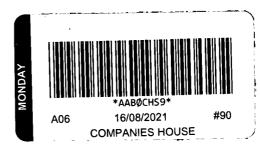
**Annual Report and Financial Statements** for the year ended 31 March 2021

Registered number: 4312827



**Chris Ryan** 

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**Graeme Paton** 

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**Emily Sills** 

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**Emily Sills** 

# Directors' report

The directors present their annual report on the affairs of Autumnwindow No.2 Limited (the "Company"), together with the audited financial statements, for the year ended 31 March 2021. The registered number of the Company is 4312827.

## Principal activities and future developments

The Company's principal activity is to act as an investment holding company and trustee to leasehold arrangements within the British Telecommunications plc group of companies. The directors do not anticipate any change in the Company's principal activity in the foreseeable future.

#### Results and dividends

The loss before taxation was £8,005 (2020: loss £6,152). The tax credit was £1,521 (2020: tax credit £1,169) which resulted in a loss for the financial year of £6,484 (2020: loss £4,983). The directors have not declared any interim (2020: £nil) or final dividend (2020: £nil).

#### **Directors**

The directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows:

**GAR Paton** 

PA Ratcliffe

CB Ryan

AL Watch

KA Zielinski

## Going concern

The Company is in a net assets position and the directors believe the Company will have sufficient funds to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements. Additionally, British Telecommunications plc ("BT plc") have confirmed to make necessary arrangements to enable the Company, whilst it remains a wholly owned subsidiary of BT plc, to meet its liabilities if required and therefore believe that preparing the financial statements on the going concern basis is appropriate.

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**Emily Sills** 

# **Directors' report (continued)**

#### Disclosure of information to the Auditor

So far as each of the directors is aware, there is no relevant information that has not been disclosed to the Company's auditor and each of the directors believes that all steps have been taken that ought to have been taken to make them aware of any relevant audit information and to establish that the Company's auditor have been made aware of that information.

## **Political contributions**

The Company made no political donations or incurred any political expenditure during the period.

#### **Independent Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

## Small companies' exemption

The directors' report has been prepared taking advantage of the small companies' exemption of section 415A of the Companies Act 2006.

The directors' report on pages 2 to 3 was approved by the Board of directors on 02 August 2021 and were signed on its behalf by



**Authorised Signatory** for and on behalf of Newgate Street Secretaries Limited **Company Secretary** 02 August 2021

#### **Registered Office Address:**

81 Newgate Street, London, EC1A 7AJ, United Kingdom

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**Emily Sills** 

# Statement of Directors' responsibilities in respect of the Directors' report and financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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; and
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements.
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

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# Independent Auditor's report to the members of Autumnwindow No.2 Limited

# **Opinion**

We have audited the financial statements of Autumnwindow No.2 Limited ("the company") for the year ended 31 March 2021 which comprise the Balance Sheet, Profit and Loss Account, Statement of Changes in Equity and related notes, including the accounting policies in note 3.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

#### Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for the going concern period.

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# Independent Auditor's report to the members of Autumnwindow No.2 Limited (continued)

## Going concern (continued)

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the company will continue in operation.

## Fraud and breaches of laws and regulations - ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the BT Group Plc's policies and procedures to prevent and detect fraud that apply to this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

This company, as a holding company, is not subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements.

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# Independent Auditor's report to the members of Autumnwindow No.2 Limited (continued)

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed noncompliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing noncompliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover this report and, accordingly, we do not express an audit opinion, thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- · we have not identified material misstatements in the directors' report;
- in our opinion the information given in the directors' report for the financial year is consistent with the financial statements; and
- in our opinion the report has been prepared in accordance with the Companies Act 2006.

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

Under the Companies Act 2006 we are required 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.
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

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**Emily Sills** 

# Independent Auditor's report to the members of Autumnwindow No.2 Limited (continued)

#### Directors' responsibilities

As explained more fully in their statement 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

## The purpose of our audit work and to whom we owe our responsibilities

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.

EMILY SILLS
Emily SILIS (Aug 2, 2021 18:03 GMT+1)

Emily Sills (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London
E14 5GL
02 August 2021

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**Emily Sills** 

# Profit and loss account for the year ended 31 March 2021

	Note	2021 £	2020 £
Administrative expenses		(8,500)	(7,000)
Operating loss		(8,500)	(7,000)
Interest receivable and similar income	5	495	848
Loss before taxation		(8,005)	(6,152)
Tax credit	7	1,521	1,169
Loss for the financial year		(6,484)	(4,983)

All results are derived from continuing operations. The accompanying notes form an integral part of financial statements.

There has been no other comprehensive income during either 2021 or 2020 other than as disclosed in the profit and loss account and therefore no separate statement of total comprehensive income has been presented.

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**Emily Sills** 

## Balance sheet as at 31 March 2021

		2021	2020
	Note	£	£
Fixed assets			
Investments	9	-	-
Current assets			
Debtors	10	53,847	58,831
Creditors: amounts falling due within one year	11	7,500	6,000
Net Current Assets		46,347	52,831
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Total assets less current liabilities		46,347	52,831
Net assets		46,347	52,831
Equity			
Called up share capital	12	220,001	220,001
Retained earnings		(173,654)	(167,170)
Total equity		46,347	52,831

The accompanying notes form an integral part of the financial statements.

