

**Company Registration No. 05158324 (England and Wales)**

**WAVESIGHT LIMITED**  
**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 JULY 2012**



## **WAVESIGHT LIMITED**

### **COMPANY INFORMATION**

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<b>Directors</b>	P K Sood A K Sood J S Pittom
<b>Secretary</b>	A K Sood
<b>Company number</b>	05158324
<b>Registered office</b>	Unit 13 Sundon Business Park Dencora Way Sundon Park Luton Bedfordshire LU3 3HP
<b>Independent Auditors</b>	Saffery Champness Lion House Red Lion Street London WC1R 4GB
<b>Bankers</b>	Barclays Bank plc Dunstable Road Luton LU1 1BB

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# **WAVESIGHT LIMITED**

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## **WAVESIGHT LIMITED**

### **DIRECTORS' REPORT FOR THE YEAR ENDED 31 JULY 2012**

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The directors present their report and financial statements for the year ended 31 July 2012

#### **Principal activities**

The principal activity of the company continued to be that of the manufacture and sale of wireless and cable broadband products

#### **Directors**

The following directors have held office since 1 August 2011

P K Sood  
A K Sood  
J S Pittom

#### **Auditors**

Saffery Champness were appointed auditors to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting

#### **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). 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,
- 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.

The directors have reviewed the company's financial position at the balance sheet date and for the period ending on the anniversary of the date of approval of these financial statements. They have considered liquidity risk, key assumptions and uncertainties. As a result of this assessment, the directors have adopted the going concern basis of accounting for the preparation of these financial statements.

**WAVESIGHT LIMITED**

**DIRECTORS' REPORT (continued)  
FOR THE YEAR ENDED 31 JULY 2012**

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**Statement of disclosure to auditors**

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

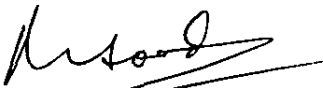
**Going concern**

The financial statements have been prepared on the going concern basis, which is dependent upon the continuing financial support of the company's parent company, Jaltek Systems Limited.

The parent company have given written assurance that it will provide continued financial support to the company. Written assurance has also been provided that existing loans made to the company are subordinated and acknowledges that repayment thereof will not be required until the company's overall financial position allows it to do so. The financial statements do not include any adjustments that would result from the company not being able to continue as a going concern.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



P K Sood

**Director**

30 April 2013

## **WAVESIGHT LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WAVESIGHT LIMITED**

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We have audited the financial statements of Wavesight Limited for the year ended 31 July 2012 set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, 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 the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 July 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**WAVESIGHT LIMITED**

**INDEPENDENT AUDITORS' REPORT (continued)  
TO THE MEMBERS OF WAVESIGHT LIMITED**

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**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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report



**Michael Di Leto (Senior Statutory Auditor)**  
for and on behalf of Saffery Champness

30 April 2013

**Chartered Accountants  
Statutory Auditors**

Lion House  
Red Lion Street  
London  
WC1R 4GB

**WAVESIGHT LIMITED****PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 JULY 2012**

		<b>2012</b>	<b>2011</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
<b>Turnover</b>	<b>2</b>	880,209	700,972
Cost of sales		(305,905)	(327,388)
<b>Gross profit</b>		574,304	373,584
Administrative expenses		(442,854)	(697,900)
Other operating income		458	-
<b>Profit/(loss) on ordinary activities before taxation</b>	<b>3</b>	131,908	(324,316)
Tax on profit/(loss) on ordinary activities	<b>4</b>	192	28,050
<b>Profit/(loss) for the year</b>	<b>13</b>	132,100	(296,266)

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

The notes on pages 7 to 14 form part of these financial statements



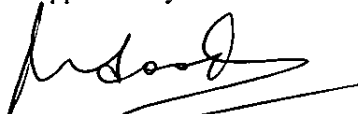
**WAVESIGHT LIMITED****BALANCE SHEET  
AS AT 31 JULY 2012**

	Notes	2012 £	2011 £
<b>Current assets</b>			
Stocks		103,761	81,314
Debtors	7	295,674	150,708
Cash at bank and in hand		10,493	43,625
		<u>409,928</u>	<u>275,647</u>
<b>Creditors: amounts falling due within one year</b>	8	<u>(2,946,486)</u>	<u>(1,240,878)</u>
<b>Total assets less current liabilities</b>		(2,536,558)	(965,231)
<b>Creditors: amounts falling due after more than one year</b>	9	-	(1,703,427)
		<u>(2,536,558)</u>	<u>(2,668,658)</u>
<b>Capital and reserves</b>			
Called up share capital	12	81	81
Profit and loss account	13	<u>(2,536,639)</u>	<u>(2,668,739)</u>
<b>Shareholders' funds</b>	14	<u>(2,536,558)</u>	<u>(2,668,658)</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006

