

REGISTERED NUMBER: 05049626 (England and Wales)

## WWW Holding Company Limited

Annual report and financial statements

for the year ended 29 February 2016

Registered number 05049626 (England and Wales)

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**WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**

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FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**WWW HOLDING COMPANY LIMITED**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**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)

**AUDITOR:** KPMG LLP  
15 Canada Square  
Canary Wharf  
London  
E14 5GL

**STRATEGIC REPORT  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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The directors present their Strategic Report with the financial statements of the Company for the year ended 29 February 2016.

**REVIEW OF BUSINESS**

The Company in principally set-up as a holding company, thus the company has no trading activities on which to report. As a result the company does not monitor its business based on KPIs.

The Company's principal investment is in its fully owned subsidiaries which amount to £82,108 (2015: £82,108). In the current year the Company received interest of £4,791,737 from Thames Quay Properties Limited and £10,908 from its shareholders.

The company has net liabilities at the year-end of £3,966,728 (2015: net liabilities £6,669,935). The most significant balances on the balance sheet are other debtors and other creditors which primarily relate to related party balances. The principal risks and uncertainties of the company are therefore the recoverability of these debtor balances.

***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.

The Company has a shareholder's deficit of £3,966,728 at 29 February 2016 compared with a prior year deficit of £6,669,935 and net current assets of £6,901,164 (2015: £2,747,957). The primary movement in the year is the net result of interest income received from Thames Quay Properties Limited in which Mr Subaskaran owns a substantial (97.8%) shareholding. Unaudited draft management accounts prepared by the company for the 10 months ending 31 December 2016, being the latest management accounts available, indicate a draft profit of £4.2m was achieved in that period. The draft shareholders' surplus at that date was £0.3m.

However, 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 and dividends, derived from Group companies and related parties and ultimately the continued support of its controlling shareholder, Mr A Subaskaran.

The company and its related parties form an operating model similar to a group, save that there is no common corporate shareholder/controller, with 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.

As a consequence of this, the operating model exposes each company to cash needs as well as operational risks of those 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 legislative interpretations. These factors could result in potentially significant liabilities and a drain in cash resources across the operating model and the companies that 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.

As set out in note 11 and note 15, attention is drawn to a provision of £10,950,000 that has been recorded relating to a potential liability for tax. Subsequent to the year end £6,820,000 has been released on the grounds that the revised estimate of the potential liability at the date of the signing of these accounts has reduced. Should cash be required to settle the remaining potential liabilities, then the directors have received confirmation that support will be provided by related party companies sourced from within the operating model.

**WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**

**STRATEGIC REPORT  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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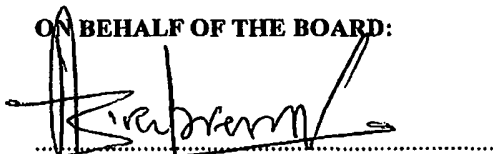
A forecast of trading cash inflows and outflows for this company and related party companies which form part of the core operating model noted earlier, has been prepared on an aggregate basis. The forecast takes account of the market conditions and risk factors faced by all entities involved in that model. This forecast shows the group of related companies, which 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 year ending 28 February 2018 .

A profitable performance for WWW Holding Company Limited is expected for the year ended 28 February 2017 once those draft financial statements are prepared. As well as the aggregated forecast to 28 February 2018, the directors have also prepared a trading forecast specifically for the Company covering the period to 31 December 2018. That forecast shows that the company is expected to continue to generate positive trading cash flows and net income.

The Directors have concluded, on the basis of the trading forecasts both at an aggregate level to 28 February 2018 and at a company only level to 31 December 2018, that the Company will have access to adequate working capital resources to continue in operational existence for at least 12 months from the date of signing these financial statements and for these reasons continue to adopt the going concern basis of accounting in preparing these financial statements.

