

Registration number: 04705342

Cable & Wireless Aspac Holdings Limited
Annual Report and Financial Statements
For the Year Ended 31 March 2018



Registered Office
Vodafone House
The Connection
Newbury
Berkshire
RG14 2FN

Registration number: 04705342

Cable & Wireless Aspac Holdings Limited

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Cable & Wireless Aspac Holdings Limited

Company Information

Directors

Vodafone Enterprise Corporate Secretaries Limited
G Mook

Company secretary

Vodafone Enterprise Corporate Secretaries Limited

Registration number

04705342

Registered office

Vodafone House
The Connection
Newbury
Berkshire
RG14 2FN

Cable & Wireless Aspac Holdings Limited

Directors' Report for the Year Ended 31 March 2018

The Directors present their report and the financial statements for the year ended 31 March 2018.

Principal activities and future developments

The principal activity of the Company is that of an investment holding company. No change in the Company's activities is envisaged in the foreseeable future.

The Company has taken advantage of the exemption in Companies Act 2006 to not present a Strategic Report.

Financial position and Liquidity

The Directors have reviewed the financial position of the Company, including the arrangements with Vodafone Group Plc undertakings. The Directors have also considered the financial position of the Company's ultimate parent Vodafone Group Plc, including centralised treasury arrangements and the availability of a credit facility.

Given the support of Vodafone Group Plc., the directors consider that the company has access to sufficient funding to meet its financial needs as they fall due for a period not less than 12 months from the date of these financial statements. Therefore, the directors are satisfied, at the time of approving the financial statements, it is appropriate to adopt going concern basis in preparing financial statements notwithstanding net current liabilities of £28k (2017: net current liabilities £28k).

Results and Dividends

The result for the year amounts to a profit of £1,137k, relating to net impairment provision reversal against investments (2017: a loss of £11,969k relating to impairment provision against investments offsetting amounts written off against loans).

The directors do not recommend the payment of a dividend for the year ended 31 March 2018 (2017: £nil).

Directors of the Company

The directors who held office during the year were as follows:

	Appointed	Resigned
Vodafone Enterprise Corporate Secretaries Limited	31 May 2017	
G Mook	31 May 2017	
T Sayed		1 May 2017
Vodafone Corporate Secretaries Limited		31 May 2017

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Directors' Report for the Year Ended 31 March 2018 (continued)

Risks and Uncertainties

The Directors have assessed the risks that the company is exposed to and have not identified any material risks. Business risks relating to the Vodafone Group are disclosed in the Annual Report of Vodafone Group Plc, which does not form part of these financial statements.

Registered office

The registered office of the Company is Vodafone House, The Connection, Newbury, Berkshire, United Kingdom, RG14 2FN.

Financial risk management

The Company follows the board-approved policies of its parent, Vodafone Group Plc, to manage its principal financial risks which include currency risk, credit risk and liquidity risk.

The treasury function of the Vodafone Group provides a centralised treasury service to the Company, and follows a framework of policies and guidelines authorised and reviewed annually by the Vodafone Group Plc Board.

The other financial risks the directors consider relevant to the Company are credit risk and liquidity risk. These risks are mitigated by the fact that the counterparty of the majority of debtor balances are other Vodafone Group companies who are considered able to repay their debts.

The Group's internal auditors review the internal control environment regularly. There has been no significant change during the financial year to the types of financial risks faced by the Company, or the Company's approach to the management of those risks.

Political and charitable donations

There are no political or charitable donations made by the entity during the year (2017: £nil).

Statement of Directors' Responsibilities

The directors are responsible for preparing 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102.

Cable & Wireless Aspac Holdings Limited

Directors' Report for the Year Ended 31 March 2018 (continued)

Statement of Directors' Responsibilities (continued)

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. 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, including FRS 102 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.

Indemnification of directors

In accordance with the Company's articles of association and to the extent permitted by law, the directors may be granted an indemnity from the Company in respect of liabilities incurred as a result of their office. In respect of those matters for which the directors may not be indemnified, Vodafone Group Plc maintained a directors' and officers' liability insurance policy throughout the financial year. This policy is renewed annually in August. Neither the Company's indemnity nor the insurance provides cover in the event that the director is proven to have acted dishonestly or fraudulently.

Events occurring after balance sheet date

The Company will closely monitor progress in relation to the impending exit of Great Britain from the membership of the European Union and regularly review the impact as part of the overall Group strategy.

Approved by the Board on 18 September and signed on its behalf by:



Vodafone Enterprise Corporate Secretaries Limited
Director

Cable & Wireless Aspac Holdings Limited

Income statement for the Year Ended 31 March 2018

	Note	2018	2017
		£ '000	£ '000
Interest receivable and similar income		-	140
Amounts written off to investments		(497)	(13,473)
Amounts written back to investments		1,634	-
Amounts written off to loans		-	1,392
Profit/(loss) on ordinary activities before taxation		<u>1,137</u>	<u>(11,941)</u>
Income tax expense	5	-	(28)
Profit/(loss) for the year		<u><u>1,137</u></u>	<u><u>(11,969)</u></u>

The above results were derived from continuing operations.

