developing and upgrading its systems and platforms. Estimates are used based on the work performed by specific members of staff to calculate the amount to be capitalised. These costs are then depreciated over 2 or 3 years depending on the nature of the work involved.

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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**4. Turnover**

An analysis of turnover by class of business is as follows:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Rendered Services	<b>38,760</b>	<b>34,559</b>
Sale of Goods	<b>3,186</b>	<b>3,029</b>
Intercompany	<b>856</b>	<b>823</b>
	<b>42,802</b>	<b>38,411</b>

Analysis of turnover by country of destination:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
United Kingdom	<b>38,475</b>	<b>34,603</b>
Rest of the world	<b>4,327</b>	<b>3,808</b>
	<b>42,802</b>	<b>38,411</b>

Intercompany turnover relates to the recharge of costs borne by CSL (Dualcom) Limited in relation to senior management of other Group entities.

**5. Operating profit**

The operating profit is stated after charging:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Amortisation of intangible fixed assets	<b>1,750</b>	<b>1,423</b>
Depreciation of tangible fixed assets	<b>4,125</b>	<b>4,464</b>
Loss on disposal of fixed assets	<b>1,771</b>	<b>782</b>
Operating lease rentals		
- plant and machinery	<b>3</b>	<b>3</b>
- other operating leases	<b>390</b>	<b>467</b>
Exchange differences	<b>261</b>	<b>10</b>
<b>Audit remuneration relating to the audit of:</b>		
- the parent company and group consolidated financial statements	<b>19</b>	<b>17</b>
- the subsidiary financial statements	<b>109</b>	<b>63</b>
Tax services	<b>63</b>	<b>68</b>

All audit fees for the Group's UK entities are borne by this entity.

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CSL (DUALCOM) LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

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**6. Employees**

Staff costs, including directors' remuneration, were as follows:

	2023 £000	2022 £000
Wages and salaries	8,302	7,800
Social security costs	1,040	981
Other pension costs	241	225
	<u>9,583</u>	<u>9,006</u>

The average monthly number of employees, including the directors, during the year was as follows:

	2023 No.	2022 No.
Selling and distribution	124	118
Administration	29	28
	<u>153</u>	<u>146</u>

**7. Directors' remuneration**

	2023 £000	2022 £000
Directors' emoluments	1,469	1,353
Company contributions to defined contribution pension schemes	45	43
	<u>1,514</u>	<u>1,396</u>

During the year retirement benefits were accruing to 6 directors (2022 - 6) in respect of defined contribution pension schemes.

The highest paid director received remuneration of £346k (2022 - £311k).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £NIL (2022 - £NIL).

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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**8. Interest receivable and similar income**

	<b>2023</b> <b>£000</b>	<b>2022</b> <b>£000</b>
Other interest receivable	10	2
	<u>10</u>	<u>2</u>

**9. Tax on profit**

	<b>2023</b> <b>£000</b>	<b>2022</b> <b>£000</b>
<b>Corporation tax</b>		
Current tax on profits for the year	20	774
Adjustments in respect of previous periods	(774)	(920)
	<u>(754)</u>	<u>(146)</u>
<b>Total current tax</b>	<u>(754)</u>	<u>(146)</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	2,260	67
Effect of changes in tax rates	720	(137)
Adjustments in respect of previous periods	205	(65)
<b>Total deferred tax</b>	<u>3,185</u>	<u>(135)</u>
<b>Tax on profit</b>	<u>2,431</u>	<u>(281)</u>

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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**9. Tax on profit (continued)**

**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2022 - *lower than*) the standard rate of corporation tax in the UK of 19% (2022 - 19%). The differences are explained below:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Profit before tax	<b>10,849</b>	<b>9,175</b>
Profit multiplied by standard rate of corporation tax in the UK of 19% (2022 - 19%)	<b>2,061</b>	<b>1,743</b>
<b>Effects of:</b>		
Expenses not deductible for tax purposes	<b>(174)</b>	<b>15</b>
Adjustments in respect of previous periods	<b>(569)</b>	<b>(985)</b>
Non-taxable income	<b>(794)</b>	<b>(3)</b>
Deferred tax not recognised	<b>792</b>	<b>-</b>
Effect of change in tax rate	<b>720</b>	<b>(137)</b>
Group relief	<b>37</b>	<b>(1,296)</b>
Transfer pricing adjustment	<b>358</b>	<b>382</b>
<b>Total tax charge / (credit) for the year</b>	<b>2,431</b>	<b>(281)</b>

**Factors that may affect future tax charges**

Deferred tax has been calculated at 25%, reflecting the enacted rate applicable from 1 April 2023 at the balance sheet date.

In the Finance Bill 2021, the Government announced that from 1 April 2023 the corporation tax rate would increase to 25% (rather than remain at 19% as previously enacted). This new law was substantively enacted on 24 May 2021. The effects are included in these financial statements.