However, the tax uncertainty and the related party operating model referred to above indicate the existence of a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern and that therefore the company may be unable to continue realising its assets and discharging its liabilities in the normal course of business.. The financial statements do not include any of the adjustments that would be necessary were the going concern basis to be inappropriate.

**ON BEHALF OF THE BOARD:**



A. S. Premanathan  
Director

Company registered number: 05049626

Company registered office: 3rd Floor, Walbrook Building, 195 Marsh Wall, London, E14 9SG

**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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The directors present their report with the financial statements of the Company for the year ended 29 February 2016. The Company has not prepared consolidated accounts due to short term time and resource constraints.

**PRINCIPAL ACTIVITY**

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

**DIVIDENDS**

No dividends have been declared or distributed for the year ended 29 February 2016 (2015: nil).

**DIRECTORS**

The directors who have held office during the period from 1 March 2015 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 year ended 29 February 2016 (2015: nil).

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, 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). 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 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 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.

**WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**

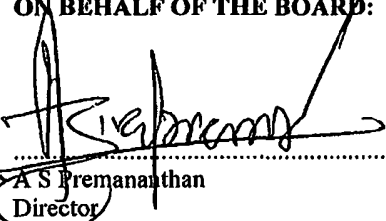
**REPORT OF THE DIRECTORS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**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.

**ON BEHALF OF THE BOARD:**



.....  
A S Premanathan  
Director

Company registered number: 05049626

Company registered office: 3rd Floor, Walbrook Building, 195 Marsh Wall, London, E14 9SG

## **Independent auditor's report to the members of WWW Holding Company Limited**

We were engaged to audit the financial statements of WWW Holding Company Limited for the financial year ended 29 February 2016 as set out in pages 8 to 24. 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 Statement of Directors' Responsibilities set out on page 4, 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**

A description of the scope of an audit of Financial Statements is provided on the Financial Reporting Councils website at [www.frc.org.uk/auditscopeprivate](http://www.frc.org.uk/auditscopeprivate).

### **Basis for disclaimer of opinion on financial statements**

The audit evidence available to us to confirm the appropriateness of preparing the financial statements on the going concern basis, which the directors explain in note 1 to the financial statements, was limited. This is because the company may need financial support from its related parties, as described in note 1, and whilst for those related parties together there is central oversight of trading forecasts and liquid resources there is no equivalent information available for the aggregate possible need for financial support for that network of related parties. Accordingly, we were unable to obtain sufficient, appropriate audit evidence as to the ability of the company to access financial support should it need to do so.

Although as a result of the above paragraph we do not express an opinion on the financial statements, there is the following matter that would have otherwise required a modification of our audit report.

As explained in note 1 to the financial statements, consolidated financial statements, as required by Companies Act 2006 have not been prepared. We qualified our audit opinion on the financial statements for the year ended 28 February 2015 with regard to the same non-preparation of consolidated financial statements.

### **Disclaimer of opinion on financial statements**

Because of the significance of the matter described in the first paragraph of the basis for disclaimer of opinion on financial statements section, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly we do not express an opinion on the financial statements.

### **Opinion on other matters prescribed by the Companies Act 2006**

Notwithstanding our disclaimer of an opinion on the financial statements, in our opinion the information given in the Strategic report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



**Independent auditor's report to the members of WWW Holding Company Limited - continued**

**Matters on which we are required to report by exception**

In respect solely of the limitation of our work referred to above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records have been kept by the company.

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:

- 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.



**David Neale (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
**Chartered Accountants**  
15 Canada Square  
London  
E14 5GL

Date : 22 March 2017

**WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**

**PROFIT AND LOSS ACCOUNT AND OTHER COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

	Notes	2016 £	2015 £
<b>TURNOVER</b>		-	-
Administrative expenses		<u>(119,520)</u>	<u>(292,447)</u>
<b>OPERATING LOSS</b>	4	(119,520)	(292,447)
Income from shares in group undertakings		-	6,956
Interest receivable and similar income	6	<u>5,306,784</u>	<u>2,840,892</u>
		5,187,264	2,555,401
Interest payable and similar charges	5	<u>-</u>	<u>(44,144)</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		5,187,264	2,511,257
Tax on profit on ordinary activities	7	<u>(2,484,057)</u>	<u>(529,030)</u>
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<u>2,703,207</u>	<u>1,982,227</u>

**CONTINUING OPERATIONS**

All activities of the company are classed as continuing.

