

TERNHILL COMMUNICATIONS LIMITED

Company No: 03236874

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

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TERNHILL COMMUNICATIONS LIMITED

REPORT OF THE DIRECTORS

The directors submit their annual report and financial statements for the financial year ended 31 March 2015

The Company has met the requirements in the Companies Act 2006 to obtain the exemption from the need to present a Strategic report

Principal activity

The Company was dormant within the meaning of Section 1169 of the Companies Act 2006 throughout the financial year and accordingly no Profit and loss account has been produced. The directors do not expect the company to trade in the foreseeable future.

Dividends

The directors do not recommend the payment of a dividend (2014 £nil)

Directors

The directors of the Company, who served throughout the year, unless otherwise indicated, are as follows

J S Finch (Resigned on 26 September 2014)
D McIntyre
D Evans

Registered office

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

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 period. 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.

The report of the directors was approved by the Board on

18/12/2015 and signed on its behalf by



Director
For and on behalf of Vodafone Corporate Secretaries Limited
Secretary

T NORTHCOTT

TERNHILL COMMUNICATIONS LIMITED

Company No: 03236874

BALANCE SHEET

AT 31 MARCH 2015

	Note	2015 £	2014 £
FIXED ASSETS			
Investments	3	-	-
CURRENT ASSETS			
Debtors	4	54,674	54,674
CURRENT LIABILITIES			
Creditors amounts falling due within one year	5	(475,000)	(475,000)
NET LIABILITIES		<u>(420,326)</u>	<u>(420,326)</u>
CAPITAL AND RESERVES			
Called up share capital	6	50,000	50,000
Share premium account		156,694	156,694
Profit and loss account		(627,020)	(627,020)
SHAREHOLDERS' DEFICIT		<u>(420,326)</u>	<u>(420,326)</u>

For the year ended 31 March 2015 the Company was entitled to exemption under Section 480(1) of the Companies Act 2006 from the requirement to have its accounts audited

Members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006

The directors acknowledge their responsibility for

- i ensuring the Company keeps accounting records which comply with Section 386, and
- ii preparing financial statements which give a true and fair view of the state of affairs of the Company at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Sections 394 and 395, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company

The financial statements were approved by the Board on 18/12/2015 and were authorised for issue and signed on its behalf by



Director **D EVANS**

The accompanying notes are an integral part of these financial statements

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015

1 Statement of accounting policies

The accounting policies adopted in respect of material items are described below. The accounting policies have been applied on a consistent basis during the current and the preceding year.

Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with the Companies Act 2006 and applicable UK Accounting Standards.

As a wholly owned indirect subsidiary of a company registered in England and Wales, for which consolidated financial statements are prepared, the Company has taken advantage of Section 400 of the Companies Act 2006 and has not prepared consolidated financial statements.

Cash flow statement

In accordance with the provisions of Financial Reporting Standard ("FRS") 1 (Revised), a cash flow statement has not been prepared since the Company is a wholly owned subsidiary of Vodafone Group Plc, a company registered in England and Wales, which prepares consolidated financial statements that include a consolidated cash flow statement.

Investments

Investments held as fixed assets are stated at cost less provision for any permanent diminution in value.

2. Profit and loss account

The Company has not traded in the current or previous financial year and accordingly no profit and loss account has been prepared.

The directors did not receive any remuneration from the Company in the financial year (2014: £nil).

The Company did not have any employees throughout the current or preceding year.

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2015

3 Investments

	Subsidiary undertakings
	£
Cost	
At 1 April 2014 and 31 March 2015	1
Provisions	
At 1 April 2014 and 31 March 2015	(1)
Net book value	
At 1 April 2014 and 31 March 2015	<u>-</u>

The amount provided for relates to the investment in Mobile 4 Business com Limited. The investment is recorded at cost less provision for impairment.

The Company's subsidiary is as follows:

	Activities	Type of share held	Percentage Shareholding %
Mobile 4 Business com Limited	Dormant	Ordinary shares £1	100%

4. Debtors

	2015	2014
	£	£
Amounts owed by Group undertakings	<u>54,674</u>	<u>54,674</u>

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2015

5. Creditors: amounts falling due within one year

	2015	2014
	£	£
475,000 non-convertible redeemable preference shares of £1 each	475,000	475,000

The preference shareholder has waived all dividend and redemption rights attaching to the preference shares
The rights relating to the preference shares are as follows

- The holders are not entitled to any dividend in respect of any preference shares held by them
- On a return of capital, the assets of the Company available for distribution will be applied in repayment first to the holders of the preference shares. The preference shares will not entitle the holders to any further participation in the assets of the Company
- The preference shares entitle the holder to attend any General Meeting but do not entitle the holders to vote upon any resolution unless at the date of the notice convening the meeting the Company has failed for any reason whatsoever to redeem any of the preference shares
- The redemption dates for the preference shares at par are as follows

Number of preference shares	Redemption date
160,000	31 December 2002
315,000	31 December 2003

The Company was unable to redeem the preference shares on the dates shown, and as per the Articles of Association, will redeem them at the earliest opportunity when sufficient funds are available

6 Called up share capital

	2015	2014
	£	£
Allotted, issued and fully paid		
50,000 ordinary shares of £1 each	50,000	50,000

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2015

7 Related party disclosures

The Company is a wholly owned subsidiary of Vodafone Group Plc and has taken advantage of the exemption granted by paragraph 3(c) of FRS8, Related Party Disclosures, not to disclose transactions with Vodafone Group Plc group companies or interests of the Group who are related parties

8 Ultimate parent company

The immediate parent company of Ternhill Communications Limited is Vodafone Business Solutions Limited, a company registered in England and Wales. The ultimate parent company and controlling entity of Ternhill Communications Limited, and the smallest and largest group which prepares consolidated financial statements and of which the Company forms a part, is Vodafone Group Plc, a company registered in England and Wales.

A copy of the financial statements of Vodafone Group Plc for the year ended 31 March 2015 may be obtained from the company's website www.vodafone.com or from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.