Report and Financial Statements

28 February 2014

LD8

30/05/2014 COMPANIES HOUSE

REPORT AND FINANCIAL STATEMENTS 2014

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REPORT AND FINANCIAL STATEMENTS 2014

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

N T Rudnick S Masiyiwa C Fitzgerald K E M Hennessy B M Roberts

SECRETARY

St James's Square Secretaries Limited

REGISTERED OFFICE

c/o Kerman & Company 200 Strand London WC2R 1DJ

BANKERS

The Royal Bank of Scotland 8th Floor 280 Bishopsgate London EC2M 4RB

SOLICITORS

Kerman & Company 200 Strand London WC2R 1DJ

AUDITOR

Deloitte LLP Chartered Accountants and Statutory Auditor London, United Kingdom

REPORT AND FINANCIAL STATEMENTS 2014

STRATEGIC REPORT

The purpose of the Strategic report is to inform members of the company and help them assess how the directors have performed their duty under section 172 of the Companies Act 2006 (duty to promote success of the company).

BUSINESS REVIEW AND PRINCIPAL ACTIVITY

The company's principal activity is to conduct the business of a wholesale telecommunications service and technology provider. These services are provided in the United Kingdom and to other companies in other countries worldwide. The directors are not aware, at the date of this report, of any likely changes in the company's activities in the forthcoming year.

As shown in the company's profit and loss account on page 7, the company's sales have fallen by 18%, driven by a fall in wholesale traffic volumes sent by carriers.

The company's key measurement of effectiveness of its operations is its gross margin. The company achieved a gross margin of 14% (2013 - 14%).

The balance sheet on page 8 shows that the company's financial position at the year end has improved, in net assets terms. This is due to the ongoing profitability of the company. The average headcount of the company has increased from 45 to 60, resulting from the need to diversify the business into other areas.

PRINCIPAL RISKS AND UNCERTAINTIES

The company operates in a highly competitive market which is a continuing risk to the company and could result in losing sales to its key competitors. The company manages this risk by providing value added services to its customers, having fast response times to customer queries and maintaining strong relationships with its customers.

The company's sales to its customers are mainly in US Dollars and therefore the company is exposed to movement in the US Dollar to British Pound exchange rate. The company also settles a proportion of its trade creditors in US Dollars and therefore minimises the risk of exchange rate fluctuations by operating a US Dollar bank account.

The company is financed by its internal cash reserves and therefore has limited exposure to adverse movements in interest rates.

The company's principal financial assets are bank balances, cash and trade and other debtors.

The company's credit risk is primarily attributable to its trade debtors. The amounts presented in the balance sheet are net of provisions for doubtful debts. A provision is made where there is an identified loss which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

The credit risk on liquid funds is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

The company has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

FUTURE PROSPECTS

The directors' long term strategy is to continue to increase the company's service and technology product lines to compensate for the reduction in overall telecommunications traffic volumes which has occurred during the financial year and which downward trend is expected to continue.

The directors anticipate that it is likely that some years in the future the majority of the company's revenue will be obtained from the provision of services, technology and IP provisioning, as opposed to the current revenue generator composed significantly of traditional voice traffic and circuit provision. The company will continue restructure itself accordingly over the next financial year in order to meet these challenges.

Approved by the Board of Directors and signed on behalf of the Board

K E M Hennessy

L'AMMinares

Director

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 28 February 2014.

RESULTS AND DIVIDENDS

The profit for the year after taxation amounted to £243,559 (2013 - £344,514).

The directors do not recommend payment of a dividend for the year ended 28 February 2014 (2013 - £nil).

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Details of the principal risks and uncertainties are included in the Strategic Report.

DIRECTORS

The directors who served throughout the year and to the date of this report were as follows:

N T Rudnick

S Masiyiwa

C Fitzgerald

K E M Hennessy

B M Roberts

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

GOING CONCERN

The directors' assessment of going concern of the company is disclosed in Note 1 to the financial statements.

BUSINESS REVIEW

The information that fulfils the Companies Act requirements of the business review is included in the Strategic Report. This includes a review of the development of the business of the company during the year, of its position at the end of the year and of the likely future developments in its business.

