REPORT OF THE DIRECTORS AND

CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2011

FOR

WWW HOLDING COMPANY LIMITED

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WWW HOLDING COMPANY LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 28 FEBRUARY 2011

DIRECTORS:

A Subaskaran

M Kangle

SECRETARY:

M Kangle

REGISTERED OFFICE:

54 Lower Addiscombe Road

Croydon Surrey CR0 6AA

REGISTERED NUMBER:

05049626 (England and Wales)

AUDITORS:

Ernst & Young LLP Statutory Auditor 1 More London Place

London SE1 2AF

BANKERS.

Nat West Bank

1 Princes Street

London EC2R 8PA

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 28 FEBRUARY 2011

The directors present their report with the consolidated financial statements of the company and the group and the company for the year ended 28 February 2011

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of provision of prepaid calling card and wholesale airtime services

REVIEW OF BUSINESS

The group's key financial and other performance indicators during the financial period were as follows

	28 February 2011	28 February 2010	Change
	£	£	_
Turnover	367,378,061	398,045,970	-7 7%
Gross Profit	35,779,183	9,536,444	275%
Gross Margin	9 7%	2 4%	7 3%

The financial results demonstrate that the group continues to adapt itself to the global economic downturn, as it has substantially improved its profits, despite fall in revenues. The group's revenues have fallen because it has focussed on margin growth. The group's revenue has fallen by 7.7% from £398m in the year ended 28 February 2010 to £367m in year ended 28 February 2011. The fall has occurred as the group has focussed on margin growth, but the group has increased its gross profit percentage from 2.4% for the year ended 28 February 2010 to 9.7% in the year ended 28 February 2011, resulting in an increase in net profit after tax by £18.4m as compared to previous year.

DIVIDENDS

No dividends have been declared or distributed for the year ended 28 February 2011 (2010- nil)

FUTURE DEVELOPMENTS

There are no future developments envisaged which would materially affect the nature and the level of the group's activities

DIRECTORS

The directors shown below have held office during the whole of the period from 1 March 2010 to the date of this report

A Subaskaran

M Kangle

GROUP'S POLICY ON PAYMENT OF CREDITORS

The group current policy concerning the payment of the trade creditors is to

- settle the terms of payment with suppliers when agreeing the terms of each agreement
- ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts, and
- pay in accordance with the company's contractual and other legal obligations

On average trade creditors at the year end represented 39 days (2010 - 32 days) purchases

PRIOR YEAR ADJUSTMENTS

The directors have restated the prior year comparative figures for the correction of certain errors Refer to Note 10

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 28 FEBRUARY 2011

GOING CONCERN

Mr A Subaskaran owns 90 5% of the issued share capital of WWW Holding Company Limited Debtors due within one year include £92,644,527 owed by companies in which Mr A Subaskaran owns a substantial shareholding

The group has reported a profit before taxation of £11,580,597 for the year ended 28 February 2011 compared to a loss before taxation of £7,850,299 for the year ended 28 February 2010

The group has improved its overall net assets position by £11,664,937 from net liabilities position of £5,740,233 as at 28 February 2010 to net assets position of £5,924,704 at 28 February 2011. The results of the business for the next 12 months from the date of approval of the consolidated financial statements are forecast to show growth in underlying business and sufficient EBITDA being generated to maintain the positive net assets in the period to at least 30 June 2013.

The parent company has net liabilities of £429,711 and net current liabilities of £689,509 as at 28 February 2011, which is primarily a result of inter-company payables to certain subsidiary companies. As the subsidiaries are wholly owned by the parent company, the directors have determined that the subsidiaries will not demand repayment of such amounts prior to at least twelve months after the date of approval of these financial statements

As a consequence, the directors believe that the group and company are well placed to manage their business risks successfully despite the current uncertain economic outlook and they have a reasonable expectation that the group and the company have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual consolidated financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk and uncertainty facing the group is the current economic environment and a possible slow down in trade

The group operates in a competitive and dynamic environment where maintaining and developing the interest of the audience is critical to its commercial success in attracting new customers, which impacts the group's ability to grow margin

The group manages this competitive risk by continually seeking to ensure its products meet the needs of the communities they service and investing in new services, which creates promising opportunities for revenue and margin generation

FINANCIAL RISK MANAGEMENT

The directors have considered and reviewed the financial risk management objectives and policies of the group

As part of the review, the directors have also considered the exposure of the group to credit risk, liquidity risk and foreign exchange risk, in order that an overall assessment can be made of the group's net assets, liabilities, its financial position and its results for the year

The group's maximum exposure to credit risk in relation to financial assets is presented by bank balances and cash, trade and other receivables. The group has no significant concentration of credit risk

The group's policy on liquidity risk is to ensure that sufficient cash is available to fund ongoing operations by managing cash generated by the group's operations

Foreign exchanges risk in overseas operations is managed by maintaining foreign currency bank balances

