

REGISTERED NUMBER: 05049626 (England and Wales)

WWW Holding Company Limited

Annual report and financial statements
for the period 1 March 2016 to 31 December 2016
Registered number 05049626 (England and Wales)



WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

	Page
Company Information	1
Report of the Directors	2 - 4
Independent Auditor's Report to the Members of WWW Holding Company Limited	5 - 6
Profit and Loss Account and Other Comprehensive Income	7
Statement of Financial Position	8
Statement of Changes in Equity	9
Statement of Cash flows	10
Notes to the Financial Statements	11 - 22

WWW HOLDING COMPANY LIMITED

**COMPANY INFORMATION
FOR THE PERIOD ENDED 31 DECEMBER 2016**

DIRECTORS: A Subaskaran
A S Premananthan

SECRETARY: A S Premananthan

REGISTERED OFFICE: 3rd Floor
Walbrook Building
195 Marsh Wall
London
E14 9SG

REGISTERED NUMBER: 05049626 (England and Wales)

INDEPENDENT AUDITOR: PKF Littlejohn LLP
Statutory Auditor
1 Westferry Circus
Canary Wharf
London
E14 4HD

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**REPORT OF THE DIRECTORS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

The directors present their report with the financial statements of the Company for the period ended 31 December 2016. The Company shortened its accounting period from 28 February 2017 to 31 December 2016 to be coterminous with other related party undertakings under common control. The Company has not prepared consolidated financial statements due to short term time and resource constraints.

PRINCIPAL ACTIVITY & REVIEW OF BUSINESS

The principal activity of the Company in the period under review was that of a holding company.

The Company's principal investment is in its fully owned subsidiaries which amount to £82,108 (2016: £82,108). In the current period the Company recognised interest receivable of £5,002,255 from Thames Quay Properties Holding Limited and £318,497 on amounts due from its shareholders.

The Company has net assets at the year-end of £1,288,588 (2016 liabilities: £3,966,728). The most significant balances on the balance sheet are other debtors and other creditors which are primarily related party balances. The principal risks and uncertainties of the Company are therefore the recoverability of these debtor balances and the ability to repay, when required, the related liabilities.

GOING CONCERN

The financial statements have been prepared on a going concern basis. The directors believe the Company will be able to continue to operate and meet its obligations as they fall due for the foreseeable future.

In order to meet its day to day working capital requirements the Company is reliant on the amount and timing of cash receipts and payments, notably interest derived from Group companies and related parties and ultimately the continued support of its controlling shareholder, Mr A Subaskaran.

The Company, its subsidiaries and its related parties form an operating model that ensures revenue and profits are economically allocated to the company which has earned them. As such the Company has substantial trading transactions with other related party companies and there may be significant amounts due to or from those parties that are repayable on demand. The Company may be called upon to fund related parties however there is no obligation to do so.

As a consequence of this, the operating model exposes each company to cash needs as well as operational risks of those affiliated and related companies. Within a number of those companies, there are net liabilities as well as net assets, elements of litigation with external parties and tax authority challenges and risks associated with local legislation interpretations. These factors could result in potential liabilities and a drain in cash resources across the operating model and the companies which are part of it. Accordingly, the timing and amount of cash available to the Company to meet its liabilities as they fall due may be affected by the uncertain future working capital needs of those parties. Related party liabilities will be settled only when sufficient surplus working capital is available.

Operational cashflow forecasts for this company and related party companies have been prepared on an aggregate basis for the period ending 31 December 2019. The forecast takes account of the market conditions and risk factors faced by all entities involved in the model. This aggregated forecast shows the group of affiliated and related companies, whom are all under the common control of Mr A Subaskaran, the ultimate controlling party of WWW Holding Company, being profit generating and cash generating for the period ending 31 December 2019 and that the aggregated companies have the ability to meet future resourcing requirements and settle related party debts as they fall due, within this group.

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**REPORT OF THE DIRECTORS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

The Directors have further mitigated any potential related party risk by receiving an undertaking from the owners of certain material related party creditor companies that liabilities will not be demanded and repaid to the related party companies for a period of at least 12 months from the date of signing these financial statements, unless significant surplus funds are available, or if doing so could jeopardise, in the opinion of the Directors, the Company's ability to meet its debts as they fall due.