AUDITOR

Deloitte LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

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

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board

LSM//Lanaeso KEM Hennessy

Director

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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. 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LIQUID TELECOMMUNICATIONS LIMITED

We have audited the financial statements of Liquid Telecommunications Limited for the year ended 28 February 2014 which comprise the profit and loss account, the balance sheet and the related notes 1 to 16. 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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.

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 to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 28 February 2014 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LIQUID TELECOMMUNICATIONS 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.

David Griffin (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

29 May 2014

PROFIT AND LOSS ACCOUNT Year Ended 28 February 2014

	Note	2014 £	2013 £
Turnover Cost of sales	2	22,057,035 (18,898,057)	27,004,978 (23,231,120)
Gross profit		3,158,978	3,773,858
Administrative expenses		(8,947,789)	(6,515,018)
Other operating income	4	6,104,991	3,162,195
OPERATING PROFIT		316,180	421,035
Finance income	5	57,165	37,575
Finance cost	5	(13,528)	(39)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6	359,817	458,571
Tax on profit on ordinary activities	7	(116,258)	(114,057)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	13	243,559	344,514

All activities are derived from continuing operations.

A statement of total recognised gains and losses is not included in these accounts as there are no recognised gains or losses in the current financial year or preceding financial year other than the results reported above.

BALANCE SHEET Year ended 28 February 2014

	Notes	2014 £	2013 £
FIXED ASSETS Tangible assets	8	1,572,249	1,006,832
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	9	75,370 12,530,402 1,080,794 ————————————————————————————————————	2,260 6,567,416 2,564,184 9,133,860
CREDITORS: amounts falling due within one year	10	(8,210,128)	(3,938,697)
NET CURRENT ASSETS		5,476,438	5,195,163
TOTAL ASSETS LESS CURRENT LIABILITIES		7,048,687	6,201,995
CREDITORS: amounts falling after more than one year	11	(603,133)	-
NET ASSETS		6,445,554	6,201,995
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	12 13	23,501 6,422,053	23,501 6,178,494
SHAREHOLDERS' FUNDS	13	6,445,554	6,201,995

The financial statements of Liquid Telecommunications Limited, registered number 4946019, were approved by the Board of Directors and authorised for issue on 29 May 2014

Signed on behalf of the Board of Directors

K E M Hennessy

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Director

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. They have all been applied consistently throughout the year and the preceding year.

Accounting convention

The financial statements are prepared under the historical cost convention.

Going concern

The company's business activities, together with factors likely to affect future development, performance and position are set out in the Strategic Report on pages 2 and 3, including exposure to credit risk, cash flow risk and liquidity risk. The company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the company should be able to continue to operate for the foreseeable future and manage its business risks..

Based on this and the available liquidity position of the company, the directors believe the company can continue to trade and meet its liabilities as they fall due for the foreseeable future. Accordingly the financial statements have been prepared on a going concern basis.

Cash flow statement

The company is a wholly owned subsidiary of Liquid Telecommunications Holdings Limited, a company incorporated in Mauritius. The ultimate parent is Econet Wireless Global Limited a company incorporated in Mauritius, which heads the largest group into which the results are consolidated. Consequently, the company has taken advantage of the exemption of preparing a cash flow statement under the terms of FRS 1 (revised 1996).

Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of VAT.

Turnover from the rental of bandwidth is recognised evenly over the period to which the charge relates. Turnover arising from the interconnection of voice traffic between other telecommunication operators is recognised at the time of transit across the company's network.

Foreign currencies

Foreign currency transactions are recorded at the exchange rate ruling on the transaction date.

Exchange rate differences arising from the translation of foreign currency denominated monetary assets or liabilities are recognised in the profit and loss account in the period in which they occur.

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation.

Depreciation is charged on tangible fixed assets at the following rates per annum which are designed to write off their costs over their estimated useful lives.

Computer equipment - 33% - 50%
Furniture and fittings - 17%
Short term leasehold improvements - 20%
Satellite equipment - 20%
Switching equipment - 20%

Pension costs

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Any differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

1. ACCOUNTING POLICIES (continued)

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Leases

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the lease term.

Stocks

Stocks are stated at the lower of cost and net realisable value. Provision is made for obsolete, slow moving or defective items where appropriate.

2. TURNOVER AND SEGMENTAL REPORTING

Turnover represents the value of goods sold net of VAT from the company's principal activities of international traffic routing.

