Datacentred Limited

Annual report and financial statements Registered number 05611763 31 December 2016

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Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' report and the financial statements	3
Profit and Loss Account and Other Comprehensive Income	4
Balance Sheet	5
Company Statement of Changes in Equity	6
Notes to the financial statements	7-19

Directors' report

The Directors present their Directors report and financial statements for the year ended 31 December 2016.

Principal activities

The principal activity of the company in the period was the continued development and operation of the datacentre facility and the creation and operation of the Open Cloud Platform described below. To support both of these activities DataCentred has created a metro optical platform connecting the Manchester Oxford Road area, MediaCityUK, and DataCentred's SAL01 facility. The development of the cloud platform has continued successfully from a R&D perspective, and there is now increasing commercial usage of the platform.

Research and development

DataCentred continue to design and build a highly scalable cloud platform to supply on-demand compute and storage, and physical datacentres to house this platform. The platform, referred to here as the Open Cloud Platform, is based on open source technologies and open standards including the OpenStack® cloud management framework and the Ceph® storage system, and is built on standard commodity x86 hardware. The company continues to develop automated management and monitoring capabilities around these technologies to provide a single view of our technology stack from platform to compute workload. In collaboration with actual and potential customers, DataCentred is exploring future cloud hardware and software systems, with proofs of concept in progress on emerging computing architectures.

Directors

The directors who held office during the year were as follows:

Michael Kelly Bill Enevoldson

Political contributions

The Company made no political donations nor incurred any political expenditure during the year, (2015: none).

Small companies' exemption

The directors have taken advantage of the small companies' exemption under s415A of the Companies Act 2006 from preparing certain parts of the directors' report.

Directors' report (continued)

Auditor

For the year ending 31st December 2016, the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

By order of the board

Michael Kelly

Director

11 Riverview
The Embankment Business Park
Vale Road
Stockport
Cheshire
SK4 3GN

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

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 judgments and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors 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.

Profit and Loss Account and Other Comprehensive Income for the year ended 31 December 2016

		Year ended 31 December 2016 £000	Year ended 31 December 2015 £000
Revenue Cost of sales		1,177 (322)	171 (141)
Gross profit/(loss)		855	30
Administrative expenses Other operating income	2	(2,572)	(2,987)
Operating loss		(1,717)	(2,954)
Interest payable and similar charges	5	(284)	(263)
Loss on ordinary activities before taxation Tax on profit on ordinary activities	6	(2,001)	(3,217) 171
Loss for the financial year		(1,788)	(3,046)

All amounts relate to continuing operations.

The company has no recognised gains or losses other than the profit for the financial year reported above and therefore no separate statement of other comprehensive income has been presented.

The accompanying notes on pages 7 to 19 form an integral part of these financial statements.

Company Statement of Changes in Equity

	Called-up Share capital	Share Premium account	Revaluation reserve	Profit and loss account	Total equity
	€000	£000	£000	£000	£000
Balance at 1 January 2015	-	-	3,028	(3,798)	(770)
Total comprehensive income for the period					
Profit or loss Depreciation transfer	-	-	(394)	(3,046) 394	(3,046)
Total comprehensive income for the period			2,634	(6,450)	(3,816)
Balance at 31 December 2015		-	2,634	(6,450)	(3,816)
	Called-up Share capital £000	Share Premium account £000	Revaluation reserve	Profit and loss account	Total equity £000
Balance at 1 January 2016	-	-	2,634	(6,450)	(3,816)
Total comprehensive income for the period					
Profit or loss	-	-		(1,788)	(1,788)
Depreciation transfer	-	-	(394)	394	-
Total comprehensive income for the period	-		(394)	(1,394)	(1,788)
		_			

Balance Sheet at 31 December 2016		31 De	cember 2016	31 De	ecember 2015
	Note	£000	£000	£000	£000
Non-current assets		£000	2000	1000	1000
Intangible assets	7		. 115		-
Tangible assets	8		3,317		3,362
			3,432		3,362
Current assets			•		·
Debtors	9	591		480	
Cash at bank and in hand		484		548	
		1,075		1,028	
Creditors: amounts falling due within one year	10	(952)		(855)	
Net current assets / (liabilities)			123		173
Total assets less current liabilities			3,555		3,535
			•		·
Creditors: amounts falling due after more than one year	11		(9,159)		(7,351)
Net liabilities			(5,604)		(3,816)
Capital and reserves					
Called-up share capital	16		-		-
Revaluation reserve	16		2,240		2,634
Profit and loss account	16		(7,844)		(6,450)
Shareholders' funds			(5,604)		(3,816)
					

Company registered number: 05611763

The accompanying notes on pages 7 to 19 form an integral part of these financial statements.

For the year ended 31st December 2016, the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts. These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the directors on 134 June 2017 and were signed on their behalf by:

Michael Kelly Director

Notes to the financial statements

1 Accounting policies

Datacentred Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

The Company financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Basis of preparation

The company is exempt from the requirement to prepare a cash flow statement as at 31 December 2016 as it was defined as a small company under s382 of the Companies Act 2006, and has prepared the accounts under the small companies provisions.

