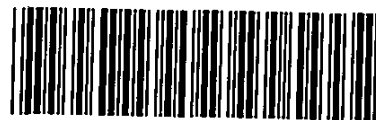


Registered number 03584619

## GX Networks UK Limited

Annual report and financial statements  
for the year ended 31 March 2011

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# **GX Networks UK Limited**

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# **GX Networks UK Limited**

## **Directors and advisors**

### **Directors**

S Smith  
M Riley  
G Kirkwood

### **Company secretary**

D McGlennon

### **Registered office**

Daisy House  
Suite 1  
Lindred Road Business Park  
Nelson  
Lancashire  
BB9 5SR

### **Bankers**

Bank of Scotland  
19/21 Spring Gardens  
Manchester  
M2 1FB

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
101 Barbirolli Square  
Lower Mosley Street  
Manchester  
M2 3PW

## **GX Networks UK Limited**

### **Directors' report for the year ended 31 March 2011**

The directors present their annual report and the audited financial statements of GX Networks UK Limited ("the Company"), for the year ended 31 March 2011

#### **Principal activity**

The Company did not trade during the year ended 31 March 2011

#### **Business review**

The intercompany balance was waived during the year which resulted in a credit to the profit and loss account of £17,000

#### **Proposed dividend**

The directors do not recommend the payment of a dividend (2010 £nil)

#### **Directors**

The directors of the Company who held office during the year and up to the date of signing the financial statements are given below

A Riley	(resigned 28 June 2011)
M Riley	
P Dubens	(resigned 20 October 2011)
S Smith	(appointed 28 June 2011)
G Kirkwood	(appointed 1 April 2011)

#### **Directors' and officers' liability insurance and indemnity**

The Company has purchased insurance to cover its directors and officers against the costs of defending themselves in legal proceedings taken against them in that capacity and in respect of any damages resulting from those proceedings. In accordance with section 236(2) of the Companies Act 2006 the directors disclose a qualifying third party indemnity provision entered into between the parent company (Daisy Group plc) and the current directors which was in force at the date of approval of this report. The indemnity provision applies in their capacity as directors of the Company. Neither the insurance nor the indemnity provides cover where the director has acted fraudulently or dishonestly.

#### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have 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 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.

## **GX Networks UK Limited**

### **Directors' report for the year ended 31 March 2011 (continued)**

#### **Statement of directors' responsibilities (continued)**

In preparing these 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 have been followed subject to any material departures disclosed and explained in the financial statements, 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 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. 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**

Each of the persons who is a director at the date of approval of this report confirms that

- (a) so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- (b) each director has 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 confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the board



S Smith  
Director

19 December 2011

## **GX Networks UK Limited**

### **Independent auditors' report to the members of GX Networks UK Limited**

We have audited the financial statements of GX Networks UK Limited for the year ended 31 March 2011 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

#### **Respective responsibilities of directors and auditors**

As explained more fully in the statement of Directors' responsibilities set out on pages 3 and 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **GX Networks UK Limited**

### **Independent auditors' report to the members of GX Networks UK Limited (continued)**

#### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report

Benjamin Parrott (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Manchester

21 December 2011

## GX Networks UK Limited

### Profit and loss account for the year ended 31 March 2011

	Note	Year ended 31 March 2011 £'000	15 months to 31 March 2010 £'000
Administrative income	3	17	-
<b>Profit on ordinary activities before tax</b>		<b>17</b>	<b>-</b>
Tax on profit on ordinary activities	6	-	-
<b>Profit for the period</b>	<b>9</b>	<b>17</b>	<b>-</b>

The notes on pages 9 to 11 are an integral part of these financial statements

All amounts in the current and prior period, relate to continuing activities

In the current and prior period there is no material difference between the profit on ordinary activities before taxation and the profit stated above and their historical cost equivalents

The Company has recognised no gains or losses, in the current or prior period, other than those shown above in the profit and loss account, and therefore no separate statement of total recognised gains and losses has been prepared