As referred to in notes 10 and 11, the Company has recorded a corporation and section 455 liability of £4.0m plus a provision of £7.6m with regard to ongoing enquiries by HMRC into the Controlled Foreign Company ("CFC) Tax Regime. The Directors believe that they have strong grounds and arguments to support the Company's CFC position. Despite the uncertain nature of the timing and quantum of a potential liability, the Directors consider that there is a remote likelihood of any amount relating to this provision being payable within the next 12 months from approval of these financial statements, due to the complexity of the matter and length of appeal process. This remote financial risk has been further mitigated by the availability of financial support from related parties, should it be required. The Directors have confirmed the validity of the conclusion by undertaking a review of the cashflows for the related party companies within the aggregated entities which show sufficient cashflow headroom for this provision to be met from wider operational cashflow.

The Directors have concluded both at an aggregate level to 31 December 2019 and at a company only level to 31 December 2019 that the Company will have adequate working capital resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing these Financial Statements. However, the tax liability uncertainty and related party operating model indicate the existence of a material uncertainty regarding going concern. The financial statements do not include any of the adjustments that would be necessary were the going concern basis to be inappropriate.

DIVIDENDS

No dividends have been declared or distributed for the period ended 31 December 2016 (2016: nil).

DIRECTORS

The directors who have held office during the period from 1 March 2016 to the date of this report are as follows:

A Subaskaran
A S Premananthan

POLITICAL DONATIONS AND EXPENDITURE

The Company has not made any political or charitable donations in the period ended 31 December 2016 (2016: nil).

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**REPORT OF THE DIRECTORS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) including Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102).

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.

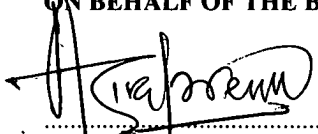
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

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 company's auditor is 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 company's auditor is aware of that information.

AUDITOR

PKF Littlejohn LLP were appointed auditor on 3 August 2017. PKF Littlejohn LLP has signified its willingness to continue in office as auditor.

ON BEHALF OF THE BOARD:


.....
A S Premananthan
Director
9 MAY 2018

**WWW HOLDING COMPANY LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WWW HOLDING COMPANY
LIMITED**

We have audited the financial statements of WWW Holding Company Limited for the period 1 March 2016 to 31 December 2016 which comprise the Profit and Loss Account and Other Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 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.

Basis for qualified opinion on financial statements

As explained in note 1 to the financial statements, consolidated financial statements, as required by the Companies Act 2006 have not been prepared. The audit opinion on the financial statements for the year ended 29 February 2016 was also qualified with regard to the same non-preparation of consolidated financial statements.

Qualified Opinion on financial statements

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion on financial statements paragraph, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its profit for the period 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.

**WWW HOLDING COMPANY LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WWW HOLDING
COMPANY LIMITED**

Emphasis of matter – Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the Company's ability to continue as a going concern. These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt on the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

Opinion on other matter prescribed by the Companies Act 2006

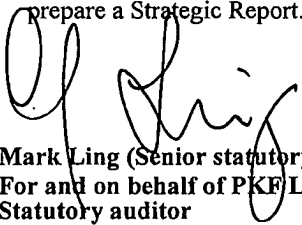
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report have been prepared in accordance with applicable legal requirement.

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; or
- the Directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report.


Mark Ling (Senior statutory auditor)
For and on behalf of PKF Littlejohn LLP
Statutory auditor

9 May 2018

1 Westferry Circus
Canary Wharf
London
E14 4HD

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2016**

	Notes	10 months ended 31 December 2016 £	Year ended 29 February 2016 £
TURNOVER		-	-
Administrative expenses		<u>(86,620)</u>	<u>(119,520)</u>
OPERATING LOSS	4	(86,620)	(119,520)
Interest receivable and similar income	6	5,855,673	5,306,784
Interest payable and similar charges	5	<u>(36,164)</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		5,732,889	5,187,264
Tax credit/(charge) on profit on ordinary activities	7	<u>2,174,100</u>	<u>(2,484,057)</u>
PROFIT FOR THE FINANCIAL PERIOD/YEAR		<u>7,906,989</u>	<u>2,703,207</u>

OTHER COMPREHENSIVE INCOME

The Company has no other comprehensive income or losses other than the profit for the current period and previous year, therefore no separate statement of other comprehensive income has been prepared.

CONTINUING OPERATIONS

All activities of the company are classed as continuing.

The notes on pages 11 to 22 form part of these financial statements.