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 28 FEBRUARY 2011

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 the group and of the profit or loss of the group 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;
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information

AUDITORS

Marchant Lewis Limited resigned as auditors subsequent to year end and Ernst & Young LLP were appointed and The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

M Kangle - Director

Date & True 2016

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF WWW HOLDING COMPANY LIMITED

We have audited the financial statements of WWW Holding Company Limited for the year ended 28 February 2011 which comprise the Consolidated Profit and Loss account, the Consolidated Statement of Total Recognised Gains and Losses, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Cash Flow Statement and the related notes 1 to 25 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 a Report of the Auditors 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

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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 group's and the parent 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 Report of the Directors and Consolidated 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 group's and of the parent company's affairs as at 28 February 2011 and of the group's 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF WWW HOLDING COMPANY LIMITED

Matters on which we are required to report by exception

Ing 2012

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Philip Young (Senior Statutory Auditor) for and on behalf of Ernst & Young LLP

Statutory Auditor

London

Date

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CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28 FEBRUARY 2011

		2011	2010
	Notes	£	as restated £
TURNOVER	2	367,378,061	398,045,970
Cost of sales		(331,598,878)	(388,509,526)
GROSS PROFIT		35,779,183	9,536,444
Administrative expenses		(34,225,714)	(21,766,626)
		1,553,469	(12,230,182)
Other operating income		10,033,692	4,523,444
OPERATING PROFIT/(LOSS)	5	11,587,161	(7,706,738)
Interest receivable and similar income	6	55,828	12,520
		11,642,989	(7,694,218)
Interest payable and similar charges	7	(62,392)	(156,081)
PROFIT/(LOSS) ON ORDINARY AC BEFORE TAXATION	CTIVITIES	11,580,597	(7,850,299)
Tax on profit/(loss) on ordinary activities	s 8	84,340	1,099,978
PROFIT/(LOSS) FOR THE FINANC GROUP	IAL YEAR FOR THE	11,664,937	(6,750,321)

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 28 FEBRUARY 2011

		2011	2010
		£	as restated £
PROFIT/(LOSS) FOR THE FINA!	NCIAL YEAR	11,664,937	(6,750,321)
TOTAL RECOGNISED GAINS A RELATING TO THE YEAR	ND LOSSES	11,664,937	(6,750,321)
Prior year adjustment	Note 10	(16,456,765)	- ****
TOTAL GAINS AND LOSSES RE	COGNISED	<u></u>	
SINCE LAST ANNUAL REPORT		(4.791,828) ===================================	

CONSOLIDATED BALANCE SHEET 28 FEBRUARY 2011

		20	11	20 as res	=
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	11		30,051		59,593
Tangible assets	12		2,724,158		2,828,319
Investments	13		150		5,000
Investment property	14				2,534,972
			2,754,359		5,427,884
CURRENT ASSETS					
Debtors	15	171,659,098		294,771,828	
Cash at bank and in hand		1,610,485		1,429,109	
		173,269,583		296,200,937	
CREDITORS				201051010	
Amounts falling due within one year	16	168,863,410		306,054,243	
NET CURRENT ASSETS/(LIABILITI	ES)		4,406,173		(9,853,306)
TOTAL ASSETS LESS CURRENT LIABILITIES			7,160,532		(4,425,422)
CREDITORS					
Amounts failing due after more than one year	17		(1,171,698)		(1,250,681)
PROVISIONS FOR LIABILITIES	19		(64,130)		(64,130)
NET ASSETS/(LIABILITIES)			5,924,704		(5,740,233)
CADUTAL AND DECEDIVES					
CAPITAL AND RESERVES Called up share capital	20		2		2
Profit and loss account	20 21		5,924,702		(5,740,235)
i ioni and ioss account	21				(3,740,233)
SHAREHOLDERS' FUNDS	25		5,924,704		(5,740,233)

The financial statements were approved by the Board of Directors on & Fune 2012 and were signed on its behalf by

Alum De anons A Subaskaran - Director

M Kangle - Director

COMPANY BALANCE SHEET 28 FEBRUARY 2011

		201	1	2010 as resta	
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	11		-		-
Tangible assets	12		-		-
Investments	13		259,798		243,446
Investment property	14		-		-
			259,798		243,446
CURRENT ASSETS					
Cash at bank		212		340	
CREDITORS					
Amounts falling due within one year	16	689,721		465,834	
NET CURRENT LIABILITIES			(689,509)		(465,494)
TOTAL ASSETS LESS CURRENT L	IABILITIES		(429,711)		(222,048)
					<u>-</u>
CAPITAL AND RESERVES					
Called up share capital	20		2		2
Profit and loss account	21		(429,713)		(222,050)
SHAREHOLDERS' FUNDS	25		(429,711)		(222,048)

The financial statements were approved by the Board of Directors on its behalf by