**TOTAL RECOGNISED GAINS AND LOSSES**

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

The notes on pages 12 to 24 form a part of these financial statements.

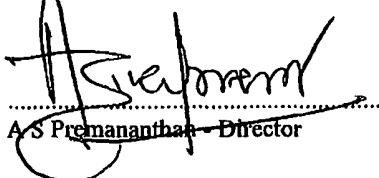
WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)

STATEMENT OF FINANCIAL POSITION  
AS AT 29 FEBRUARY 2016

	Notes	2016		2015	
		£	£	£	£
<b>FIXED ASSETS</b>					
Investments	8		82,108		82,108
<b>CURRENT ASSETS</b>					
Debtors (includes debtors due in more than one year £45,951,051 (2015: £36,300,831))	9	49,904,341		41,420,455	
Cash at bank		<u>1,381</u>		<u>281</u>	
		49,905,722		41,420,736	
<b>CREDITORS</b>					
Amounts falling due within one year	10	<u>(43,004,558)</u>		<u>(38,672,779)</u>	
<b>NET CURRENT ASSETS</b>			<u>6,901,164</u>		<u>2,747,957</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			6,983,272		2,830,065
<b>PROVISIONS FOR LIABILITIES</b>	11		<u>(10,950,000)</u>		<u>(9,500,000)</u>
<b>NET LIABILITIES</b>			<u>(3,966,728)</u>		<u>(6,669,935)</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	12		2		2
Other reserves			(5,555,555)		(5,555,555)
Profit and loss account			<u>1,588,825</u>		<u>(1,114,382)</u>
<b>SHAREHOLDERS' DEFICIT</b>			<u>(3,966,728)</u>		<u>(6,669,935)</u>

The financial statements were approved by the Board of Directors on 21<sup>st</sup> March 2017 and were signed on its behalf by:

  
A Subaskaran - Director

  
A S Premananthan - Director

The notes on pages 12 to 24 form a part of these financial statements.

**WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**

**STATEMENT OF CHANGES IN EQUITY  
AS AT 29 FEBRUARY 2016**

	<b>Share capital</b>	<b>Other reserve</b>	<b>Retained earnings</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
As at 1 March 2014	2	(5,555,555)	(3,096,609)	(8,652,162)
Profit for the year	-	-	1,982,227	1,982,227
As at 28 February 2015	2	(5,555,555)	(1,114,382)	(6,669,935)
Profit for the year	-	-	2,703,207	2,703,207
As at 29 February 2016	<u>2</u>	<u>(5,555,555)</u>	<u>1,588,825</u>	<u>(3,966,728)</u>

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 12 to 24 form a part of these financial statements

**STATEMENT OF CASH FLOWS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

	Note	2016 £	2015 £
<b>Cash flows from operating activities</b>			
Profit for the year		2,703,207	1,982,227
Adjustments for			
Depreciation, amortisation and impairment		-	171,264
Interest receivable and similar income		(4,802,646)	(3,617,926)
Interest payable and similar charges		-	44,144
Foreign exchange (gain)/loss		(504,138)	777,034
Tax on profit on ordinary activities		2,484,057	529,030
		<u>(119,520)</u>	<u>(114,227)</u>
Decrease/(increase) in debtors		66,688	(21,697)
Increase in creditors		115,382	3,117
Tax paid		-	-
<b>Net cash from operating activities</b>		<u><b>62,550</b></u>	<u><b>(132,807)</b></u>
<b>Cash flows from investing activities</b>			
Loans (advanced)/received during the year		(8,550,755)	10,123,277
Proceeds from shares in group undertakings		-	(6,956)
<b>Net cash from investing activities</b>		<u><b>(8,550,755)</b></u>	<u><b>10,116,321</b></u>
<b>Cash flows from financing activities</b>			
Proceeds from/(repayment) of borrowings		8,489,305	(6,258,721)
Purchase of own shares		-	(3,725,228)
<b>Net cash from financing activities</b>		<u><b>8,489,305</b></u>	<u><b>(9,983,949)</b></u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>1,100</b>	<b>(435)</b>
Cash and cash equivalents as at 1 March		<u>281</u>	<u>716</u>
<b>Cash and cash equivalents as at 29 February</b>		<u><b>1,381</b></u>	<u><b>281</b></u>