## **GX Networks UK Limited**

### **Balance sheet as at 31 March 2011**

	Note	2011 £'000	2010 £'000
<b>Creditors: amounts falling due within one year</b>	7	-	(17)
<b>Net current liabilities</b>		-	(17)
<b>Net liabilities</b>		-	(17)
<b>Capital and reserves</b>			
Called up share capital	8	-	-
Profit and loss account	9	-	(17)
<b>Shareholders' deficit</b>	10	-	(17)

The notes on pages 9 to 11 are an integral part of these financial statements

The financial statements on pages 7 to 11 were approved by the board of directors on 19 December 2011 and signed on its behalf by



S Smith  
Director

19 December 2011

Registered number 03584619

## **GX Networks UK Limited**

### **Notes to the financial statements for the year ended 31 March 2011**

#### **1 Accounting policies**

##### **Basis of preparation**

The financial statements are prepared on the going concern basis, under historical cost convention and in accordance with the Companies Act 2006 and applicable UK generally accepted accounting principles. The principal, consistently applied, accounting policies are set out below.

##### **Taxation**

The charge for taxation is based on the profit for the year and takes into account taxation deferred due to timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard (FRS) 19.

#### **2 Cash flow statement and related party disclosures**

The Company is a wholly owned subsidiary of Daisy Group plc and is included in the consolidated financial statements of this company, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (revised 1996). The Company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Daisy Group plc group.

#### **3 Administrative income**

Administrative income comprises

	<b>Year ended 31 March 2011</b>	<b>15 months to 31 March 2010</b>
	<b>£'000</b>	<b>£'000</b>
Intercompany balance waiver	<b>(17)</b>	-
	<b>(17)</b>	-

During the year Vialtus Solutions Limited waived an intercompany receivable of £17,000.

The audit fee in the current and prior period was borne by another group company with no recharge.

#### **4 Directors' emoluments**

The directors did not receive any emoluments in respect of their services to the Company (2010: £nil).

#### **5 Employee information**

Excluding the directors, there were no employees during the period (2010: nil).

## GX Networks UK Limited

### Notes to the financial statements for the year ended 31 March 2011 (continued)

#### 6 Tax on profit on ordinary activities

The current tax charge for the period is lower than the standard effective rate of corporation tax in the UK 28% (2010 28%) The differences are explained below

	Year ended 31 March 2011 £'000	15 months to 31 March 2010 £'000
Profit on ordinary activities before tax	17	-
Current tax at 28% (2010 28%)	5	-
Effects of:		
Expenses not deductible for tax purposes	(5)	-
Current tax charge for the period	-	-

#### 7 Creditors: amounts falling due within one year

	2011 £'000	2010 £'000
Amounts owed to group undertakings	-	17
	-	17

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

#### 8 Called up share capital

	2011 Number	2010 Number	2011 £	2010 £
Allotted, called up and fully paid				
Ordinary shares of £1 each	2	2	2	2
	2	2	2	2

#### 9 Reserves

	2011 £'000
At 1 April 2010	(17)
Profit for the year	17
At 31 March 2011	-

## **GX Networks UK Limited**

### **Notes to the financial statements for the year ended 31 March 2011 (continued)**

#### **10 Shareholders' deficit**

	<b>2011</b>	<b>2010</b>
	<b>£'000</b>	<b>£'000</b>
Profit for the period	<b>17</b>	-
<b>Net addition to shareholders' deficit</b>	<b>17</b>	-
Opening shareholders' deficit	<b>(17)</b>	<b>(17)</b>
<b>Closing shareholders' deficit</b>	<b>-</b>	<b>(17)</b>

#### **11 Ultimate parent undertaking**

The Company's immediate parent undertaking is Vialtus Solutions Limited, a company registered in England

The ultimate parent undertaking and controlling party is Daisy Group plc which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Daisy Group plc consolidated financial statements can be obtained from the Group's website [www.daisygroupplc.com](http://www.daisygroupplc.com)