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

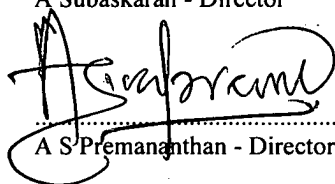
STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2016

			31 December 2016		29 February 2016
	Notes	£	£	£	£
NON- CURRENT ASSETS					
Investments	8		82,108		82,108
Debtors due after more than one year	9		73,650,375		49,479,132
			<u>73,732,483</u>		<u>49,561,240</u>
CURRENT ASSETS					
Debtors	9	453,130		425,209	
Cash at bank		<u>4,602</u>		<u>1,381</u>	
		457,732		426,590	
CREDITORS					
Amounts falling due within one year	10	<u>(65,283,615)</u>		<u>(43,004,558)</u>	
NET CURRENT LIABILITIES			<u>(64,825,883)</u>		<u>(42,577,968)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			8,906,600		6,983,272
PROVISIONS FOR LIABILITIES	11		(7,618,012)		(10,950,000)
NET ASSETS/(LIABILITIES)			<u>1,288,588</u>		<u>(3,966,728)</u>
CAPITAL AND RESERVES					
Called up share capital	12		2		2
Other reserves			(5,555,555)		(5,555,555)
Profit and loss account			6,844,141		1,588,825
SHAREHOLDERS' FUNDS/(DEFICIT)			<u>1,288,588</u>		<u>(3,966,728)</u>

The financial statements were approved by the Board of Directors on 9 MAY 2018 and were signed on its behalf by:



A Subaskaran - Director



A S Premananthan - Director

The notes on pages 11 to 22 form part of these financial statements.

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2016**

	Share capital	Other reserve	Retained earnings	Total
	£	£	£	£
As at 1 March 2015	2	(5,555,555)	(1,114,382)	(6,669,935)
Profit and total comprehensive income for the year	-	-	2,703,207	2,703,207
As at 29 February 2016	2	(5,555,555)	1,588,825	(3,966,728)
Profit and total comprehensive income for the period	-	-	7,906,989	7,906,989
Distribution (see note 9)	-	-	(2,651,673)	(2,651,673)
As at 31 December 2016	2	(5,555,555)	6,844,141	1,288,588

The other reserve listed above represents capital redeemed by the Company and share buy-back of securities held by a prior shareholder of the business, and form part of the retained earnings.

The notes on pages 11 to 22 form part of these financial statements

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**STATEMENT OF CASH FLOWS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

	Note	10 months ended 31 December 2016 £	Year ended 29 February 2016 £
Cash flows from operating activities			
Profit for the period/year		7,906,989	2,703,207
Adjustments for			
Interest receivable and similar income		(5,321,605)	(4,802,646)
Interest payable and similar charges		36,164	-
Foreign exchange gain		(534,068)	(504,138)
Tax (credit)/charge on profit on ordinary activities		(2,174,100)	2,484,057
		<u>(86,620)</u>	<u>(119,520)</u>
Decrease in debtors		10,143	66,688
Increase in creditors		62,415	115,382
Tax paid		(579,842)	-
Net cash (used in)/generated from operating activities		<u>(593,904)</u>	<u>62,550</u>
Cash flows from investing activities			
Loans advanced to related parties	14	(17,360,248)	(8,550,755)
Loans advanced to shareholders	9	(3,130,000)	-
Net cash used in investing activities		<u>(20,490,248)</u>	<u>(8,550,755)</u>
Cash flows from financing activities			
Proceeds from loans from related parties	14	21,087,373	8,489,305
Net cash from financing activities		<u>21,087,373</u>	<u>8,489,305</u>
Net increase in cash and cash equivalents		3,221	1,100
Cash and cash equivalents as at 1 March		1,381	281
Cash and cash equivalents as at 31 December / 29 February		<u>4,602</u>	<u>1,381</u>

The notes on pages 11 to 22 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

1. ACCOUNTING POLICIES

General information

WWW Holding Company Limited is a private company limited by shares and incorporated and domiciled in England, United Kingdom. The address of its registered office is 3rd Floor, Walbrook Building, 195 Marsh Wall, London, E14 9SG. The functional and presentational currency of the Company is GBP.

The Company changed the current reporting date to 31 December 2016 to be in line with other related companies, resulting in a 10 month reporting period. The comparative amounts presented in the financial statements represent a full year and are therefore not entirely comparable.

Statement of compliance

The Company financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ("FRS 102") and the Companies Act 2006. All amounts within the financial statements have been rounded to the nearest £1 unless otherwise stated.