I Tune 2012 and were signed on

A Suhaskaran - Director

M Kangle - Director

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2011

		2011		2010 as resta	
	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		252,172		(1,057,357)
Returns on investments and servicing of finance	2		(6,564)		(143,561)
Taxation			(44,889)		1,124,578
Capital expenditure and financial investment	2		(97,401)		(229,028)
			103,318		(305,368)
Financing	2		78,058		(477,930)
Increase/(Decrease) in cash in the perio	d		181,376		(783,298)
Reconciliation of net cash flow to movement in net funds	3				
Increase/(Decrease) in cash in the period Cash (inflow)/outflow		181,376		(783,298)	
from (increase)/decrease in debt and lease financing	:	(78,058)		477,930	
Change in net funds resulting from cash flows			103,318		(305,368)
Movement in net funds in the period Net funds at 1 March			103,318 44,413		(305,368) 349,781
Net funds at 28 February			147,731		44,413

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2011

RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	2011	2010
		as restated
	£	£
Operating profit/(loss)	11,587,161	(7,706,738)
Depreciation charges	2,437,632	724,339
Loss on disposal of fixed assets	974	339
Impair of Tangible Fixed Asset (note 12)	287,567	-
Impair of Unlisted Investments (note 13)	5,000	-
Reclass of Patents & Licenses (note 11)	19,753	-
Reclass of Investment Property (note 14)	20,000	-
Decrease in stocks	-	375,774
Decrease/(Increase) in debtors	123,112,730	(148,711,384)
(Decrease)/Increase in creditors	(137,218,645)	154,260,313
Net cash inflow/(outflow) from operating activities	252,172	(1,057,357)

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2011	2010 as restated
	£	£
Returns on investments and servicing of finance		
Interest received	55,828	12,520
Interest paid	(62,392)	(156,081)
Net cash outflow for returns on investments and servicing of finance	(6,564)	(143,561)
Capital expenditure and financial investment		
Purchase of intangible fixed assets	-	(46,075)
Purchase of tangible fixed assets	(111,211)	(186,143)
Purchase of fixed asset investments	(150)	-
Sale of tangible fixed assets	13,960	3,190
Net cash outflow for capital expenditure and financial investment	(97,401)	(229,028)
Financing		
New loans in year	154,402	-
Loan repayments in year	(76,344)	(103,305)
Capital repayments in year		(374,625)
Net cash inflow/(outflow) from financing	78,058	(477,930)

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2011

ANALYSIS OF CHANGES IN NET FUND	S		At
	At 1/3/10 £	Cash flow £	28/2/11 £
Net cash Cash at bank and in hand	1,429,109	181,376	1,610,485
Cash at bank and in hand	1,429,109	161,570	1,010,465
	1,429,109	181,376	1,610,485
Debt			
Debts falling due within one year Debts falling due	(134,015)	(157,041)	(291,056)
after one year	(1,250,681)	78,983	(1,171,698)
	(1,384,696)	(78,058)	(1,462,754)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2011

ACCOUNTING POLICIES

Basis of preparation

1

The consolidated financial statements of WWW Holding Company Limited and its subsidiaries ("the group") have been prepared under the historical cost convention and are in accordance with applicable accounting standards in the United Kingdom

Basis of consolidation

The consolidated financial statements consolidates the financial statements of WWW Holding Company Limited and all of its subsidiary undertakings up to 28 February each year. No profit and loss account is presented for WWW Holding Company Limited as permitted by section 408 of the Companies Act 2006. Entities other than subsidiary undertakings or joint ventures, in which the group has participating interest and over whose operating and financial policies the group exercises a significant influence are treated as associates. In the group financial statements, associates are accounted for using the equity method.

In the parent company financial statements investments in subsidiaries, associates and joint ventures are accounted for at the lower of cost and net realisable value

The consolidated financial statements of the group include the assets, liabilities and results of the company and subsidiary undertakings in which WWW Holding Company Limited has a controlling interest, using the accounts drawn up to 28 February 2011 except where the entities have non-coterminous year ends. In such cases, the information consolidated is based on the accounting period of these entities and is adjusted for any material changes up to 28 February.

Accordingly, the information consolidated is deemed to cover the same period for all entities throughout the group. The results of subsidiaries are included in the financial statements from the date acquired to the effective date of disposal. All inter-company transactions are eliminated on consolidation.

Turnover

Turnover represents the invoiced value of sales, excluding value added tax. All turnover is derived from the group's principal activity, being telecommunication services. Revenue is recognised based on usage of minutes.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Plant and Machinery
Computer Equipment
Improvements to Property
Motor Vehicles
Fixture & Fittings
Long Leasehold
Freehold Property

25% straight line at cost 25% straight line at 20% straight line at cost 25% straight line at cost 20% straight line at cost Not depreciated

Straight Line over 25 years

14 continued

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

ACCOUNTING POLICIES - continued

Investment property

Investment property is shown at most recent valuation. Any aggregate surplus or deficit arising from changes in market value is transferred to a revaluation reserve

Certain of the group's properties are held for long-term investment. Investment properties are accounted for in accordance with SSAP 19.