The financial statements on pages 9 to 18 were approved and authorised for issue by the board of directors on 02 August 2021 and were signed at the order of the board by Graeme Paton



Director 02 August 2021

Company registered number – 4312827

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**Emily Sills** 

# Statement of changes in equity for the year ended 31 March 2021

	£	£	£
	Called up share capital	Retained earnings	Total equity
Balance at 1 April 2019	220,001	(162,187)	57,814
Loss for the financial year	-	(4,983)	(4,983)
Balance at 31 March 2020	220,001	(167,170)	52,831
Loss for the financial year	-	(6,484)	(6,484)
Balance at 31 March 2021	220,001	(173,654)	46,347

The accompanying notes form an integral part of the financial statements.

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**Emily Sills** 

#### Notes to the financial statements

#### General information

Autumnwindow No.2 Limited acts as an investment holding company and trustee to leasehold arrangements within the British Telecommunications plc group of companies.

The company is a private company, limited by shares, and is incorporated, registered and domiciled in the UK. The address of its registered office is 81 Newgate Street, London, EC1A 7AJ.

#### **Basis of preparation**

The financial statements have been prepared in accordance with Financial Reporting Standard 101, "Reduced Disclosure Framework" (FRS 101), which involves the application of International Financial Reporting Standards (IFRS) with a reduced level of disclosure. The financial statements have been prepared under the historic cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of the UK-adopted International Financial Reporting Standards ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

#### **Exemptions**

As permitted by FRS 101, the company has taken advantage of the disclosure exemptions available under that standard. The following exemptions have been taken:

- The requirements of IAS 7 Cash Flow Statement and related notes.
- Disclosures in respect of capital management.
- The requirements of paragraphs 17 of IAS 24 Related Party Disclosures.
- The requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- The requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

As the consolidated financial statements of BT Group plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

· Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

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# Notes to the financial statements (continued)

## 2. Basis of preparation (continued)

#### **Exemptions (continued)**

The Company intends to continue to apply the disclosure exemptions allowable by FRS 101 for the foreseeable future. Where required, equivalent disclosures have been given in the consolidated financial statements of BT Group plc.

The results of BT plc are included in the consolidated financial statements of BT Group plc which are available on the group website, www.btplc.com or from the Company Secretary at the registered office, 81 Newgate Street, London, EC1A 7AJ.

# New and amended accounting standards effective during the year

The following amended standards and interpretations were effective during the year, however, they have not had a significant impact on our financial statements.

- Amendments to References to Conceptual Framework in IFRS Standards.
- Definition of Material (Amendments to IAS 1 and IAS 8).
- Interest Rate Benchmark Reform (Amendments to IFRS 9, IAS 39 and IFRS 7)

# New and amended accounting standards that have been issued but are not yet effective

The following new or amended standards and interpretations are applicable in future periods but are not expected to have a significant impact on the financial statements.

Interest Rate Benchmark Reform - Phase 2 (Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16).

The replacement of Interbank Offered Rates (IBORs) with Alternative Reference Rates (ARAs) will begin from December 2021. Where floating interest bearing receivables and payables exist (currently based on IBORs) the Group will apply suitable replacement benchmark rates and account for the instruments in accordance with the amendments to IFRS 9 Financial Instruments published in 2019 (Phase 1) and 2020 (Phase 2). The adoption of these amendments and the transition to ARAs are expected to have an immaterial financial impact. The Company is preparing to move to the new benchmark rates in accordance with timelines as per Regulatory guidelines.

## 3. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

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# Notes to the financial statements (continued)

#### 3. Accounting policies (continued)

#### Going concern

The Company is in a net assets position and the directors believe the Company will have sufficient funds to meet its liabilities as they fall due for a period of at least 12 months from the date of approval of these financial statements. Additionally, British Telecommunications plc ("BT plc") have confirmed to make necessary arrangements to enable the Company, whilst it remains a wholly owned subsidiary of BT plc, to meet its liabilities if required and therefore believe that preparing the financial statements on the going concern basis is appropriate.

#### Interest receivable and interest payable

Interest receivable and similar income is recognised in profit or loss as it accrues, using the effective interest method. When a loan and receivable is impaired, the company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the instrument, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables is recognised using the original effective interest rate.

#### Dividend income

Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established.

# Share capital

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

#### **Dividend distribution**

Dividend distributions are recognised as a liability in the year in which the dividends are approved by the Company's shareholders. Interim dividends are recognised when they are paid; final dividends when authorised in general meetings by shareholders.

# Foreign currencies

The financial statements are presented in pound sterling, which is the currency of the primary economic environment in which the Company operates (its functional currency).

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# Notes to the financial statements (continued)

# 3. Accounting policies (continued)

#### Foreign currencies (continued)

Foreign currency transactions are translated into the reporting currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of transactions and the translation of monetary assets and liabilities denominated in foreign currencies at period end exchange rates are recognised in the profit and loss account in the line that most appropriately reflects the nature of the item or transaction.