Going concern

The financial statements have been prepared on a going concern basis, notwithstanding net liabilities at 31 December 2016 of £5,604k and £9,159k in loans. The Directors believe this to be an appropriate basis for preparation.

In 2015 the Company first brought services to market after a significant period of R&D, and 2015 was used to shape the services to meet market demands. 2015 and 2016 saw continued R&D to further improve the services and the platform from which they are delivered.

The nature of the Company's operations means that future income is dependent on continuing to secure contracts in the markets within which it currently operates. Revenue has increased significantly in 2016 to £1,177k (2015: £171k). A number of large clients are now installed and using services in significant volume. The growth in the client base and the pipeline allow the Board to have confidence in the delivery of an increasingly profitable business in the near and medium term.

The Company secured an additional round of funding from its current investors, and from Barclays Bank PLC in October 2016. The Board has adopted a business model forecast which assumes further increases in turnover and improvements in working capital based on a defined strategy and pipeline. The Board believe that within the company's existing resources, it will have the total resources required to achieve the targets in the model.

These financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

1 Accounting policies (continued)

1.1 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.

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.

1.2 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Tangible fixed assets include investment property whose fair value cannot be measured reliably without undue cost or effort. Certain items of tangible fixed assets that had been revalued to fair value on or prior to the date of transition to FRS 102, are measured on the basis of deemed cost, being the revalued amount at the date of that revaluation.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the entity assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.5 below.

The company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

Plant & Machinery - 10-13% per annum
 Equipment & IT - 10-33% per annum
 Leasehold land - 10% per annum

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the company expects to consume an asset's future economic benefits.

1.3 Impairment excluding stocks and deferred tax assets

Non-financial assets

The carrying amounts of the entity's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.4 Turnover

Revenue represents the value of goods and services supplied to customers during the year, excluding value added tax. Where invoices are raised in advance for contracted services, the revenue will be spread over the period of the service and deferred income recognised on the balance sheet.

1.5 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Finance lease

Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding liability using the rate implicit in the lease. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents are charged as expenses in the periods in which they are incurred.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy).

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

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. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For non-depreciable assets that are measured using the revaluation model, deferred tax is provided at the rates and allowances applicable to the sale of the asset/property. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2 Expenses and auditor's remuneration

Included in profit/loss are the following:	2016 £000	2015 £000
Depreciation and other amounts written off tangible fixed assets: Owned Hire of other assets – Operating leases	704 124	612 124
Auditor's remuneration:		-
	2016 £000	2015 £000
Audit	-	-
All other non-audit services	-	23

3 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year, analysed by category, was as follows:

	Number of employees	
	2016	2015
Management	8	8
Research and Development	7	5
Engineers	2	2
	17	15
		-
The aggregate payroll costs of these persons were as follows:		
	2016	2015
	£000	£000
Wages and salaries	676	669
Social security costs	322	448
Other pension costs	45	75
	1,043	1,222

4 Remuneration of directors

	2016 £000	2015 £000
Directors' remuneration Company contributions to money purchase pension schemes	130 6	103 4

The aggregate of remuneration and amounts receivable under long term incentive schemes of the highest paid director was £136k (2015:nil).

	Number of 2016	directors 2015
Retirement benefits are accruing to the following number of directors under:		
Money purchase schemes	1	1
5 Interest payable and similar charges	2016 £000	2015 £000
On bank loans and overdrafts On all other loans	- 284	263
on an other loans		
	284	263

6 Taxation

Analysis of total (credit)/charge in period		
Thinapole of term (er early, erial go in person	2016 £000	2015 £000
UK corporation tax		
Current tax on income for the period	(213)	(171)
Adjustments in respect of previous periods	•	-
Deferred tax (see note 14)		
Origination/reversal of timing differences	-	-
Adjustment in respect of previous periods	-	-
Effect of changes in tax rates	-	-
Total tax	(213)	(171)
Total tax		
Reconciliation of effective tax rate:		
Acconcination of effective tax rate.		
	2016 £000	2015 £000
Total tax reconciliation		(0.015)
Loss on ordinary activities before tax	(2,001)	(3,217)
Current tax at standard UK tax rate of 20.00% (2015: 20.25%)	(400)	(652)
Effects of:		
Expenses not deductible for tax purposes	76	(18)
Effects of R&D tax credit	(85) 196	(171) 679
Deferred tax not recognised Transfer pricing adjustment	-	(9)
Total tax charge (see above)	(213)	(171)

7 Intangible fixed assets

·	Computer Software £000	Total £000
Cost or valuation		
At beginning of year	-	-
Additions	115	115
Disposals	-	-
At end of year	115	115
Amortisation		
At beginning of year	-	-
Charge for year	-	•
Disposal Depreciation	-	-
At end of year		-
Net book value		
At 31 December 2015	-	-
At 31 December 2016	115	115
		

