

TORCH COMMUNICATIONS LIMITED

Annual Report and Financial Statements

for the year ended 31 March 2012

FRIDAY



A1O957TM

A55

21/12/2012

#364

COMPANIES HOUSE

TORCH COMMUNICATIONS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31
MARCH 2012

CONTENTS

Officers and professional advisers	1
Director's report	2
Profit and loss account	3
Balance sheet	4
Notes to the financial statements	5

TORCH COMMUNICATIONS LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

DIRECTOR

P Simpson

COMPANY SECRETARY

K Smith

REGISTERED OFFICE

37 Carr Lane
Hull
HU1 3RE

TORCH COMMUNICATIONS LIMITED
DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2012

The director presents the annual report and the audited financial statements of the company for the year ended 31 March 2012

PRINCIPAL ACTIVITY

The company used to provide supply, installation and maintenance services of customer premises telecommunications equipment. The company did not trade during the year and is not expected to trade in the future.

GOING CONCERN

The accounts are prepared on the basis that the Company is a going concern. The Company relies on the continued support from the Group and has received confirmation that the Group will continue to support the Company.

DIRECTOR

The director who served during the year and up to the date of signing the financial statements is listed on page 1.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 these financial statements, the director is 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 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 director is 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 enable them to ensure that the financial statements comply with the Companies Act 2006. He is 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.

By the order of the board



K Smith
Company Secretary

18 December 2012

TORCH COMMUNICATIONS LIMITED
PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2012

	Note	2012 £'000	2011 £'000
Waiver of long term intercompany creditor	4	-	22,513
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	22,513
Tax on profit on ordinary activities	2	-	-
PROFIT FOR THE FINANCIAL YEAR	6	-	22,513

The above results are all derived from continuing operations

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents

The company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented

TORCH COMMUNICATIONS LIMITED
BALANCE SHEET
31 March 2012

	Note	2012 £'000	2011 £'000
CURRENT ASSETS			
Debtors amounts falling due after more than one year	3	6,327	6,327
NET CURRENT ASSETS		<u>6,327</u>	<u>6,327</u>
CREDITORS: amounts falling due after more than one year	4	(28,841)	(28,841)
NET LIABILITIES		<u>(22,514)</u>	<u>(22,514)</u>
CAPITAL AND RESERVES			
Called-up share capital	5	-	-
Profit and loss account	6	(22,514)	(22,514)
TOTAL SHAREHOLDERS' DEFICIT	6	<u>(22,514)</u>	<u>(22,514)</u>

For the year ending 31 March 2012 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476

The director acknowledges his responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

These financial statements on pages 3 to 6 were approved by the director on 18 December 2012



P Simpson
Director

Torch Communications Limited

Company Registration No. 3318088

TORCH COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 March 2012

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

Basis of preparation

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

Cashflow and related party disclosures

As at 31 March 2012, the company was a subsidiary undertaking where 100% of the voting rights were controlled within the KCOM Group PLC 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. 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 or investees of that group.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2. TAX ON PROFIT ON ORDINARY ACTIVITIES

a) The tax charge comprises

	2012 £'000	2011 £'000
Current tax		
Tax on profit on ordinary activities	-	-

b) The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows:

	2013 £'000	2011 £'000
Profit on ordinary activities before tax	-	22,513
Tax on profit on ordinary activities at standard UK corporation tax rate of 26% (2011: 28%)	-	6,304
Effects of Non-taxable waiver	-	(6,304)
Current tax charge for period	-	-

TORCH COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 March 2012

3. DEBTORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2012 £'000	2011 £'000
Amounts owed by group undertakings	6,327	6,327

Amounts owed by group undertakings are unsecured. There are no formal arrangements for the repayment of amounts owed by group undertakings greater than one year. However, they have been confirmed as not due for repayment within one year. Interest at market rates is charged on amounts due to group undertakings due after more than one year, except for amounts owed by dormant entities where nil interest is charged.

4. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2012 £'000	2011 £'000
Amounts due to group undertakings	28,841	28,841

During the year ended 31 March 2011, as part of the restructuring programme undertaken by KCOM Group PLC, the company's immediate parent undertaking, a non-current intercompany loan of £22,513,000 was waived by Kingston Communications (Data) Limited, a fellow subsidiary of KCOM Group PLC.

Amounts owed to group undertakings are unsecured. There are no formal arrangements for the repayment of amounts owed by group undertakings greater than one year. However, they have been confirmed as not due for repayment within one year. Interest at market rates is charged on amounts due to group undertakings due after more than one year, except for amounts due to dormant entities where nil interest is charged.

5. CALLED UP SHARE CAPITAL

	2012 £	2011 £
Authorised		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called up and fully paid		
2 ordinary shares of £1 each	2	2

6 RECONCILIATION OF MOVEMENTS IN TOTAL SHAREHOLDERS' DEFICIT AND MOVEMENTS IN RESERVES

	Profit and loss account £'000	Total Equity Shareholders' deficit £'000
As at 1 April 2011 and at 31 March 2012	(22,514)	(22,514)

7. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's immediate parent undertaking is Kingston Service Holdings Limited. Copies of Kingston Service Holdings 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, registered in England and Wales. KCOM Group PLC is also the company's ultimate controlling party. Copies of KCOM Group PLC's financial statements can be obtained from 37 Carr Lane, Hull, HU1 3RE.