The notes on pages 12 to 24 form a part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**1. ACCOUNTING POLICIES**

**Basis of preparation**

The financial statements have been prepared in accordance with FRS102, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland.

FRS102 is mandatory for accounting periods beginning on or after 1 January 2015 but may be applied early to periods ending on or after 31 December 2012. WWW Holding Company Limited presents its financial statements under FRS102 for the first time this year. Information on the impact of the first-time adoption of FRS102 is provided in note 15 to the financial statements.

The preparation of financial statements in accordance with FRS102 requires the use of certain critical accounting estimates. It also requires the Company's management to exercise judgement in applying the accounting policies.

**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.

The Company has a shareholders deficit of £3,966,728 at 29 February 2016 compared with a prior year deficit of £6,669,935 and net current assets of £6,901,164 (2015: £2,747,957). The primary movement in the year is the net result of interest income received from Thames Quay Property Holdings Limited in which Mr Subaskaran owns a substantial (97.8%) shareholding. Unaudited draft management accounts prepared by the company for the 10 months ending 31 December 2016, being the latest management accounts available, indicate a draft profit of £4.2m was achieved in that period. The draft shareholders' surplus at that date was £0.3m.

However, 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 and dividends, derived from Group companies and related parties and ultimately the continued support of its controlling shareholder, Mr A Subaskaran.

The company and its related parties form an operating model similar to a group, save that there is no common corporate shareholder/controller, with 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.

As a consequence of this, the operating model exposes each company to cash needs as well as operational risks of those 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 legislative interpretations. These factors could result in potentially significant liabilities and a drain in cash resources across the operating model and the companies that 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.

As set out in note 11 and note 15, attention is drawn to a provision of £10,950,000 that has been recorded relating to a potential liability for tax. Subsequent to the year end £6,820,000 has been released on the grounds that the revised estimate of the potential liability at the date of the signing of these accounts has reduced. Should cash be required to settle the remaining potential liabilities, then the directors have received confirmation that support will be provided by related party companies sourced from within the operating model.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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

**Going Concern** *(continued)*

A forecast of trading cash inflows and outflows for this company and related party companies which form part of the core operating model noted earlier, has been prepared on an aggregate basis. The forecast takes account of the market conditions and risk factors faced by all entities involved in that model. This forecast shows the group of related companies, which 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 year ending 28 February 2018 .

A profitable performance for WWW Holding Company Limited is expected for the year ended 28 February 2017 once those draft financial statements are prepared. As well as the aggregated forecast to 28 February 2018, the directors have also prepared a trading forecast specifically for the Company covering the period to 31 December 2018. That forecast shows that the company is expected to continue to generate positive trading cash flows and net income.

The Directors have concluded, on the basis of the trading forecasts both at an aggregate level to 28 February 2018 and at a company only level to 31 December 2018, that the Company will have access to adequate working capital resources to continue in operational existence for at least 12 months from the date of signing these financial statements and for these reasons continue to adopt the going concern basis of accounting in preparing these financial statements.

However, the tax uncertainty and the related party operating model referred to above indicate the existence of a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern and that therefore the company may be unable to continue realising its assets and discharging its liabilities in the normal course of business.. The financial statements do not include any of the adjustments that would be necessary were the going concern basis to be inappropriate.