The notes on pages 9 to 15 form an integral part of these financial statements.

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Statement of Comprehensive Income for the Year Ended 31 March 2018

The Company has not recognised any other comprehensive income/ (expense) and therefore no separate statement of comprehensive income has been prepared in respect of either year.

The notes on pages 9 to 15 form an integral part of these financial statements.

Cable & Wireless Aspac Holdings Limited**Statement of financial position as at 31 March 2018**

	Note	2018 £'000	2017 £'000
Fixed assets			
Investment	6	43,403	30,499
Creditors: Amount falling due within one year	7	(28)	(28)
Net current liabilities		(28)	(28)
Net assets		<u>43,375</u>	<u>30,471</u>
Capital and reserves			
Called up share capital	8	58,312	46,545
Share premium account		3,090	3,090
Retained earnings		(18,027)	(19,164)
Total equity		<u>43,375</u>	<u>30,471</u>

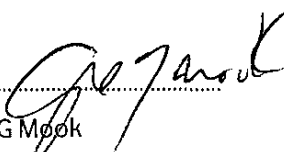
For the year ending 31 March 2018 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

The members have not required the company to obtain an audit of in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for (a) ensuring the company keeps accounting record which comply with section 386 of the Companies Act 2006, and (b) preparing accounts 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 and loss for the financial year, in accordance with the requirements of section 393 of that Act, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of Directors and authorised for issue on 18 September 2018

and signed on its behalf by:


 G Mook
 Director

The notes on pages 9 to 15 form an integral part of these financial statements.

Cable & Wireless Aspac Holdings Limited**Statement of Changes in Equity for the Year Ended 31 March 2018**

	Called up share capital £'000	Share premium £'000	Retained earnings £'000	Total £'000
	£ '000			
Balance as at 1 April 2016	3,582	3,090	(7,195)	(523)
Shares issued during the year	42,963	-	-	42,963
Loss for the year	-	-	(11,969)	(11,969)
Balance as at 31 March 2017	<u>46,545</u>	<u>3,090</u>	<u>(19,164)</u>	<u>30,471</u>
Balance as at 1 April 2017	46,545	3,090	(19,164)	30,471
Shares issued during the year	11,767	-	-	11,767
Profit for the year	-	-	1,137	1,137
Balance as at 31 March 2018	<u>58,312</u>	<u>3,090</u>	<u>(18,027)</u>	<u>43,375</u>

The notes on pages 9 to 15 form an integral part of these financial statements.

Cable & Wireless Aspac Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2018

1. General information

The principal activity of the Company is that of an investment holding company.

The company is a private company limited by share capital incorporated in United Kingdom and domiciled in England.

The address of its registered office is:

Vodafone House

The Connection

Newbury

Berkshire

RG14 2FN

Registration number: 04705342

These financial statements were authorised for issue by the Board on 18 September 2018.

2. Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 102, (FRS 102). The financial statements have been prepared under the historical cost convention as modified by derivative financial assets and liabilities measured at fair value through profit or loss and in accordance with the UK Companies Act 2006, as applicable to companies using FRS 102.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The Company's functional and presentational currency is Pounds sterling '£'.

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 102:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
 - 16 (statement of compliance with all IFRS),
 - 38A (requirement for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 40A-D (requirements for a third statement of financial position)
 - 111 (cash flow statement information), and

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Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

2. Summary of significant accounting policies and key accounting estimates (continued)

Summary of disclosure exemptions (continued)

- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.
- Paragraph 91 to 99 of IFRS 13, "Fair value measurement" (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);

Changes in accounting policy and disclosures

No new or amended standards have been adopted by the company during the year ended 31 March 2018.

Going concern

Given the support of Vodafone Group Plc., the directors consider that the company has access to sufficient funding to meet its financial needs as they fall due for a period not less than 12 months from the date of these financial statements. Therefore, the directors are satisfied, at the time of approving the financial statements, it is appropriate to adopt going concern basis in preparing financial statements notwithstanding net current liabilities of £28k (2017: £28K). The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' report on page 2.

Current income tax

The tax expense for the period comprises of current tax only. Tax is recognised in the income statement, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges. All other foreign exchange gains and losses are presented in the income statement within 'Other operating income.'

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

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Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

2. Summary of significant accounting policies and key accounting estimates (continued)

Creditors

Creditors are obligations to pay for goods and services that have been acquired in the ordinary course of business from suppliers. Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

Investment in subsidiaries

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value. Earned income from the disposal of an investment is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.

At each balance sheet date, the Company reviews the carrying amounts of its investments to determine whether there is any indication that those investments have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement.

Where an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the investment in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

Cash flow statement

Under IAS 7, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A consolidated cash flow statement is included in the financial statements of Vodafone Group Plc in which the Company is consolidated and which are publicly available from the address in note 10.