The directors consider segmental reporting disclosure to be seriously prejudicial to the interests of the entity on the grounds that this will give competitors vital information on margins and pricing. The directors consider the company to operate one class of business, being the supply of telecommunications and related services.

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2014	2013 £
Directors' emoluments:	*	ı
Emoluments	1,773,852	1,262,594
Company contributions to a money purchase pension scheme	36,034	38,171
	1,809,886	1,300,765

Two (2013 - two) directors are members of a defined contribution pension scheme.

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

	2014 £	2013 £
Highest paid director		~
Emoluments	987,767	661,201
Company contributions to a money purchase pension scheme	30,000	30,000
	1,017,767	691,201
Average monthly number of persons employed including directors:	No	No
Technical	45	34
Administration	15	11
	60	45
	£	£
Staff costs, including directors, comprised:		
Wages and salaries	5,352,112	3,687,830
Social security costs	692,447	449,540
Pension costs	100,050	91,536
	6,144,609	4,228,906

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

4. OTHER OPERATING INCOME

·	Provision release Management fees received from group undertakings Profit on sale of fixed asset Other operating income	2014 £ 6,104,237 754 6,104,991	2013 £ 1,278,988 1,883,207 - 3,162,195
5.	NET FINANCE INCOME	2014 £	2013 £
	Interest receivable and similar income comprises:		
	Bank and external interest receivable Interest receivable from group companies	12,997 44,168 57,165	3,934 33,641 37,575
	Interest payable and similar charges comprises:		
	External interest payable	(13,528)	(39)

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

6. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

0.	TROFIL ON ORDINARI ACTIVITIES DEPORE TAXALION		
		2014	2013
		£	£
	Profit on ordinary activities before taxation is stated		
	after charging / (crediting):		
	Depreciation on tangible fixed assets	542,208	414,443
	Foreign exchange (gain)/ loss	(28,255)	26,382
	Operating lease rentals – Land and Buildings	435,115	167,354
	Operating lease rentals – Other	294,982	207,027
	The analysis of auditor's remuneration is as follows:		
	Fees payable to the company's auditor for the audit of the		
	company's annual accounts	58,241	58,798
	Non audit fees:	20.005	56.005
	Compliance tax services	32,095	56,025
	Advisory tax services	47,900	18,500
7.	TAX ON PROFIT ON ORDINARY ACTIVITIES	2014 £	2013 £
	Current tax		
	UK corporation tax - current year	62,084	122,204
	Adjustment in respect of prior periods	2,775	(23,565)
		64,859	98,639
	Deferred tax		
	Origination and reversal of timing differences	36,244	(4,418)
	Effect of rate change	19,847	12,823
	Adjustment in respect of prior periods	(4,692)	7,013
	Total deferred tax	51,399	15,418

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

7. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

The standard rate of tax for the financial year, based on a weighted average of the UK standard rate of corporation tax is 23.1% (2013 - 24.2%). The actual tax charge for the current and preceding year differs from the standard rate for the reasons explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	359,817	458,571
Tax at 23.1% (2013 - 24.2%) thereon	83,118	110,974
Effects of:		
Expenses not deductible for tax purposes	8,695	7,889
Capital allowances in (excess)/deficit of depreciation	(29,729)	3,905
Adjustment in respect of prior periods	2,775	(24,129)
Current tax charge	64,859	98,639
The amount of deferred taxation asset provided in the accounts is as follows:	2014	2012
	2014 £	2013 £
Recognised deferred tax asset:	r	ı.
Capital allowances in excess of depreciation	96,072	147,470
The movement on deferred tax is as follows:		
Provision at start of year	147,470	162,889
Origination and reversal of timing differences	(36,243)	4,418
Effect of rate change	(19,847)	(12,823)
Adjustment in respect of prior periods	4,692	(7,014)
Provision at end of year	96,072	147,470

Deferred tax has been recognised on the grounds that it is deemed more likely than not that the company will make taxable profits in the future against which these brought forward losses and timing differences will be reversed.

It was announced in the Chancellor's statement that the main rate of UK corporation tax would reduce to 22% with effect from 1 April 2013 with a 1% reduction each year until 1 April 2015 whereby the tax rate will reduce to 20%. These rates were subsequently enacted on the balance sheet so deferred tax has been recognised at 20% as the balances are expected to reverse in future periods.