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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**10. Intangible assets**

	Developed software £000	Purchased software £000	Total £000
<b>Cost</b>			
At 1 April 2022	5,133	3,598	8,731
Additions	1,571	1,204	2,775
At 31 March 2023	<u>6,704</u>	<u>4,802</u>	<u>11,506</u>
<b>Accumulated amortisation</b>			
At 1 April 2022	3,991	2,744	6,735
Charge for the year on owned assets	1,173	577	1,750
At 31 March 2023	<u>5,164</u>	<u>3,321</u>	<u>8,485</u>
<b>Net book value</b>			
At 31 March 2023	<u>1,540</u>	<u>1,481</u>	<u>3,021</u>
At 31 March 2022	<u>1,142</u>	<u>854</u>	<u>1,996</u>

CSL (DUALCOM) LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

11. Tangible assets

	Short-term leasehold property £000	Fixtures and fittings £000	Signalling equipment £000	Total £000
<b>Cost or valuation</b>				
At 1 April 2022	1,673	3,881	39,939	45,493
Additions	25	967	13,429	14,421
Disposals	-	-	(2,735)	(2,735)
At 31 March 2023	1,698	4,848	50,633	57,179
<b>Accumulated depreciation</b>				
At 1 April 2022	653	2,378	18,019	21,050
Charge for the year on owned assets	278	564	3,283	4,125
Disposals	-	-	(964)	(964)
At 31 March 2023	931	2,942	20,338	24,211
<b>Net book value</b>				
At 31 March 2023	767	1,906	30,295	32,968
At 31 March 2022	1,020	1,503	21,920	24,443

The loss on disposal of signalling equipment is due to 'early disconnections' where the assets are written off at this time. Deferred connections fees totalling £263k (2022: £245k) relating to these assets were recognised as revenue at that point. Signalling equipment included in Tangible Fixed Assets is at customer premises.

**CSL (DUALCOM) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

**12. Stocks**

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Raw materials and consumables	<b>1,582</b>	<b>2,726</b>
Finished goods	<b>388</b>	<b>225</b>
	<u><b>1,970</b></u>	<u><b>2,951</b></u>

**13. Debtors**

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<b>Amounts falling due after more than one year</b>		
Deferred tax asset	<b>-</b>	<b>578</b>
Prepayments and accrued income	<b>152</b>	<b>186</b>
	<u><b>152</b></u>	<u><b>764</b></u>

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<b>Amounts falling due within one year</b>		
Trade debtors	<b>6,928</b>	<b>6,815</b>
Amounts owed by group undertakings	<b>39,890</b>	<b>39,698</b>
Other debtors	<b>195</b>	<b>156</b>
Corporation tax debtor	<b>1,347</b>	<b>900</b>
Prepayments and accrued income	<b>768</b>	<b>587</b>
	<u><b>49,128</b></u>	<u><b>48,156</b></u>

The amounts owed by group undertakings are unsecured, interest free and repayable on demand.

**14. Cash at bank and in hand**

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Cash at bank and in hand	<b>3,879</b>	<b>1,366</b>
	<u><b>3,879</b></u>	<u><b>1,366</b></u>



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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**15. Creditors: Amounts falling due within one year**

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	3,656	3,915
Amounts owed to group undertakings	11,044	11,473
Other taxation and social security	1,155	756
Other creditors	81	-
Accruals and deferred income	10,302	10,476
	<u>26,238</u>	<u>26,620</u>

The amounts owed by group undertakings are unsecured, interest free and repayable on demand. As at 31 March 2023 there were outstanding pension contributions of £39k (2022: £31k).

**16. Creditors: Amounts falling due after more than one year**

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
Accruals and deferred income	3,322	2,525
	<u>3,322</u>	<u>2,525</u>

**17. Deferred taxation**

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
At beginning of year	578	443
Charged to profit or loss	(2,982)	135
Adjustment in respect of prior period	(205)	-
<b>At end of year</b>	<u><b>(2,609)</b></u>	<u><b>578</b></u>

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CSL (DUALCOM) LIMITED

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023

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**17. Deferred taxation (continued)**

The deferred tax asset is made up as follows:

	2023 £000	2022 £000
Accelerated capital allowances	(2,691)	540
R&D expenditure credit	37	-
Other timing differences	45	38
	<u>(2,609)</u>	<u>578</u>

**18. Called up share capital**

	2023 £000	2022 £000
<b>Allotted, called up and fully paid</b>		
1,039,109 (2022 - 1,039,109) Ordinary shares of £1 each	<u>1,039</u>	<u>1,039</u>

**19. Capital commitments and contingent liabilities**

There are no material capital commitments (2022: £nil).

The borrowings of Cosmos Bidco Limited are secured by the assets of the Company and guaranteed by fellow members of the Group. At 31 March 2023, Group borrowings amounted to £106.30m (2022: £81.25m).

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**CSL (DUALCOM) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2023**

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**20. Commitments under operating leases**

At 31 March the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<b>Land and buildings</b>		
Within 1 year	313	290
Between 2 and 5 years	1,219	1,149
Later than 5 years	802	1,089
	<u>2,334</u>	<u>2,528</u>
	<b>2023</b>	<b>2022</b>
	<b>£000</b>	<b>£000</b>
<b>Other</b>		
Within 1 year	54	73
Between 2 and 5 years	42	52
After more than 5 years	-	-
	<u>96</u>	<u>125</u>

**21. Related party transactions**

The ultimate controlling party of the Company is Cosmos Topco Limited. The ultimate controlling interest in Cosmos Topco Limited is held by private equity funds managed by ECI Partners LLP.

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 102 para 33.

The Company has taken advantage of the exemption not to disclose transactions with wholly owned group entities.

**22. Ultimate Parent Undertaking**

The immediate parent undertaking is Dualcom Holdings Limited and the ultimate parent undertaking is Cosmos Topco Limited, registered in England.

The smallest group of undertakings, of which the Company is a member, that produce consolidated Financial Statements is Cosmos Topco Limited. The largest group of undertakings, of which the Company is a member, that produce consolidated Financial Statements is Cosmos Topco Limited. Financial statements are publicly available and can be obtained from the companies' registered office: Building 4, Croxley Park, Hatters Lane, Watford, WD18 8YF.