Basis of Preparation

The financial statements have been prepared on a going concern basis, under the historical cost convention,

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 accounting policies. Judgements made by the directors in the application of these accounting policies that have a significant effect on the financial statements, and estimates with a significant risk of material adjustment in the next year, are discussed in note 15.

The directors have concluded that the financial statements give a true and fair view of the Company's financial position, financial performance and cash flows as per the Companies Act 2006 except the Company has not prepared consolidated financial statements in the current or prior period.

Preparation of consolidated financial statements

The Company has not complied with the requirements of the Companies Act 2006 to prepare consolidated financial statements that include the Company and its subsidiaries (the Group). The Company continues to experience significant resource constraints and as a result, the directors have been unable to prepare consolidated financial statements. These financial statements therefore represent parent company financial statements only.

Going Concern

The financial statements have been prepared on a going concern basis. The directors believe the Company will be able to continue to operate and meet its obligations as they fall due for the foreseeable future.

In order to meet its day to day working capital requirements the Company is reliant on the amount and timing of cash receipts and payments, notably interest derived from Group companies and related parties and ultimately the continued support of its controlling shareholder, Mr A Subaskaran.

The Company, its subsidiaries and its related parties form an operating model that ensures revenue and profits are economically allocated to the company which has earned them. As such the Company has substantial trading transactions with other related party companies and there may be significant amounts due to or from those parties that are repayable on demand. The Company may be called upon to fund related parties however there is no obligation to do so.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

1. **ACCOUNTING POLICIES** *(continued)*

Going Concern *(continued)*

As a consequence of this, the operating model exposes each company to cash needs as well as operational risks of those affiliated and related companies. Within a number of those companies, there are net liabilities as well as net assets, elements of litigation with external parties and tax authority challenges and risks associated with local legislation interpretations. These factors could result in potential liabilities and a drain in cash resources across the operating model and the companies which are part of it. Accordingly, the timing and amount of cash available to the Company to meet its liabilities as they fall due may be affected by the uncertain future working capital needs of those parties. Related party liabilities will be settled only when sufficient surplus working capital is available.

Operational cashflow forecasts for this company and related party companies have been prepared on an aggregate basis for the period ending 31 December 2019. The forecast takes account of the market conditions and risk factors faced by all entities involved in the model. This aggregated forecast shows the group of affiliated and related companies, whom are all under the common control of Mr A Subaskaran, the ultimate controlling party of WWW Holding Company, being profit generating and cash generating for the period ending 31 December 2019 and that the aggregated companies have the ability to meet future resourcing requirements and settle related party debts as they fall due, within this group.

The Directors have further mitigated any potential related party risk by receiving an undertaking from the owners of certain material related party creditor companies that liabilities will not be demanded and repaid to the related party companies for a period of at least 12 months from the date of signing these financial statements, unless significant surplus funds are available, or if doing so could jeopardise, in the opinion of the Directors, the Company's ability to meet its debts as they fall due.

As referred to in notes 10 and 11, the Company has recorded a corporation and section 455 liability of £4.0m plus a provision of £7.6m with regard to ongoing enquiries by HMRC into the Controlled Foreign Company ("CFC) Tax Regime. The Directors believe that they have strong grounds and arguments to support the Company's CFC position. Despite the uncertain nature of the timing and quantum of a potential liability, the Directors consider that there is a remote likelihood of any amount relating to this provision being payable within the next 12 months from approval of these financial statements, due to the complexity of the matter and length of appeal process. This remote financial risk has been further mitigated by the availability of financial support from related parties, should it be required. The Directors have confirmed the validity of the conclusion by undertaking a review of the cashflows for the related party companies within the aggregated entities which show sufficient cashflow headroom for this provision to be met from wider operational cashflow.

The Directors have concluded both at an aggregate level to 31 December 2019 and at a company only level to 31 December 2019 that the Company will have adequate working capital resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing these Financial Statements. However, the tax liability uncertainty and related party operating model indicate the existence of a material uncertainty regarding going concern. The financial statements do not include any of the adjustments that would be necessary were the going concern basis to be inappropriate.

Interest income

Interest income is recognised using the effective interest rate method.

Interest payable

Interest expenses are recognised in profit or loss using the effective interest rate method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

1. ACCOUNTING POLICIES *(continued)*

Taxation

Tax on the profit or loss for the period comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the period, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the reporting date. Deferred tax balances are not discounted. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account.