**Taxation**

Tax on the profit or loss for the year 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 year, 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.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**1. ACCOUNTING POLICIES (continued)**

**Taxation (continued)**

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 balance sheet 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 balance sheet 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**

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.

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.

Investments in preference and ordinary shares

Investments in equity instruments are measured initially at fair value, which is normally the transaction price. Transaction costs are excluded if the investments are subsequently measured at fair value through profit and loss. Subsequent to initial recognition investments that can be measured reliably are measured at fair value with changes recognition in profit or loss. Other investments are measured at cost less impairment in profit or loss

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.



**WWW HOLDING COMPANY LIMITED (REGISTERED NUMBER: 05049626)**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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

**Basic financial instruments *(continued)***

**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.

**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 balance sheet 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.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

**2. STAFF COSTS**

There were no staff costs for the year ended 29 February 2016 nor for the year ended 28 February 2015.

**3. DIRECTORS' EMOLUMENTS**

The directors have not received any emoluments for their services for the financial year ended 29 February 2016, or for the year ended 28 February 2015, paid directly from the company or its subsidiaries. They do receive payments from other entities related by virtue of control. These are listed below.

	2016 £'000	2015 £'000
Directors' remuneration – A Subaskaran	2,000	2,000
Directors' remuneration – A S Premananthan	<u>638</u>	<u>528</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.

Total remuneration paid to the highest paid director from the company was nil (2015: nil). 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.

**Key Management Personnel**

	2016 £'000	2015 £'000
Directors remuneration – A Subaskaran	200	200
Directors remuneration – A S Premananthan	64	53
Key management personnel – paid from company entities related by virtue of control	<u>124</u>	<u>118</u>

Key management personnel's remuneration in relation to services provided to the company was £124,313 (2015: £117,619). This figure represents 10% of their entire remuneration from various entities related by virtue of control and excludes and director remuneration referred to above.

**4. OPERATING LOSS**

The operating profit/ (loss) is stated after charging:

	2016 £	2015 £
Auditor's remuneration	<u>62,500</u>	<u>75,000</u>

**5. INTEREST PAYABLE AND SIMILAER CHARGES**

	2016 £	2015 £
Interest payable	<u>-</u>	<u>44,144</u>

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2016 £	2015 £
Net foreign exchange gain/(loss)	504,138	(777,034)
Interest receivable on financial assets at amortised cost	<u>4,802,646</u> <u>5,306,784</u>	<u>3,617,926</u> <u>2,840,892</u>

7. TAXATION

*Analysis of charge in year:*

	2016 £	2015 £
<i>UK corporation tax</i>		
Current tax on income for the year	2,501,085	529,030
Adjustments in respect of prior periods	(17,028)	-
<b>Total current tax</b>	<u>2,484,057</u>	<u>529,030</u>
<b>Tax on profit on ordinary activities</b>	<u>2,484,057</u>	<u>529,030</u>

*Factors affecting the tax charge for the current year*

Reductions in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. The deferred tax liability at 31 March 2016 has been calculated based on these rates.

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 and reduce the deferred tax liability

The differences are explained below.

	2016 £	2015 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	5,187,264	2,511,257
Current tax at 20% (2015: 21.17%)	1,037,453	531,630
<i>Effects of:</i>		
Expenses not deductible for tax purposes	13,632	42,773
Adjustments in respect of prior years	(17,028)	-
Higher tax rates on overseas earnings (see note 11)	1,450,000	-
Utilisation of tax losses	-	(45,373)
<b>Total current tax charge (see above)</b>	<u>2,484,057</u>	<u>529,030</u>

At the balance sheet date, the company has not recognised deferred tax as an asset as all of the tax losses were utilised in the prior year.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016

8. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
<b>COST</b>	
At 1 March 2015	82,108
Impairments	<u>-</u>
At 29 February 2016	<u>82,108</u>
<b>NET BOOK VALUE</b>	
At 29 February 2016	<u>82,108</u>
At 28 February 2015	<u>82,108</u>