- investment properties are revalued annually. The surplus or deficit on revaluations is transferred to the revaluation reserve unless the deficit below original cost, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year,
- no depreciation is provided in respect of leasehold investment properties where the lease has over 20 years to run

Deferred tax

Deferred taxation is provided in respect of all timing differences that have originated but not reversed at the balance sheet date, calculated at the rate at which it is expected the tax will arise in accordance with FRS 19 "Deferred tax" Deferred taxation balances are not discounted

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Research and development

Research and development expenditure is written-off as incurred, except that development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured Any expenditure carried forward is amortised in line with the expected future sales of the related project, primarily 5 years

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions are charged to the profit and loss account for the year in which they are payable to the scheme. Differences between contributions payable and contributions actually paid in the year are shown as either accruals or prepayments at the year end.

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1.7	Continueu

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

1 ACCOUNTING POLICIES - continued

GOING CONCERN

The group's business activities, together with the factors likely to affect its future development, performance and position are described in this Directors' Report

Mr A Subaskaran owns 90 5% of the issued share capital of WWW Holding Company Limited Debtors due within one year include £92,644,527 owed by companies in which Mr A Subaskaran owns a substantial shareholding

The group has reported a profit before taxation of £11,580,597 for the year ended 28 February 2011 compared to a loss before taxation of £7,850,299 for the year ended 28 February 2010

The group has improved its overall net assets position by £11,664,937 from net liabilities position of £5,740,233 as at 28 February 2010 to net assets position of £5,924,704 at 28 February 2011. The results of the business for the next 12 months from the date of approval of the consolidated financial statements are forecast to show growth in underlying business and sufficient EBITDA being generated to maintain the positive net assets in the period to at least 30 June 2013.

The parent company has net liabilities of £429,711 and net current liabilities of £689,509 as at 28 February 2011, which is primarily a result of inter-company payables to certain subsidiary companies. As the subsidiaries are wholly owned by the parent company, the directors have determined that the subsidiaries will not demand repayment of such amounts prior to at least twelve months after the date of approval of these financial statements.

As a consequence, the directors believe that the group and company are well placed to manage their business risks successfully despite the current uncertain economic outlook and they have a reasonable expectation that the group and the company have adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual consolidated financial statements.

2 TURNOVER

The turnover and profit (2010 - loss) before taxation are attributable to the one principal activity of the group

An analysis of turnover by geographical market for the year ended 28 February 2011 is given below

	£
United Kingdom	80,493,207
Republic of Ireland	128,959,541
Rest of Europe	145,926,722
Canada	2,542,507
Australia	382,074
United States of America	8,999,353
Rest of the world	74,657
	367,378,061

This analysis is not considered to be applicable to the year ended 28 February 2010

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

3	STAFF COSTS		
3	STAFF COSTS	2011	2010
		_	as restated
	Wages and salaries	£ 11,214,996	£ 9,913,190
	Social security costs	213,083	835,397
	Other pension costs	25,144	61,620
		11,453,223	10,810,207
	The average monthly number of employees during the year was as follows		
		2011	2010
			as restated
	Staff Including Directors	410	292
			
4	DIRECTORS' REMUNERATION		
	The directors are not remunerated for their services to the company		
5	OPERATING PROFIT/(LOSS)		
	The operating profit (2010 - operating loss) is stated after charging/(crediting)		
		2011	2010
		2011	as restated
		£	£
	Hire of plant and machinery	+	304,893
	Other operating leases	3,134	2,773
	Depreciation - owned assets Loss on disposal of fixed assets	2,427,843 974	913,001 339
	Goodwill amortisation	-	(194,897)
	Development costs amortisation	9,789	6,235
	Auditors' remuneration	134,682	78,439
	Foreign exchange differences	(5,692,964)	(4,083,752)
			
6	INTEREST RECEIVABLE AND SIMILAR INCOME		
		2011	2010
		£	as restated
	Loan and Other Interest	55,828	£ 12,520
	Bour and Other Interest	====	
~	INTERDED TO A VARIABLE AND SHARL ARE CIVIL IN CIRC		
7	INTEREST PAYABLE AND SIMILAR CHARGES	2011	2010
		2011	as restated
		£	£
	Bank interest	887	28,232
	Bank loan interest	46,503	68,930
	Other Interest Payable	15,002	58,919
		62,392	156,081
		=	

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

8 **TAXATION**

Analysis of the tax credit

The tax credit on the profit on ordinary activities for the year was as follows	2011	2010 as restated
	£	£
Current tax		
Overseas Taxation	(84,340)	(1,099,978)
Tax on profit/(loss) on ordinary activities	(84,340)	(1,099,978)

No liability to UK corporation tax arose on ordinary activities for the year ended 28 February 2011 nor the year ended 28 February 2010 due to losses in the year or the utilisation of losses brought forward