Basic financial instruments

Investments in subsidiaries, jointly controlled entities and associates

These are separate financial statements of the Company. Investments in subsidiaries, jointly controlled entities and associates are carried at cost less impairment with net revaluation gains recognised in other comprehensive income and net revaluation losses in profit or loss.

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

1. ACCOUNTING POLICIES *(continued)*

Basic financial instruments *(continued)*

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Provisions

A provision is recognised in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Related party transactions

The Company discloses transactions with related parties which are not wholly owned within the same group. It does not disclose transactions with members of the same group that are wholly owned.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

2. STAFF COSTS

There were no staff costs for the period ended 31 December 2016 nor for the year ended 29 February 2016.

3. DIRECTORS' EMOLUMENTS

The directors have not received any emoluments for their services for the financial period ended 31 December 2016, or for the year ended 29 February 2016, paid directly from the Company or its subsidiaries. They do receive payments from other entities related by virtue of control. These are listed below.

	Period ended 31 December 2016 £'000	Year ended 29 February 2016 £'000
Directors' remuneration – A Subaskaran	1,667	2,000
Directors' remuneration – A S Premananthan	<u>333</u>	<u>638</u>

The director, Mr A Subaskaran received payment for service to the Company and other related parties from Lycamobile UK Limited, a company related by virtue of common control. The director, Mr A S Premananthan received remuneration for service to the Company and other related parties which was paid by Lycatel Services Limited, a related company by virtue of common control.

No amount was paid in terms of long term incentive schemes or any pension contributions were made on behalf of the director. All directors' emoluments are aggregate remuneration in respect of qualifying services.

4. OPERATING LOSS

The operating loss is stated after charging:

	Period ended 31 December 2016 £	Year ended 29 February 2016 £
Auditor's remuneration	<u>62,500</u>	<u>120,000</u>

5. INTEREST PAYABLE AND SIMILAR CHARGES

	Period ended 31 December 2016 £	Year ended 29 February 2016 £
Interest payable	<u>36,164</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	Period ended 31 December 2016 £	Year ended 29 February 2016 £
Net foreign exchange gain	534,068	504,138
Interest receivable on financial assets at amortised cost	<u>5,321,605</u>	<u>4,802,646</u>
	<u>5,855,673</u>	<u>5,306,784</u>

7. TAXATION

Analysis of (credit)/charge in period:

	Period ended 31 December 2016 £	Year ended 29 February 2016 £
<i>UK corporation tax</i>		
Current tax charge on income for the period	1,151,396	1,051,085
(Decrease)/Increase in provision for CFC (see note 11)	(3,331,988)	1,450,000
Adjustments in respect of prior periods	6,492	(17,028)
	<u>(2,174,100)</u>	<u>2,484,057</u>
Total current tax (credit)/charge	(2,174,100)	2,484,057
	<u>(2,174,100)</u>	<u>2,484,057</u>

Factors affecting the tax charge for the current period

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015.

An additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

The differences are explained below.

	Period ended 31 December 2016 £	Year ended 29 February 2016 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	5,732,889	5,187,264
Current tax at 20% (Feb 2016: 20%)	1,146,578	1,037,453
<i>Effects of:</i>		
Expenses not deductible for tax purposes	4,818	13,632
(Decrease)/Increase in provision for CFC (note 11)	(3,331,988)	1,450,000
Adjustments in respect of prior years	6,492	(17,028)
Total current tax charge (see above)	<u>(2,174,100)</u>	<u>2,484,057</u>

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

8. INVESTMENTS

COST AND NET BOOK VALUE	Shares in group undertakings
At 1 March 2016 and 31 December 2016	£
	<u>82,108</u>

The undertakings in which the Company's interest at the period is more than 20% are as follows:

Subsidiary undertakings	Registered address	Principal activity	% held	Share class
Lycatel Services Ltd	195 Marsh Wall, London, E14 9SG, UK	Telecommunications & Support services	100	Ordinary
Switchware Ltd	195 Marsh Wall, London, E14 9SG, UK	IT Support Services	100	Ordinary
Lycatel (UK) Ltd	195 Marsh Wall, London, E14 9SG, UK	Dormant	100	Ordinary
Lycatel Property Services Ltd	195 Marsh Wall, London, E14 9SG, UK	Property Investment	100	Ordinary
Lycatel LLC	24 Commerce Street, Suite 100, Newark, NJ 07102, USA	Telecommunications & Support Services	99	Cap
Lycatel Canada Inc	305 Milner Avenue, Suite 304, Scarborough, Ontario, M1B 3V4, Canada	Telecommunications	100	Ordinary
Lycatel GmbH	Hermetschloostrasse 73, 8048 Zürich, Switzerland	Telecommunications & Support Services	95	Ordinary
Lycatel BV	Robijnlaan 19, 2132WX Hoofddorp, The Netherlands	Support Services	100	Ordinary
Lycatelcom LDA	Rua da Mouraria, n.º 9-3.º D, 9000-047 Funchal, Madeira Portugal	Telecommunications	100	Ordinary
Lycatel Property Management Services Ltd	195 Marsh Wall, London, E14 9SG, UK	Property Investment	100	Ordinary
Lycatel Ireland Ltd	22 Clanwilliam Square, Grand Canal Quay, Dublin 2 Republic of Ireland	Telecommunications	100	Ordinary

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

8. FIXED ASSET INVESTMENTS (Continued)

Subsidiary undertakings	Registered address	Principal activity	% held	Share class
Lycatel Greece Ltd	22 Clanwilliam Square, Grand Canal Quay, Dublin 2 Republic of Ireland	Dormant	100	Ordinary
Lycatel Cyprus Ltd	22 Clanwilliam Square, Grand Canal Quay, Dublin 2 Republic of Ireland	Dormant	100	Ordinary
Lycatel Ireland Distribution Limited	22 Clanwilliam Square, Grand Canal Quay, Dublin 2 Republic of Ireland	Telecommunications	100	Ordinary
Lycatel Denmark APS	Ørestads Boulevard 61 F 1, 2300 København S, Denmark	In Liquidation	100	Ordinary
Lycatel Unipessoal LDA	Portu Avenida João Crisóstomo, 24, 1050-127 Lisboa Portugal	Support Services	100	Ordinary
Hasting Denmark APS	Vibevej 7A, 2400 København NV, Denmark	Support Services	100	Ordinary
Gnanam Distribution Holding Limited	195 Marsh Wall, London, E14 9SG, UK	Dormant	100	Ordinary
Gnanam Europe Limited	195 Marsh Wall, London, E14 9SG, UK	Dormant	100	Ordinary
Gnanam Telecom Centers SPRL	Hermesstraat 8c, 1930 Zaventem, Belgium	Telecommunications and Support Services	100	Ordinary
Gnanam Telecom Centers AB	Götgatan 27, 1 tr, 116 21 Stockholm, Sweden	Telecommunications and Support Services	100	Ordinary

9. DEBTORS

	31 December 2016 £	29 February 2016 £
Due within one year:		
Directors' and shareholder loans	171,069	152,978
Other debtors – amounts due from related parties	282,061	272,231
	<u>453,130</u>	<u>425,209</u>
Due after more than one year:		
Shareholder loans	3,791,490	3,000,000
Corporation tax	1,817,562	800,312
Other debtors – amounts due from related parties	68,041,323	45,678,820
	<u>73,650,375</u>	<u>49,479,132</u>
	<u><u>74,103,505</u></u>	<u><u>49,904,341</u></u>

Directors' and shareholder loans of £171,069 (2016: £152,978) are due from the directors and shareholders of the Company as at 31 December 2016. The loans bear interest at 5% per annum and the full loans are repayable on demand. The loans are repayable by A.Subaskaran: £166,809 (2016: £149,183), A. S. Permananthan: £1,420 (2016: £1,265), C Tooley £1,420 (2016: £1,265) and M A Malique £1,420 (2016: £1,265).

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

9. DEBTORS (Continued)

Other debtors include £68,323,384 (2016: £45,951,051) owed by related parties as disclosed in Note 14. £68,041,323 (2016: £45,678,820) of the amount shown in other debtors is for a loan to a related party, which is denominated in GBP. The loan matures in 2018 and bears interest of 12% per annum and the loan is fully repayable on maturity. Hence this debtor is due after more than one year. All remaining other debtors are due within one year.