A deferred tax asset has not been recognised in respect of losses transferred into the company from fellow group company Econet Satellite Services Limited and subsequently carried forward as there is not sufficient evidence that the asset will be recovered. The asset at 28 February 2014 is £7,933 (2013: £9,123).

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

8. TANGIBLE FIXED ASSETS

	Switching equipment £	Satellite equipment £	Computer equipment £	Furniture and fittings	Short term leasehold improvements £	· Total
Cost						
At 1 March 2013	1,657,048	2,191,545	1,427,164	168,006	424,213	5,867,976
Additions	356,024	-	104,370	160,683	491,250	1,112,327
Disposals	(78,612)	(226,973)	(81,362)	(51,918)	(387,749)	(826,614)
At 28 February 2014	1,934,460	1,964,572	1,450,172	276,771	527,714	6,153,689
Accumulated						
Depreciation	1 000 000	0.147.014	1 164 006	110045	246.660	4 0 6 1 1 4 4
At 1 March 2013	1,083,090	2,147,314	1,164,825	119,247	346,668	4,861,144
Charge for the year	188,701	43,192	149,129	37,015	124,172	542,209
Disposals	(78,612)	(226,973)	(76,661)	(51,918)	(387,749)	(821,913)
At 28 February 2014	1,193,179	1,963,533	1,237,293	104,344	83,091	4,581,440
Net book value						•
At 28 February 2014	741,281	1,039	212,879	172,427	444,623	1,572,249
At 28 February 2013	573,958	44,231	262,339	48,759	77,545	1,006,832

9. **DEBTORS**

	2014 £	2013 £
Trade debtors	2,686,645	2,323,251
Amounts owed by group undertakings	9,000,963	3,803,216
Prepayments and accrued income	341,012	254,539
Deferred tax (Note 7)	96,072	147,470
Other debtors	405,710	38,940
	12,530,402	6,567,416

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2014 £	2013 £
Trade creditors Amounts owed to group undertakings Corporation tax payable Accruals and deferred income	826,164 5,760,756 49,270 1,573,938	250,818 2,330,136 64,445 1,293,298
	8,210,128	3,938,697

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

11. CREDITORS: AMOUNTS FALLING AFTER MORE THAN ONE YEAR

		2014 £	2013 £
	Trade creditors	603,133	
		603,133	
12.	CALLED UP SHARE CAPITAL	2014 £	2013 £
	Called up, allotted and fully paid 47,002 ordinary shares of 50p each	23,501	23,501

13. RECONCILIATION OF MOVEMENTS IN RESERVES IN SHAREHOLDERS' FUNDS AND RESERVES

	Called up share capital £	Profit and loss account	Total 2014 £	Total 2013
Balance at 1 March 2013	23,501	6,178,494	6,201,995	5,857,481
Profit for the financial year		243,559	243,559	344,514
Balance at 28 February 2014	23,501	6,442,053	6,445,554	6,201,995

14. OPERATING LEASE COMMITMENTS

Annual commitments under non-cancellable operating leases are as follows:

	2014		2013	
	Land and ' buildings £	Other £	Land and buildings	Other £
Leases which expire: Less than one year Between one and five years	522,675	472,836	212,178	267,398 -
	522,675	472,836	212,178	267,398

NOTES TO THE FINANCIAL STATEMENTS Year ended 28 February 2014

15. RELATED PARTY BALANCES

The company has taken advantage of the exemption included in Financial Reporting Standard 8 "Related Party Disclosures" for wholly owned subsidiaries not to disclose transactions with entities that are part of the group qualifying as related parties.

16. ULTIMATE CONTROLLING PARTY

The company's immediate parent company is Liquid Telecommunications Holdings Limited, a company incorporated in Mauritius, which also heads the smallest group into which the results of the company are consolidated. Econet Wireless Group Limited, a Mauritius registered corporation, is the ultimate parent company and heads the largest group into which the results of the company are consolidated.

Copies of the group financial statements of Liquid Telecommunications Holdings Limited (incorporated in Mauritius) can be obtained from:

Liquid Telecommunications Holdings Limited 10th Floor, Raffles Tower 19 CybercityEbene Mauritius

Mr S Masiyiwa, a director of the company, is also the ultimate controlling party.