The tax credit for the year arises from overseas taxation No liability to taxation arises in overseas subsidiaries due to profits being offset by utilisation of tax losses

No deferred tax asset has been recognised at 28 February 2011 (2010 - nil)

9 LOSS OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £(207,663) (2010 - £(19,517))

> 18 continued

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

10 PRIOR YEAR ADJUSTMENT

Prior year comparative figures have been adjusted as follows The figures are as at 28 February 2010 and for the year then ended

	Previously reported	Restatement	Restated
	£	£	£
Turnover	414,502,735	(16,456,765)	398,045,970
Administrative expenses	(17,682,874)	(4,083,752)	(21,766,626)
Other Operating Income	439,692	4,083,752	4,523,444
Debtors due within one year	290,668,228	4,103,600	294,771,828
Creditors due within one year	(285,493,878)	(20,560,365)	(306,054,243)
Profit/(Loss) after tax	9,706,444	(16,456,765)	(6,750,321)
Net shareholders' funds	10,716,532	(16,456,765)	(5,740,233)

The company has detected errors in the turnover which has led to restatement of the amount by £16,456,765. This is due to deferred revenue which was understated and revenue recorded in the incorrect period. Debtors and creditors have been restated accordingly.

Prior year exchange gains have been reclassified from administrative expenses to other operating income for £4,083,752

The prior year restatements affect the comparative figures in notes 15, 16, 21 and 25 only

11 INTANGIBLE FIXED ASSETS

Group

	Patents and licences £	Development costs	Totals £
COST			
At 1 March 2010	19,753	46,075	65,828
Reclassification/transfer	(19,753) ———	-	(19,753)
At 28 February 2011	<u>-</u>	46,075	46,075
AMORTISATION			
At 1 March 2010	-	6,235	6,235
Amortisation for year	-	9,789	9,789
			
At 28 February 2011	-	16,024	16,024
NET BOOK VALUE			
At 28 February 2011	-	30,051	30,051
			
At 28 February 2010	19,753	39,840	59,593

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

12 TANGIBLE FIXED ASSETS

Group			_	
	Freehold property £	Long leasehold £	Improvements to property £	Plant and machinery £
COST At 1 March 2010	-	-	1,124	7,477,203
Additions	-	-	-	48,850
Impairments Reclassification/transfer	1,202,551	1,312,421	- -	(287,567)
At 28 February 2011	1,202,551	1,312,421	1,124	7,238,486
DEPRECIATION		, <u></u>		
At 1 March 2010	-	-	968	5,000,031
Charge for year Eliminated on disposal	48,102	-	156 -	2,164,610
At 28 February 2011	48,102		1,124	7,164,641
NET BOOK VALUE At 28 February 2011	1,154,449	1,312,421	<u>-</u>	73,845
At 28 February 2010		<u>-</u>	156	2,477,172
	Fixtures and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST At 1 March 2010	127 720	117 572	467.715	0.201.252
Additions	137,738 3,987	117,573 48,170	467,715 10,204	8,201,353 111,211
Disposals	-	(28,854)	-	(28,854)
Impairments	-	-	-	(287,567)
Reclassification/transfer		<u> </u>	<u> </u>	2,514,972
At 28 February 2011	141,725	136,889	477,919	10,511,115
DEPRECIATION				
At 1 March 2010	55,472	28,688	287,875	5,373,034
Charge for year	47,057	36,494	131,424	2,427,843
Eliminated on disposal		(13,920)	. .	(13,920)
At 28 February 2011	102,529	51,262	419,299	7,786,957
NET BOOK VALUE				
At 28 February 2011	39,196	85,627 ====================================	58,620	2,724,158
At 28 February 2010	82,266	88,885	179,840	2,828,319

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

12 **TANGIBLE FIXED ASSETS - continued**

Group

The above freehold land and building was held as investment property during prior years but during the year, the directors decided that it was no longer appropriate to classify the land and buildings as investment property and decided to reclassify the land and building as freehold land and building under tangible assets, considering these properties are now held for general business purpose

As these properties are no longer held for investment, depreciation is calculated for the buildings based on the useful life of 25 years on a straight line basis. Land is not depreciated

13 FIXED ASSET INVESTMENTS

	Gre	oup	Com	ipany
	2011	2010	2011	2010
		as restated		as restated
	£	£	£	£
Shares in group undertakings	-	-	259,798	243,446
Other investments not loans	150	5,000	-	_
	150	5,000	259,798	243,446
				

Additional information is as follows

c		٠.	_
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Group		
		Unlisted investments £
COST		£
At 1 March 2010		5,000
Reclassification/transfer		(5,000)
		
At 28 February 2011		-
NET BOOK VALUE		
At 28 February 2011		_
At 28 February 2010		5,000
Investments (neither listed nor unlisted) were as follows		
,	2011	2010
		as restated
	£	£
Other Investments	150	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