The undertakings in which the Group's and Company's interest at the year-end is more than 20% are as follows:

Subsidiary undertakings	Country of incorporation	Capital and reserves £'000	Net Loss after tax £'000	Date	Cur	% held	Share class
Lycatel Services Ltd	UK	(2,695)	594	Feb-15	GBP	100	Ord
Switchware Ltd	UK	(2,319)	110	Feb-15	GBP	100	Ord
Lycatel (UK) Ltd	UK	-	-	Feb-15	GBP	100	Ord
Lycatel Property Services Ltd	UK	(1,910)	(137)	Feb-15	GBP	100	Ord
Lycatel LLC	US	(21,152)	(20,158)	Dec-14	USD	99	Cap
Lycatel Canada Inc	Canada	1,460	9	Dec-14	CAD	100	Ord
Lycatel GmbH	Switzerland	217	97	Dec-14	CHF	95	Ord
Lycatel BV	Netherlands	327	103	Dec-14	EUR	100	Ord
Lycatelcom LDA	Portugal	70,986	8,142	Dec-14	EUR	100	Ord
Lycatel Property Management Services Ltd	UK	(361)	(257)	Feb-15	GBP	100	Ord
Lycatel Ireland Ltd	Ireland	16,185	10,422	Feb-15	EUR	100	Ord
Lycatel Ireland Distribution Ltd	Ireland	(2,706)	597	Feb-15	EUR	100	Ord
Lycatel Greece Ltd	Ireland	(1)	-	Feb-15	EUR	100	Ord
Lycatel Cyprus Ltd	Ireland	(1)	-	Feb-15	EUR	100	Ord
Hastings Telecommunication Services GmbH	Austria	273	17	Feb-15	EUR	100	Ord
Lycatel Denmark APS	Denmark	(1,390)	266	Feb-15	DKK	100	Ord
Lycatel Unipessoal LDA	Portugal	(294)	(23)	Dec-14	EUR	100	Ord

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

**9. DEBTORS**

	2016 £	2015 £
Amounts owed by group undertakings	-	4,737,264
Directors' loans	152,978	169,352
Shareholder loans – capital	3,000,000	-
Shareholder loans - corporation tax	800,312	50,312
Other debtors	<u>45,951,051</u>	<u>36,463,527</u>
	<u>49,904,341</u>	<u>41,420,455</u>

Directors' loans of £152,978 (2015: £169,352) are due from the directors of the Company as at 29 February 2016. The loans bear interest of 5% and the full loans are repayable on demand. The loans are repayable by A.Subaskaran: £151,713 (2015: £168,138) and A. S. Permananthan: £1,265 (2015: £1,214).

During the year a loan of £3,000,000 was provided to a shareholder of the company. The terms and conditions of the loan agreement specify the loan is repayable on demand.

Other debtors include £45,951,051 (2015: £36,300,831) owed by related parties as disclosed in Note 14. £45,678,820 (2015: £36,146,483) 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% which is comparable to current external loan facilities and the full loan is repayable on maturity. Hence this debtor is due after more than one year. All remaining debtors are due within one year.

**10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2016 £	2015 £
Trade creditors	-	1,618
Amounts owed to group undertakings	21,662,832	13,543,076
Other creditors	18,783,326	24,521,055
Corporation tax	2,363,400	529,030
Accrued expenses	<u>195,000</u>	<u>78,000</u>
	<u>43,004,558</u>	<u>38,672,779</u>

Other creditors include £18,783,411 (2015: £24,470,742) 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.