8 Tangible fixed assets

	Plant & Machinery	Equipment & IT	Leasehold	Total
	£000£	€000	£000	£000
Cost or valuation				
At beginning of year	4,067	619	141	4,827
Additions	77	581	-	658
Disposals	(6)	-	-	(6)
At end of year	4,138	1,200	141	5,479
				
Depreciation		2.12	20	
At beginning of year	1,194	243	28	1,465
Charge for year	426	264	14	704
Disposal Depreciation	·	(7)	<u>.</u> .	(7)
At end of year	1,620	500	42	2,162
Net book value				·
At 31 December 2015	2,873	376	113	3,362
At 31 December 2016	2,518	700	99	3,317

9 Debtors

	31 December 2016 £000	31 December 2015 £000
Other debtors Corporation tax Prepayments and accrued income	305 213 73	121 275 84
	591	480

10 Creditors: amounts falling due within one year

	31 December 2016 £000	31 December 2015 £000
Trade creditors	301	89
Intercompany payables	170	192
Taxation and social security	28	32
Pension control	3	5
Accruals and deferred income	263	392
Director's loan account	-	-
Obligations under finance leases and hire purchase contracts (see note 13)	187	110
Loan repayment (less than 1 year)	•	35
	952	855

11 Creditors: amounts falling due after more than one year

	31 December 2016 £000	31 December 2015 £000
Long term loans Director's loan account Obligations under finance leases and hire purchase contracts	8,121 858 180	6,570 730 51
	9,159	7,351

Included within Long term loans above is a loan of £2,109k (2015:£1,981k) with the Greater Manchester Combined Authority, which is repayable in full by June 2020. This long term loan attracts an interest rate of 10% per annum. There are two further loan agreements amounting to £1,712k (2015:£1,587k) which are repayable by June 2020. One loan is with Enterprise Ventures (£856k) and the other loan is with Moulton Goodies Limited (£856k). These loans attract interest at a rate of 8% per annum. In addition, there is a loan of £4,300k (2015:£3,002k) due to Datacentred Holdings Limited, the parent company of Datacentred Limited. The director's loan account does not attract any interest and is due for repayment after several years. There is a further loan with Barclays Bank Plc within Datacentred Holdings Limited, which attracts an interest rate of 9% per annum; this loan provider has first charge over the Company's assets.

12 Interest-bearing loans and borrowings

This note provides information about the contractual terms of the Company's interest-bearing loans and borrowings, which are measured at amortised cost.

Creditors falling due more than one year	2016 £000	2015 £000
Secured bank loans Debenture loans Finance lease liabilities Shares classified as debt	3,821 180	3,568 50
	4,001	3,618
Creditors falling due within less than one year Secured bank loans		
Debenture loans	-	35
Shares classified as debt Finance lease liabilities Unsecured bank facility	187 -	110
	187	145

13 Other interest-bearing loans and borrowings

Finance lease liabilities

Finance lease liabilities are payable as follows:

	Minimum	Minimum
	lease	lease
	payments	payments
	2016	2015
	€000	£000
Less than one year	187	110
Between one and five years	180	51
More than five years	-	-
	367	161

14 Deferred tax assets and liabilities

	Assets 2016 £000	2015 £000	Liabilities 2016 £000	2015 £000	Net 2016 £000	2015 £000
Accelerated capital allowances Arising on business combinations Employee benefits Unused tax losses Other	- - - -	- - - -	- - - -	- - - -	- - - -	- - - -
Tax (assets) / liabilities Net of tax liabilities/(assets)	-	-	-	•	-	-
Net tax (assets) / liabilities	-	-	-	<u> </u>	-	-

In addition to the deferred tax asset above, the Company has additional unrecognised gross tax losses of £6,224k (2015: £5,241k).

15 Employee benefits

Defined contribution plan

The Company operates a defined contribution pension plan. The total expense relating to the plan in the current year was £45k (2015: £75k).

16 Share capital

	Ordinary shares £
Allotted, called-up and fully paid:	
1 Ordinary share of £1	1

Reserves	Revaluation Reserve £000	Profit and loss account £000	Total	
	4000		£000	
At 1 January 2016	2,634	(6,450)	(3,816)	
Profit for the year	•	(1,788)	(1,788)	
Depreciation transfer	(394)	394	-	
At 31 December 2016	2,240	(7,844)	(5,604)	

17 Operating leases

Annual commitments under non-cancellable operating leases are as follows:

	31 December 2016	31 December 2015
Land and buildings	£000	£000
Operating leases which expire: Within one year	-	•
In the second to fifth years inclusive Over five years	- 124	- 124
·		
	124	124

18 Related party disclosures

There are no related party disclosures for 2016.

19 Ultimate controlling party

The Company is a subsidiary undertaking of DataCentred Holdings Limited, which is the ultimate parent company incorporated in England and Wales.