13 FIXED ASSET INVESTMENTS - continued

Co	m	pa	nv

	Shares in group undertakings
COST	242.446
At 1 March 2010	243,446
Additions	22,120
Impairments	(1)
Reclassification/transfer	(5,767)
At 28 February 2011	259,798
NET BOOK VALUE	
At 28 February 2011	259,798
At 28 February 2010	243,446
	- "

The group or the company's investments at the balance sheet date in the share capital of companies include the following

Subsidiaries

Country of incorporation United Kingdom

Nature of business Telecommunication support services

	%
Class of shares	holding
100 Ordinary shares of £1	100 00

Switchware Limited

Country of incorporation United Kingdom

Nature of business IT Support services

	/0
Class of shares	holding
100 Ordinary shares of £1	100 00

Lycatel (UK) Limited

Country of incorporation United Kingdom

Nature of business Dormant

	%
Class of shares	holding
100 Ordinary shares of £1	100 00

Lycatel Property Services Limited

Country of incorporation United Kingdom Nature of business Property investment

Class of shares holdin

Class of shares holding 1 Ordinary share of £1 100 00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

13 FIXED ASSET INVESTMENTS - continued

THE TOOL IN LOTHER TO COMME	
Lycatel LLC Country of incorporation United States of America Nature of business Dormant	%
Class of shares Capital US\$3850	holding 99 00
Lycatel Ireland Limited Country of incorporation Ireland Nature of business Telecommunication	%
Class of shares 100 Ordinary shares of €1	holding 100 00
Lycatel Ireland Distribution Limited Country of incorporation Ireland Nature of business Telecommunication	%
Class of shares 100 Ordinary shares of €1	holding 100 00
Lycatel Distribution France Sarl Country of incorporation France Nature of business Telecommunication	%
Class of shares 1 Ordinary share of €7500	holding 100 00
Lycatel Greece Ltd. Country of incorporation Ireland Nature of business Telecommunication	%
Class of shares 1 Ordinary Share of €200	holding 100 00
Lycatel Cyprus Ltd Country of incorporation Ireland Nature of business Telecommunication	%
Class of shares 1 Ordinary Share of €200	holding 100 00

Hastings Telecommunication and Services GmbH

Country of incorporation Austria Nature of business Support services

%
Class of shares holding
35,000 Ordinary shares of €1 100 00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

13 FIXED ASSET INVESTMENTS - continued

Nature of business Dormant

Class of shares 1 Ordinary share of £1

FIXED ASSET INVESTMENTS - continued	
Lycatel Denmark APS Country of incorporation Denmark Nature of business Telecommunication	%
Class of shares 135,000 Ordinary shares of Kr1	holding 100 00
Lycatel Canada Inc Country of incorporation Canada Nature of business Support services	%
Class of shares 100 Ordinary shares of CAD1	holding 100 00
Lycatel GmbH Country of incorporation Switzerland Nature of business Telecommunication	07
Class of shares 20,000 Ordinary shares of CHF1	% holding 95 00
Lycatel BV Country of incorporation Netherlands Nature of business Support service	0.4
Class of shares 18,000 Ordinary shares of €1	% holding 100 00
Hasting Denmark APS Country of incorporation Denmark Nature of business Telecommunication	24
Class of shares 1 Share of DKK 125,000	% holding 100 00
Lycatel Portugal Unipessoal LDA Country of incorporation Portugal Nature of business Support services	24
Class of shares 1 Quota of €5,000	% holding 100 00
Lycatel Property Management Services Limited Country of incorporation United Kingdom	

% holding 100 00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

13 FIXED ASSET INVESTMENTS - continued

Lycatelcom LDA

Country of incorporation Portugal

Nature of business Holding Company and Telecommunication

Class of shares holding 5000 Ordinary Shares of €1 100 00

Gnanam Distribution Holding Limited

Country of incorporation United Kingdom Nature of business Holding Company

Class of shares holding 10,000 Ordinary shares of £1 100 00

Gnanam Distribution Holding Limited owns 100% of the ordinary shares in the companies listed below. The principal activity of these companies is the provider of telecommunication services. Companies listed below have been included in the consolidation.