**11. PROVISIONS FOR LIABILITIES**

	Other provisions £	Total £
At beginning of year	9,500,000	9,500,000
Charge to profit and loss for the year	1,450,000	1,450,000
	<u>10,950,000</u>	<u>10,950,000</u>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**11. PROVISIONS FOR LIABILITIES (continued)**

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 Regime. 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 information at the time, the directors made a provision for a potential liability of unpaid taxes of £9.5m in 2014 including interest and penalties. The revised estimate of this potential liability at 29 February 2016 is £10.9m. The Directors note that there is a possibility the final settled amount could be in excess of 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. HMRC had raised initial queries into the Company's CFC position in 2015, and have continued with their investigation this year, but no assessment for unpaid taxes has been raised and no judgements have been taken.

Subsequent to the year end £6,820,000 of this provision has been released on the grounds that the revised estimate of the potential liability at the date of the signing of these accounts has reduced.

**12. CALLED UP SHARE CAPITAL**

			2016	2015
			£	£
<b>Allotted, called up and fully paid</b>				
Number:	Class:	Nominal Value		
184	Ordinary share	£0.01	<u>2</u>	<u>2</u>

**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 YEAR ENDED 29 FEBRUARY 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, Hasting 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.

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.

		<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.	2015	-	-	(4,000)	-	(4,944)
Lycatel Services Ltd.	2016	-	-	-	-	(4,944)
Switchware Ltd.	2015	-	-	-	-	(1,000)
Switchware Ltd.	2016	-	-	-	-	(1,000)
Hasting Denmark APS	2015	-	-	-	1,584	(12,167)
Hasting Denmark APS	2016	-	-	-	(1,024)	(13,190)
Lycatel Cyprus Ltd	2015	-	-	-	19	(145)
Lycatel Cyprus Ltd	2016	-	-	-	(12)	(158)
Lycatel Greece Ltd	2015	-	-	-	19	(145)
Lycatel Greece Ltd	2016	-	-	-	(12)	(158)
Lycatel Denmark ApS	2015	-	-	-	14,242	(109,382)
Lycatel Denmark ApS	2016	-	-	-	(9,202)	(118,583)
Lycatel Ireland Ltd.	2015	-	-	(11,616,000)	9	(13,415,293)
Lycatel Ireland Ltd.	2016	-	-	(7,034,500)	(6)	(20,449,799)
Lycatelcom LDA	2015	-	-	(1,075,000)	(755,881)	4,737,264
Lycatelcom LDA	2016	-	-	(5,622,716)	(189,548)	(1,075,000)
<b>Total Subsidiaries</b>	<b>2015</b>	<b>-</b>	<b>-</b>	<b>(12,695,000)</b>	<b>(740,007)</b>	<b>(8,805,813)</b>
<b>Total Subsidiaries</b>	<b>2016</b>	<b>-</b>	<b>-</b>	<b>(12,657,216)</b>	<b>(199,804)</b>	<b>(21,662,833)</b>
Thames Quay Properties Ltd.	2015	3,595,871	-	8,150,190	-	36,146,483
Thames Quay Properties Ltd.	2016	4,791,737	-	4,129,367	-	45,678,820
Lycatel Distribution UK Ltd.	2015	-	-	154,348	-	154,348
Lycatel Distribution UK Ltd.	2016	-	-	-	-	154,348
Universal Services 2006 SRL	2015	-	-	-	(14,142)	108,744
Universal Services 2006 SRL	2016	-	-	-	9,138	117,882
Pettigo Comércio Internacional Lda	2015	-	-	800	3,307	(24,629)
Pettigo Comércio Internacional Lda	2016	-	-	-	(2,137)	(26,766)
Lycamobile UK Ltd.	2015	-	-	509,616	-	(24,446,113)
Lycamobile UK Ltd.	2016	-	-	5,622,716	677,985	(18,756,645)
<b>Total Other Related Parties</b>	<b>2015</b>	<b>3,595,871</b>	<b>-</b>	<b>8,814,954</b>	<b>(10,835)</b>	<b>11,938,833</b>
<b>Total Other Related Parties</b>	<b>2016</b>	<b>4,791,737</b>	<b>-</b>	<b>9,752,083</b>	<b>684,987</b>	<b>27,167,640</b>
<b>Total Related Parties</b>	<b>2015</b>	<b>3,595,871</b>	<b>-</b>	<b>(3,880,046)</b>	<b>(750,843)</b>	<b>3,133,021</b>
<b>Total Related Parties</b>	<b>2016</b>	<b>4,791,738</b>	<b>-</b>	<b>(2,905,133)</b>	<b>485,182</b>	<b>5,504,807</b>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016**