Exemption from preparing group accounts

The financial statements contain information about Cable & Wireless Aspac Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it is included by full consolidation in the consolidated financial statements of its ultimate parent, Vodafone Group Plc, a company incorporated in United Kingdom.

Cable & Wireless Aspac Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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:

Impairment of investment in subsidiary

In making the judgement for impairment of investment in subsidiary, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of and short-term business outlook for the subsidiary.

4. Employees and directors

The company had no employees during the year (2017: none). The directors did not receive any emoluments from the company in respect of their services during the year (2017: £nil).

5. Income tax expense

	2018 £'000	2017 £'000
UK Corporation Tax charge at 19% (2017: 20%)	-	(28)
Total current tax charge	-	(28)
Total tax expense in income statement	-	(28)

The actual tax (charge)/credit for the current and previous year differs from the tax charge at the standard rate of corporation tax in the UK of 19% (2017: 20%) for the reasons set out in the following reconciliation:

	2018 £'000	2017 £'000
Profit/(loss) before tax	1,137	(11,941)
Tax (charge)/credit on profit/(loss) before income tax at standard rate of 19% (2017: 20%)	(216)	2,388
Factors affecting tax (charge)/credit for the year:		
Other permanent difference	-	278
Impairment of fixed asset investment	216	(2,696)
Income tax charge for the year	-	(28)

Cable & Wireless Aspac Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

5. Income tax expense (continued)

The tax rate for the current year is 19%. A further rate reduction to 17% (effectively from 1 April 2020) was substantively enacted on 6 September 2016.

6. Fixed asset investments

	Total £'000
Shares in group undertakings	
Cost	
At 1 April 2017	44,903
Additions during the year	11,767
Disposals during the year	-
At 31 March 2018	<u>56,670</u>
Provision for impairment	
At 1 April 2017	(14,404)
Additions during the year	(497)
Reversals during the year	1,634
At 31 March 2018	<u>(13,267)</u>
Net book value	
As at 1 April 2017	30,499
Movement during the year	12,904
As at 31 March 2018	<u>43,403</u>

Details of subsidiary undertakings are given below

Subsidiary undertaking	Class	Ownership	Country of incorporation	Principal activities
Cable and Wireless Global (India) Private Limited	Ordinary	99.99%	India	Telecommunications services
Vodafone Enterprise Singapore Pte Ltd	Ordinary	100%	Singapore	Telecommunications services
Vodafone Enterprise Bahrain W L L	Ordinary	80%	Bahrain	Telecommunications services
Cable & Wireless Networks India Private Limited*	Ordinary	74%	England	Telecommunications services

(*Denoted indirect holding)

Cable & Wireless Aspac Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

6. Fixed asset investments (continued)

On 22 November 2017, the Company acquired new ordinary shares in its subsidiary Cable and Wireless Global (India) Private Limited in return for a contribution of £11,559k.

On 12 April 2017, the Company acquired new ordinary shares in its subsidiary Vodafone Enterprise Bahrain W L L in return for a contribution of £208k.

7. Creditors

	2018 £'000	2017 £'000
Amounts owed by group undertakings	28	-
Group Relief payable	-	28
	<u>28</u>	<u>28</u>

The amount owed to group undertakings for the current and prior year is non-interest bearing.

8. Share capital

Allotted, called up and fully paid shares

	No	2018 £'000	No	2017 £'000
Ordinary share capital of £1 each as on 1 April	46,545,135	46,545	3,582,198	3,582
Issue of ordinary shares of £1 each	11,767,318	11,767	42,962,937	42,963
Ordinary share capital of £1 each as on 31 March	<u>58,312,255</u>	<u>58,312</u>	<u>46,545,135</u>	<u>46,545</u>

On 22 November 2017, the Company issued 11,559,526 ordinary shares to the parent company - Cable & Wireless UK Holdings Limited, for a nominal value of £1, in return for a contribution of £11,559k.

On 12 April 2017, the Company issued 207,792 ordinary shares to the parent company - Cable & Wireless UK Holdings Limited, for a nominal value of £1, in return for a contribution of £208k.

9. Related party disclosures

The Company has taken advantage of the Related Party Disclosures exemption granted under 'FRS 102' not to disclose transactions with Vodafone Group Plc group companies.

Cable & Wireless Aspac Holdings Limited

Notes to the Financial Statements for the Year Ended 31 March 2018 (continued)

10. Events occurring after balance sheet date

The Company will closely monitor progress in relation to the impending exit of Great Britain from the membership of the European Union and regularly review the impact as part of the overall Group strategy.

11. Controlling parties

The Company's immediate parent company is Cable & Wireless UK Holdings Limited, a company registered in England and Wales.

The Directors regard Vodafone Group Plc, a company registered in England and Wales, as the ultimate parent company and controlling party.

The smallest and largest group in which the results of the Company are consolidated is that of Vodafone Group Plc, the parent company. The consolidated financial statements of Vodafone Group Plc may be obtained from the Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.