Gnanam Europe Limited (UK) - Dormant Gnanam Telecom Centers SPRL (Belgium) Gnanam Telecom Centers AB (Sweden)

Fixed asset investments for £5,000 under unlisted investment were shown in previous year, after reviewing the accounts the directors have felt that these unlisted investments were inappropriately shown in the previous year, thus have been written off to the profit and loss account in the current year

14 INVESTMENT PROPERTY

Group

	t otal £
COST At 1 March 2010 Reclassification/transfer	2,534,972 (2,534,972)
At 28 February 2011	<u> </u>
NET BOOK VALUE At 28 February 2011	
At 28 February 2010	2,534,972

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

14 INVESTMENT PROPERTY - continued

Group

Freehold Properties were held as investment properties during prior years but during the year, the directors decided that they no longer wanted to classify the land and buildings as investment property and decided to reclassify the land and building as freehold land and building under tangible assets, considering these properties are now held for general business purpose. Also, the directors noted that sum of £20,000 was included within the investment property due to an error and therefore, the same has been reclassified as other debtors. The reclassification effect outlined as below

Investment property cost at 1 March 2010	£2,534,972
Reclassified as freehold land	£1,312,421
Reclassified as freehold building	£1,202,551
Reclassified as other debtors	£20,000

15 **DEBTORS**

	Group	
	2011	2010
		as restated
	£	£
Amounts falling due within one year		
Trade debtors	34,749,474	57,849,048
Other debtors	96,698,998	231,850,232
Prepayments	1,940,093	5,072,548
	133,388,565	294,771,828
Amounts falling due after more than one year		
Other debtors	38,270,533	
Aggregate amounts	171,659,098	294,771,828

Other debtors due within one year include £92,644,527 (2010 £174,136,420) owed by related parties as disclosed in note 23

Other debtors due after more than one year include £38,270,533 (2010 $\,$ nil) owed by related parties, as disclosed in note 23

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

16 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2011	2010	2011	2010
		as restated		as restated
	£	£	£	£
Bank loans and overdrafts (see note 18)	136,654	134,015	-	-
Other loans (see note 18)	154,402	-	-	-
Trade creditors	33,195,885	34,027,924	16,994	75,035
Amounts owed to group undertakings	-	-	573,840	356,721
Corporation tax	14,110	143,339	-	-
Social security and other taxes	1,267,039	4,082,293	-	-
Other creditors	76,441,339	193,941,917	-	-
Accrued expenses	57,653,981	73,724,755	98,887	34,078
	168,863,410	306,054,243	689,721	465,834

Other Creditors due within one year include £69,551,727 (2010 £89,257,472) owed by related parties as disclosed in note 23.

17 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Gr	Group	
	2011	2010	
		as restated	
	£	£	
Bank loans (see note 18)	1,171,698	1,250,681	
			

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

18	LOANS	
ı×		

An analysis of the maturity of loans is given below

	Group	
	2011	2010
		as restated
	£	£
Amounts falling due within one year or on		
demand Bank loans	136,654	134,015
Other loans	154,402	154,015
	291,056	134,015
	=	
Amounts falling due between one and two		
years Bank loans - 1-2 years	269,542	134,015
Dank found - 1 2 years	=======================================	====
Amounts falling due between two and five		
years		
Bank loans - 2-5 years	404,312	402,044
Anna of Cilina day of the Con-		
Amounts falling due in more than five years Repayable by instalments		
Bank loans more than 5 years		
by instalment	497,844	714,622
		
	497,844	714,622
		
PROVISIONS FOR LIABILITIES		
I ROTISIONS FOR LIABILITIES		
	•	

19

	Group	
	2011	2010
		as restated
	£	£
Deferred tax	64,130	64,130
		
Group		Deferred
		tax
		£
Balance at 1 March 2010		64,130
		
Balance at 28 February 2011		64,130
		

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

20	CALLED UP	SHARE CAPITAL			
	Allotted, issued Number	l and fully paid Class	Nomin valu	2011	2010 as restated
	200	Ordinary share	£0 01	£ 2	£
21	RESERVES				
	Group				Profit and loss account £
	At 1 March 20 Prior year adjus				10,716,530 (16,456,765)
	Profit for the ye	ear			(5,740,235) 11,664,937
	At 28 February	2011			5,924,702
	Company				Profit and loss account
	At 1 March 20 Deficit for the				(222,050) (207,663)
	At 28 February	2011			(429,713)

The relevant information related to prior year adjustment is outlined in note 10

22 CONTINGENT LIABILITIES

The directors are aware of potential claims by UK Revenue & Customs against three subsidiary companies for VAT in respect of alleged UK supplies of services that the UK Revenue & Customs contend were made in previous years

However, the directors are of the opinion that no liability for UK VAT will materialise, and in the case of one subsidiary would then result in UK Revenue & Customs making a repayment for Input VAT Accordingly, it is not possible to quantify with any certainty the potential costs of settling these claims

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

23 RELATED PARTY DISCLOSURES

Mr A Subaskaran owns 90 5% of the issued share capital of the companies for which information is disclosed below

Mrs P Subaskaran owns 90 5% of Hastings Trading e Serviços Lda and its subsidiaries

During the year the company had various transactions with these companies which are listed below