Loans to Shareholders

Loans to parties listed below represent transactions that had initially been provided at a rate that is less than market value and have been discounted back at a commercial rate over the expected term of the loan. Transactions that fall under this category are as follows:

Party	Loan issue date	Loan amount £'000	Loan Term	Interest rate as per agreement	Commercial interest rate applied	Fair value of loan as at 31 December 2016 £'000	Fair value of loan as at 29 February 2016 £'000
A S Premananthan	02/05/2016	2,950	5 years	0%	12%	1,808	N/A
M A Malique	11/01/2016 24/02/2016	300 2,700	5 years 5 years	0%	12%	191 1,685	300 2,700
C Tooley	18/07/2016	180	5 years	0%	12%	107	N/A

No repayments were made against any loan during the period. All loans are repayable at the expiry of the loan term.

The difference between the fair value of the loans and the original loan value is £2,651,673 and this has been recorded as a distribution. Subsequent to this, a discount of £313,163 has been unwound during the period.

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 December 2016 £	29 February 2016 £
Trade creditors	-	-
Amounts owed to group undertakings	42,141,094	21,662,832
Other creditors – amounts due to related parties	18,889,163	18,783,326
Corporation tax	3,995,858	2,363,400
Accrued expenses	257,500	195,000
	<u>65,283,615</u>	<u>43,004,558</u>

Other creditors include £18,889,163 (2016: £18,783,326) owed to related parties as disclosed in Note 14 and are repayable on demand. Amounts owed to group undertakings represent liabilities to subsidiaries which are repayable upon demand.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

11. PROVISIONS FOR LIABILITIES

	Other provisions £	Total £
At beginning of period	10,950,000	10,950,000
Credit to profit or loss for the period	(3,331,988)	(3,331,988)
At end of period	<u>7,618,012</u>	<u>7,618,012</u>

The directors are in the process of assessing the Company's operating model and group structure with regards to the Controlled Foreign Company ("CFC") Tax structure. UK resident companies are subject to a charge for tax on undistributed income of low tax controlled foreign companies of which they are shareholders if certain conditions apply. Following their preliminary assessment based on the most current information, the directors made a provision for a potential tax liability of £10.95m in February 2016 including interest and penalties. The revised estimate of this potential liability at 31 December 2016 is £7.62m. The Directors note that there is a possibility the final settled amount could differ from this provision due to the fact that it is anticipated that various exemptions will be available, however the rules are complex and discussions are on-going. The Directors believe that they have strong grounds and arguments to support the Company's CFC position. During 2015, HMRC raised initial queries into the Company's CFC position, and have continued with their investigation during 2016, but no assessment for any amount due has been raised and no judgements have been taken. HMRC have issued a claim notice in respect of the financial years 2012 and 2013 which the directors do not consider will become payable and have therefore not included a provision for this amount. Further detail is included within note 15.

12. CALLED UP SHARE CAPITAL

	31 December 2016 £	29 February 2016 £
Allotted, called up and fully paid		
184 Ordinary shares of £0.01	<u>2</u>	<u>2</u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

13. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is A Subaskaran.

WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016**

14. RELATED PARTY DISCLOSURES

The transactions between WWW Holding Company Limited and following group and related party companies are set out below:

Lycatel Ireland Limited, Lycatel Services Limited, Switchware Limited, Hastings Denmark Aps, Lycatel Cyprus Limited, Lycatel Greece Limited, Lycatel Denmark Aps and Lycatelcom LDA are wholly owned subsidiaries of WWW Holding Company Limited in which Mr A Subaskaran owns 97.8% of the issued share capital. The Director of Gnanam Distribution Holding Limited owns Universal Services 2006 Srl. Mrs P Subaskaran owns 98.5% of the issued share capital of Pettigo Comércio Internacional Lda. Mr A Subaskaran owns 98.5% of the issued share capital of the Lycamobile UK Limited, Lycatel Distribution UK Limited and 98% of the share capital of Thames Quay Properties Holding Limited and Docklands Data Centre Limited.

WWW Holding Company Limited is part of the group controlled by Mr A Subaskaran. Mr A Subaskaran owns 97.8% of its share capital and controls numerous other entities with which WWW Holding Company Limited exchange funds as part of the group treasury function.

During the year the Company charged interest at the rate of 12% to Thames Quay Properties Holding Limited. The loan is unsecured, matures in 2018 and the full loan is repayable on maturity. The Company does not pay or receive interest on other related party balances and these balances are repayable/recoverable on demand.