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**15. SIGNIFICANT ESTIMATES AND JUDGEMENTS**

Provision for Tax Liability

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 Regime. 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 information at the time, the directors made a provision for a potential liability of unpaid taxes of £9.5m in 2014 including interest and penalties. The revised estimate of this potential liability at 29 February 2016 is £10.9m. The Directors note that there is a possibility the final settled amount could be in excess of 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. HMRC had raised initial queries into the Company's CFC position in 2015, and have continued with their investigation this year, but no assessment for unpaid taxes has been raised and no judgements have been taken.

Subsequent to the year end £6,820,000 of this provision has been released on the grounds that the revised estimate of the potential liability at the date of the signing of these accounts has reduced.



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16. EXPLANATION OF TRANSITION TO FRS 102 FROM UK GAAP

In preparing their FRS 102 balance sheet, the Company has adjusted amounts reported previously in financial statements prepared in accordance with its previous basis of accounting under UK GAAP. An explanation of how the transition from UK GAAP to FRS 102 has affected the Company's financial position and financial performance is set out in the following tables and the notes that accompany the tables.

Reconciliations provided shall, to the extent practicable, distinguish the correction of errors from changes in accounting policies.

	Note	1 March 2014		28 February 2015		FRS 102 £
		UK GAAP £	Effect of transition to FRS 102 £	UK GAAP £	Effect of transition to FRS 102 £	
<b>Fixed assets</b>						
Investments		253,372	-	253,372	82,108	82,108
<b>Current assets</b>						
Debtors (due within year)		31,318,874	-	31,318,874	41,420,455	41,420,455
Cash at bank and in hand		716	-	716	281	281
<b>Creditors: amounts due within one year</b>		(30,725,124)	-	(30,725,124)	(38,672,779)	(38,672,779)
<b>Net current assets / liabilities</b>		594,466	-	594,466	2,747,957	2,747,957
<b>Creditors: amounts falling due after more than one year</b>		(9,500,000)	-	(9,500,000)	(9,500,000)	(9,500,000)
<b>Net liabilities</b>		(8,652,162)	-	(8,652,162)	(6,669,935)	(6,669,935)
<b>Capital and reserves</b>						
Called up share capital		2	-	2	2	2
Other reserves		(5,555,555)	-	(5,555,555)	(5,555,555)	(5,555,555)
Profit and loss account		(3,096,609)	-	(3,096,609)	(1,114,382)	(1,114,382)
<b>Shareholders' deficit</b>		(8,652,162)	-	(8,652,162)	(6,669,935)	(6,669,935)

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 29 FEBRUARY 2016

16. EXPLANATION OF TRANSITION OF FRS102 FROM UK GAAP (cont.)

*Reconciliation of profit/loss and equity from UK GAAP to FRS 102*

	Note	UK GAAP	2015 Diff Transition to IFRS	FRS 102
		£	£	£
Administrative expenses		(292,447)	-	(292,447)
<b>Operating profit</b>		(292,447)	-	(292,447)
Income from shares in group undertaking		6,956	-	6,956
Interest receivables and similar income		2,840,892	-	2,840,892
Interest payable and similar charges		(44,144)	-	(44,144)
<b>Profit from operating activities before taxation</b>		2,511,257	-	2,511,257
Tax charges on profit on ordinary activities		(529,030)	-	(529,030)
<b>Profit for the financial year</b>		1,982,227	-	1,982,227

*Notes to the reconciliation of profit/loss*

- A) There are no matters to disclose that would cause a change in the financial statements in conversion to FRS102 reporting