	_	Purchases from Related Parties £	Sales to Related Parties £	Amounts Owed to Related Parties £	Amounts Owed from Related Parties £
Lycamobile AG				"	
	2011	8,217,755	880,984	12,101,502	0
	2010	9,441,832	7,762,913	6,673,092	0
Lycamobile BV					
	2011	0	0	192,573	O
	2010	0	0	0	5,719
Lycamobile GmbH					
•	2011	0	0	0	2,558
	2010	1,669,459	0	0	0
Lycamobile Sp Z o o					
•	2011	0	0	0	4,794
	2010	0	0	0	0
Lycamobile Germany GMBH					
	2011	0	0	0	8,526
	2010	0	0	0	0
Lycamobile AS					
	2011	0	0	0	33,574
	2010	0	0	0	0
Lycatel Germany GMBH					
·	2011	0	0	0	271,707
	2010	0	0	0	31,772
U Can Fly Ltd					
·	2011	0	0	0	168,680
	2010	0	0	0	C
Lycamoney Ltd					
-	2011	0	0	0	611,200
	2010	0	0	0	36,200
Hastings Trading e Serviços Lda					
,	2011	0	0	0	24,642,253
	2010	0	0	0	24,766,687

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

Lycamobile Belgium Ltd					
•	2011	0	17,230,211	0	12,744,132
	2010	0	1,706,845	0	1,284,934
Lycamobile Denmark APS					
•	2011	103,365	803,930	1,476,352	0
	2010	0	0	0	6,066
Lycamobile Denmark Ltd					
	2011	77,955	0	0	1,477,092
	2010	0	0	0	33,690
Lycamobile Distribution Ltd					
	2011	6,152,339	3,144,168	0	6,616,963
	2010	9,519,239	0	0	11,531,592
Lycamobile Ltd					
	2011	31,663,333	0	0	10,627,605
	2010	17,844,828	112,764,634	0	41,499,347
Lycamobile Netherlands Ltd	_				
	2011	11,325,555	78,684,900	0	5,062,138
	2010	0	5,406,597	8,603,554	0
Lycamobile Norway Ltd					
	2011	107,239	1,396,127	0	3,209,167
	2010	0	0	0	0
Lycamobile Norway Ltd (Bran					
	2011	123,386	27,500	2,540,778	0
	2010	0	0	0	0
Lycamobile Pty Ltd					
	2011	0	273,435	0	2,483,668
	2010	0	0	0	0
Lycamobile SL					
	2011	78,216	396,134	0	2,041,776
	2010	0	0	0	106,153
Lycamobile SPRL					_
	2011	15,464,803	226,956	21,925,685	0
· · · · · · · · · · · · · · · · · · ·	2010	0	226,956	8,737,365	0
Lycamobile SRL					
	2011	3,496,439	39,360	2,704,876	0
	2010	0	0	0	868,788
Lycamobile Sweden Ltd (Irela					
	2011	0	5,794,054	0	5,806,232
· -	2010	0	0	0	0
Lycamobile Sweden Ltd					
					
-,	2011 2010	0	0 0	0 0	3,642,338 1,164,036

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NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

					Lycamobile Sweden AB
(15,936,891	99,360	81,858	2011	
(5,033,038	91,080	4,251	2010	
					Lycamobile Switzerland Ltd
652,666	0	15,418,771	0	2011	·
42,498		1,021,046	0	2010	
					Lycamobile UK Ltd
17,749,174	11,204,609	47,599,345	3,000	2011	•
90,489,864	0	54,087,681	236,575	2010	
		-			Lycatel Australia Pty Ltd
77,901	0	127,083	61,187	2011	•
	0	0	0	2010	
					Lycatel Carrier Services Ltd
•	555,110	2,303,458	6,538,943	2011	
1,718,886	0	242,204	0	2010	
					Lycatel Distribution UK Ltd
32,177,259	0	25,513,564	786,646	2011	
	60,210,423	41,912,868	144,887	2010	
					Lycatel BOS Pvt Ltd
367,625	0	74,658	0	2011	
244,299	0	0	999,221	2010	
-	-				Lycatel BPO Pvt Ltd
(913,351	0	914,050	2011	
	0	0	0	2010	
_				vt Ltd	Plintron Global Technologies P
436,031	0	0	378,025	2011	•
305,890	0	0	937,469	2010	

The remuneration of key management personnel amounted to £2,605,535 (2010 - £1,762,901)

24 ULTIMATE CONTROLLING PARTY

The majority beneficial owner of WWW Holding Company Limited is Allirajah Subaskaran

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 28 FEBRUARY 2011

25 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group	2011	2010
	£	as restated £
Profit/(Loss) for the financial year	11,664,937	(6,750,321)
Net addition/(reduction) to shareholders' funds Opening shareholders' funds (originally £10,716,532 before	11,664,937	(6,750,321)
prior year adjustment of £(16,456,765))	(5,740,233)	1,010,088
Closing shareholders' funds	5,924,704	(5,740,233)
Company		
	2011	2010 as restated
	£	£
Loss for the financial year	(207,663)	(19,517)
Net reduction of shareholders' funds	(207,663)	(19,517)
Opening shareholders' funds	(222,048)	(202,531)
Closing shareholders' funds	(429,711)	(222,048)