The notes on pages 7 to 14 form part of these financial statements

Approved by the Board and authorised for issue on 30 April 2013



P K Sood  
Director

Company Registration No. 05158324

## **WAVESIGHT LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012**

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#### **1 Accounting policies**

##### **1.1 Accounting convention**

The financial statements are prepared under the historical cost convention.

##### **1.2 Compliance with accounting standards**

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

##### **1.3 Turnover**

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

##### **1.4 Goodwill**

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

##### **1.5 Research and development**

Research and development expenditure is written off to the profit and loss account in the year in which it is incurred

##### **1.6 Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows

Plant and machinery	33% straight line
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##### **1.7 Stock**

Stock is valued at the lower of cost and net realisable value

##### **1.8 Pensions**

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable.

##### **1.9 Deferred taxation**

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

##### **1.10 Foreign currency translation**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

## WAVESIGHT LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 JULY 2012

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#### 2 Turnover

In the year to 31 July 2012 30% (2011 - 29%) of the company's turnover was to markets outside the United Kingdom

3 Operating profit/(loss)	2012 £	2011 £
Operating profit/(loss) is stated after charging		
Depreciation of tangible assets	-	216
Loss on foreign exchange transactions	2,486	747
Research and development costs	99,000	160,000
Auditors' remuneration (including expenses and benefits in kind)	<u>5,398</u>	<u>5,398</u>

**WAVESIGHT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE YEAR ENDED 31 JULY 2012**

<b>4 Taxation</b>	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
<b>Domestic current year tax</b>		
Adjustment for prior years	(1,453)	(28,382)
<b>Total current tax</b>	(1,453)	(28,382)
<b>Deferred tax</b>		
Origination and reversal of timing differences	1,261	332
	(192)	(28,050)
<b>Factors affecting the tax charge for the year</b>		
Profit/(loss) on ordinary activities before taxation	131,908	(324,316)
Profit/(loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 24.00% (2011 - 26.00%)	31,658	(84,322)
Effects of		
Non deductible expenses	328	526
Depreciation add back	-	56
Capital allowances	(908)	(1,271)
Tax losses utilised	(5,505)	-
Research and development	(25,573)	(41,600)
Adjustments for prior year	(1,453)	(28,382)
Group relief	-	126,611
	(33,111)	55,940
<b>Current tax charge for the year</b>	(1,453)	(28,382)

The company has estimated losses of £1,286,839 (2011 - £1,309,777) available for carry forward against future trading profits

A deferred tax asset of £306,481 (2011 - £327,444) for losses incurred has not been recognised in the accounts

**WAVESIGHT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE YEAR ENDED 31 JULY 2012**

**5 Intangible fixed assets**

**Goodwill**

	£
<b>Cost</b>	
At 1 August 2011	280,886
Disposals	(280,886)
	<u>-</u>
At 31 July 2012	-
<b>Amortisation</b>	
At 1 August 2011	280,886
Amortisation on disposals	(280,886)
	<u>-</u>
At 31 July 2012	-
<b>Net book value</b>	
At 31 July 2012	<u>-</u>
At 31 July 2011	<u>-</u>

**6 Tangible fixed assets**

**Plant and  
machinery  
etc  
£**

<b>Cost</b>	
At 1 August 2011 & at 31 July 2012	<u>47,118</u>
<b>Depreciation</b>	
At 1 August 2011 & at 31 July 2012	<u>47,118</u>
<b>Net book value</b>	
At 31 July 2012	<u>-</u>
At 31 July 2011	<u>-</u>