#### 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 temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

#### Financial assets and liabilities

Financial assets and liabilities are recognised initially at fair value. They are subsequently measured either at fair value or amortised cost using the effective interest method, in accordance with the IFRS 9 category they belong to.

The effective interest rate is the rate that discounts estimated future cash payments through the expected contractual term, or the most probable expected term of the financial instrument, to the net carrying amount of the financial liability. This calculation includes all fees and points paid or received between parties to the contract.

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# Notes to the financial statements (continued)

## 3. Accounting policies (continued)

Loans and receivables (Debtors)

This category mainly includes intercompany loans and other receivables. These instruments are recognised at fair value upon origination and are subsequently measured at amortised cost by the effective interest method. Short-term receivables with no stated interest rate are measured at original invoice amount unless there is any significant impact resulting from the application of an implicit interest rate.

If there is any objective evidence of impairment, the value of the asset is reviewed at each balance sheet date. An impairment loss is recognised in the income statement when the financial asset carrying amount is higher than its recoverable amount.

Financial liabilities at amortised cost (Creditors)

The Company initially recognises financial liabilities at the fair value net of transaction costs. They are subsequently measured at amortised cost using the effective interest rate method.

#### 4. Auditor's remuneration

Fees payable to the Company's auditor and their associates for the audit of the Company's annual financial statements were £7,500 (2020: £7,000).

#### 5. Interest receivable and similar income

	2021	2020
	£	£
Interest receivable on loans to group undertakings	495	848

#### 6. Directors' emoluments

The directors are employed and remunerated by British Telecommunications plc or other group companies in respect of their services to the BT group as a whole. No emoluments were paid to the directors in respect of their services to the Company in the year ended 31 March 2021 (2020: nil).

#### 7. Taxation

	2021	2020
	£	£
Current tax:		
Current tax on loss for the year	(1,521)	(1,169)

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# Notes to the financial statements (continued)

#### 7. Taxation (continued)

# Reconciliation of the total tax charge/(credit)

The tax expense in the income statement for the year is the same as the standard rate of corporation tax in the UK of 19% (2020: 19%).

	2021	2020
	£	£
Loss before taxation	(8,005)	(6,152)
Tax calculated at UK standard rate of corporation tax of		
19% (2020: 19%)	(1,521)	(1,169)

# Factors affecting current and future tax charges/(credits)

During the Chancellor's Budget on 3 March 2021, a UK corporation tax rate increase from 19% to 25%, effective from 1 April 2023 was announced. This will increase the company's future current tax charge/credit accordingly. The change in tax rate will have no effect on the deferred tax charge/credit for the year as the company has no deferred tax temporary differences at 31 March 2021.

## 8. Employee information

The average monthly number of persons employed by the Company during the year was nil (2020: nil).

#### 9. Investments

# Details of associated undertakings are as follows:

Company name	Company Activity	Share class	Ownership	Number of shares	Registered address
Autumnwindow Limited	Property company	Ordinary	0.00%	1	81 Newgate Street London EC1A 7AJ United Kingdom
10. Debtors					
				2021	2020
				£	£
Amount due from hold	ing company			1	1
Amounts owed by grou	ıp undertakings			52,325	57,661
Corporation tax receive	able			1,521	1,169
				53,847	58,831

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BT, Senior Manager Subsidiary

**Graeme Paton** 

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**Emily Sills** 

# Notes to the financial statements (continued)

#### 10. Debtors (continued)

Included in amounts owed by group undertakings is a loan to British Telecommunications plc of £52,095 (2020: £57,154) loans repayable on demand, the loan attracts interest at 12 month LIBOR plus 37.5 (2020: 42.5) basis points.

11	Creditors:	amounts	falling	due	within	one ve	ar
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	2021 £	2020 £
Accruals	7,500	6,000
12. Called up share capital		
	2021 £	2020 £
Allotted, called up and fully paid: 220,001 (2020: 220,001) ordinary shares of £1 each	220,001	220,001

#### 13. Cash

There are no cash and bank accounts maintained during the current and prior year.

#### 14. Controlling entity

The Company is a wholly owned subsidiary of British Telecommunications plc, which is the immediate controlling entity and incorporated in England & Wales. The ultimate controlling entity is BT Group plc.

The parent undertaking of the largest group of Companies into which the results of the Company are consolidated is BT Group plc, a Company incorporated in England & Wales. Consequently the Company is exempt under the terms of IAS 24 "Related Party Disclosures" from disclosing details of transactions and balances with BT Group plc and fellow group subsidiaries provided such subsidiaries are wholly owned members of the group during the year ended 31 March 2021. Copies of the financial statements of BT Group plc may be obtained from The Secretary, BT Group plc, 81 Newgate Street, London EC1A 7AJ.

The parent undertaking of the smallest group of companies into which the results of the Company are consolidated is British Telecommunications plc, a Company incorporated in England & Wales. Copies of the financial statements of British Telecommunications plc are available from The Secretary, British Telecommunications plc, 81 Newgate Street, London EC1A 7AJ.

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