		<i>Sales to related parties in the year</i>	<i>Purchases from related parties in the year</i>	<i>Cash loaned /(borrowed) in the year</i>	<i>Foreign Currency Revaluation</i>	<i>Amounts due from/(owed to) related parties</i>
Lycatel Services Ltd.	Dec-16	-	-	(8,200)	-	(13,144)
Lycatel Services Ltd.	Feb-16	-	-	-	-	(4,944)
Switchware Ltd.	Dec-16	-	-	-	-	(1,000)
Switchware Ltd.	Feb-16	-	-	-	-	(1,000)
Hasting Denmark APS	Dec-16	-	-	-	(1,154)	(14,344)
Hasting Denmark APS	Feb-16	-	-	-	(1,024)	(13,190)
Lycatel Cyprus Ltd	Dec-16	-	-	-	(13)	(171)
Lycatel Cyprus Ltd	Feb-16	-	-	-	(12)	(158)
Lycatel Greece Ltd	Dec-16	-	-	-	(13)	(171)
Lycatel Greece Ltd	Feb-16	-	-	-	(12)	(158)
Lycatel Denmark ApS	Dec-16	-	-	-	(10,374)	(128,958)
Lycatel Denmark ApS	Feb-16	-	-	-	(9,202)	(118,583)
Lycatel Ireland Ltd.	Dec-16	-	-	(20,458,500)	(6)	(40,908,306)
Lycatel Ireland Ltd.	Feb-16	-	-	(7,034,500)	(6)	(20,449,799)
Lycatelcom LDA	Dec-16	-	-	-	-	(1,075,000)
Lycatelcom LDA	Feb-16	-	-	(5,622,716)	(189,548)	(1,075,000)
Total Subsidiaries	Dec-16	-	-	(20,466,700)	(11,561)	(42,141,094)
Total Subsidiaries	Feb-16	-	-	(12,657,216)	(199,804)	(21,662,833)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2016

14. RELATED PARTY DISCLOSURES (Continued)

		<i>Sales to related parties in the year</i>	<i>Purchases from related parties in the year</i>	<i>Cash loaned / (borrowed) in the year</i>	<i>Foreign Currency Revaluation</i>	<i>Amounts due from/(owed to) related parties</i>
Universal Services 2006 SRL	Dec-16	-	-	-	9,830	127,712
Universal Services 2006 SRL	Feb-16	-	-	-	9,138	117,882
Pettigo Comércio Internacional Lda	Dec-16	-	-	-	(2,299)	(29,064)
Pettigo Comércio Internacional Lda	Feb-16	-	-	-	(2,137)	(26,766)
Lycamobile UK Ltd.	Dec-16	-	-	(428,710)	525,419	(18,659,936)
Lycamobile UK Ltd.	Feb-16	-	-	5,622,716	677,985	(18,756,645)
Lycatel Distribution UK Ltd.	Dec-16	-	-	-	-	154,348
Lycatel Distribution UK Ltd.	Feb-16	-	-	-	-	154,348
Thames Quay Properties Holdings Ltd.	Dec-16	5,002,255	-	17,360,248	-	68,041,323
Thames Quay Properties Holdings Ltd.	Feb-16	4,791,737	-	4,129,367	-	45,678,820
Docklands Data Centre Limited	Dec-16	-	-	(200,163)	-	(200,163)
Docklands Data Centre Limited	Feb-16	-	-	-	-	-
Total Other Related Parties	Dec-16	5,002,255	-	16,731,375	532,951	49,434,221
Total Other Related Parties	Feb-16	4,791,737	-	9,752,083	684,987	27,167,640
Total Related Parties	Dec-16	5,002,255	-	(3,735,325)	521,390	7,293,127
Total Related Parties	Feb-16	4,791,737	-	(2,905,133)	485,183	5,504,807

The above transactions result in the following balances due to/from related parties:

	Period ended 31 December 2016	Year ended 29 February 2016
Other Debtors (note 9)		
Amounts falling due within one year	282,061	272,231
Amounts falling due after more than one year	68,041,323	45,678,820
Creditors (note 10)		
Amounts owed to group undertakings	42,141,094	21,662,832
Other creditors	18,889,163	18,783,326
Total net related parties	7,293,127	5,504,893

15. CONTINGENT LIABILITY

Provision for Tax Penalty

In addition to the estimated provision recognised in respect of the ongoing discussion with HMRC into the CFC exemption (see note 11), HMRC have raised a tax related claim for the financial years 2012 and 2013 under paragraph 50 of Schedule 36 to Finance Act 2008. The claim equates to an HMRC estimate of corporation tax due for these years amounting to £8,285,000 combined. No assessment has been raised in this amount and the directors dispute this claim in full. No provision therefore has been recognised in the financial statements.