**WAVESIGHT LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE YEAR ENDED 31 JULY 2012**

<b>7 Debtors</b>	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Trade debtors	225,463	140,884
Amounts owed by group undertakings	48,788	-
Other debtors	17,795	4,935
Deferred tax asset (see note 10)	3,628	4,889
	<u>295,674</u>	<u>150,708</u>

<b>8 Creditors: amounts falling due within one year</b>	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Trade creditors	15,961	31,094
Amounts owed to group undertakings	2,925,224	1,030,506
Taxation and social security	6,437	(9,517)
Other creditors	(1,136)	188,795
	<u>2,946,486</u>	<u>1,240,878</u>

Included in amounts owed to group undertakings above is a loan due to Jaltek Systems Limited of £1,329,080 (2011 £1,329,080). The loan term is 8 years from 6 October 2004 and carries interest at 5% per annum, compounded daily and paid on the redemption date. Interest due on the loans has been waived for the period under review.

<b>9 Creditors: amounts falling due after more than one year</b>	<b>2012</b>	<b>2011</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<u>-</u>	<u>1,703,427</u>

**Analysis of loans**

Not wholly repayable within five years other than by instalments

Amounts owed to group undertakings	-	374,347
Wholly repayable within five years	-	1,329,080
	<u>-</u>	<u>1,703,427</u>

**WAVESIGHT LIMITED****NOTES TO THE FINANCIAL STATEMENTS (continued)  
FOR THE YEAR ENDED 31 JULY 2012****10 Provisions for liabilities**

The deferred tax asset (included in debtors, note 7) is made up as follows:

	2012 £
Balance at 1 August 2011	(4,889)
Profit and loss account	1,261
Balance at 31 July 2012	<u>(3,628)</u>

	2012 £	2011 £
Decelerated capital allowances	<u>(3,628)</u>	<u>(4,889)</u>

**11 Pension and other post-retirement benefit commitments****Defined contribution**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund.

	2012 £	2011 £
Contributions payable by the company for the year	<u>3,478</u>	<u>-</u>

**12 Share capital**

	2012 £	2011 £
<b>Allotted, called up and fully paid</b>		
813,750 ordinary shares of £0.0001 each	<u>81</u>	<u>81</u>

## WAVESIGHT LIMITED

### NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 JULY 2012

#### 13 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 August 2011	(2,668,739)
Profit for the year	132,100
	<u>          </u>
Balance at 31 July 2012	<u>(2,536,639)</u>

#### 14 Reconciliation of movements in shareholders' funds

	2012 £	2011 £
Profit/(Loss) for the financial year	132,100	(296,266)
Opening shareholders' funds	<u>(2,668,658)</u>	<u>(2,372,392)</u>
Closing shareholders' funds	<u>(2,536,558)</u>	<u>(2,668,658)</u>

#### 15 Financial commitments

At 31 July 2012 the company was committed to making the following payments under non-cancellable operating leases in the year to 31 July 2013

	Other 2012 £	2011 £
Operating leases which expire		
Within one year	2,344	934
Within two to five years	<u>-</u>	<u>3,922</u>
	<u>2,344</u>	<u>4,856</u>

#### 16 Control

The parent company is Jaltek Systems Limited, a company incorporated in England and Wales

The company's ultimate controlling party is Jaltek Trust, a discretionary Trust established in Jersey

Jaltek Systems Limited prepare consolidated accounts and these are available at Companies House, Crown Way, Maundy, Cardiff



## **WAVESIGHT LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS (continued) FOR THE YEAR ENDED 31 JULY 2012**

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#### **17 Related party relationships and transactions**

During the year the company made intergroup purchases of £1,003 from Iris Technology Limited (2011 £Nil) At the year end the company owed Iris Technology Limited £1,731 (2011 £623)

During the year the company purchased goods amounting to £2,115 (2011 £720) from SD Office Solutions, a company in which P K Sood's wife is a director At the year end the company owed £665 (2011 £Nil) to SD Office Solutions

During the year the company made sales amounting to £2,821 (2011 £Nil) to ALL e Technologies Private Limited, an associate company of the parent undertaking Jaltek Systems Limited At the year end the company were owed £41,088 (2011 £38,267) from ALL e Technologies Private Limited

The company has taken advantage of the exemption available in FRS 8 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group