

Registration number: 08904172

# Fast2Fibre (Holdings) Limited

Annual report and consolidated financial  
statements

for the period from 20 February 2014 to 30  
June 2015

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**Fast2Fibre (Holdings) Limited**  
**Contents**

Directors' report .....	1
Statement of directors' responsibilities .....	2
Independent auditors' report .....	3 to 4
Consolidated profit and loss account .....	5
Consolidated balance sheet .....	6 to 7
Balance sheet .....	8 to 9
Notes to the financial statements .....	10 to 17

The following pages do not form part of the statutory financial statements:

Detailed consolidated profit and loss account .....	18 to 19
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**Fast2Fibre (Holdings) Limited**  
**Directors' report for the period from 20 February 2014 to 30 June 2015**

The directors present their report and the consolidated financial statements for the period from 20 February 2014 to 30 June 2015.

**Incorporation**

The company was incorporated and commenced trading on 20 February 2014.

**Directors of the company**

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

Mr T A Fitzherbert (appointed 20 February 2014)

Mr M C Tellwright (appointed 12 September 2014)

Mr T S Chan (appointed 31 March 2015)

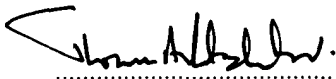
Mr P M Hughes (appointed 31 March 2015)

Mr L Nusbaum (appointed 31 March 2015)

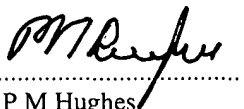
**Disclosure of information to the auditor**

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditor is unaware of.

Approved by the board on 7/10/2015 and signed on its behalf by:



Mr T A Fitzherbert  
Director



Mr P M Hughes  
Director

**Fast2Fibre (Holdings) Limited**  
**Statement of directors' responsibilities**

The directors are responsible for preparing the Annual 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 group and the company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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; 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 group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

## **Independent auditors' report to the members of Fast2Fibre (Holdings) Limited**

We have audited the financial statements of Fast2Fibre (Holdings) Limited for the period from 20 February 2014 to 30 June 2015, set out on pages 5 to 17. 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 auditor**

As explained more fully in the Statement of directors' responsibilities (set out on page 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 (APB'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 group's and parent 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 Annual Report and consolidated financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 June 2015 and of the group's loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

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

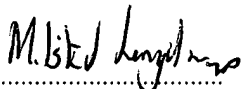
**Independent auditors' report to the members of  
Fast2Fibre (Holdings) Limited**

*..... continued*

**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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.



.....  
Nigel Fry (Senior Statutory Auditor)

For and on behalf of

Milsted Langdon LLP

Chartered Accountants and Statutory Auditors

Winchester House

Deane Gate Avenue

Taunton

Somerset

TA1 2UH

8 October 2015

**Fast2Fibre (Holdings) Limited**  
**Consolidated profit and loss account for the period from 20 February 2014 to 30 June**  
**2015**

	Note	20 February 2014 to 30 June 2015 £
<b>Turnover</b>		-
Cost of sales		-
<b>Gross profit/(loss)</b>		-
Administrative expenses		(132,914)
<b>Group operating loss</b>	2	(132,914)
Other interest receivable and similar income		1,129
<b>Loss on ordinary activities before taxation</b>		(131,785)
Tax on loss on ordinary activities	4	77,336
<b>Loss for the financial period attributable to members of the parent company</b>	12	(54,449)

Turnover and operating profit derive wholly from continuing operations.

The group has no recognised gains or losses for the period other than the results above.

**Fast2Fibre (Holdings) Limited**  
**Consolidated balance sheet at 30 June 2015**

			30 June 2015
	Note	£	£
<b>Fixed assets</b>			
Intangible fixed assets	5		472,175
Tangible fixed assets	6		525
<b>Current assets</b>			
Debtors	9	93,439	
Cash at bank and in hand		1,469,937	
		<u>1,563,376</u>	
<b>Creditors: Amounts falling due within one year</b>	10	<u>(34,698)</u>	
<b>Net current assets</b>			<u>1,528,678</u>
<b>Net assets</b>			<u><u>2,001,378</u></u>
<b>Capital and reserves</b>			
Called up share capital	11	191	
Share premium account	12	2,055,622	
Capital redemption reserve	12	14	
Profit and loss account	12	<u>(54,449)</u>	
<b>Shareholders' funds</b>			<u><u>2,001,378</u></u>

The notes on pages 10 to 17 form an integral part of these financial statements.



**Fast2Fibre (Holdings) Limited**  
**Consolidated balance sheet at 30 June 2015**

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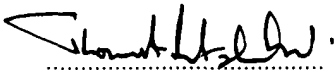
These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the Financial Reporting Standard for Smaller Entities (effective 2008).

For the period ending 30 June 2015 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

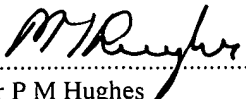
The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised for issue by the board on 7/10/2015 and signed on its behalf by:



Mr T A Fitzherbert  
Director



Mr P M Hughes  
Director

The notes on pages 10 to 17 form an integral part of these financial statements.

**Fast2Fibre (Holdings) Limited**  
**(Registration number: 08904172)**  
**Balance sheet at 30 June 2015**

	Note	30 June 2015 £
<b>Fixed assets</b>		
Investments	7	<u>102</u>
<b>Current assets</b>		
Debtors	9	515,352
Cash at bank and in hand		<u>1,456,434</u>
		1,971,786
<b>Creditors: Amounts falling due within one year</b>	10	<u>(7,862)</u>
<b>Net current assets</b>		<u>1,963,924</u>
<b>Net assets</b>		<u><u>1,964,026</u></u>
<b>Capital and reserves</b>		
Called up share capital	11	191
Share premium account	12	2,055,622
Capital redemption reserve	12	14
Profit and loss account	12	<u>(91,801)</u>
<b>Shareholders' funds</b>		<u><u>1,964,026</u></u>

The notes on pages 10 to 17 form an integral part of these financial statements.

**Fast2Fibre (Holdings) Limited**  
**(Registration number: 08904172)**  
**Balance sheet at 30 June 2015**

*..... continued*

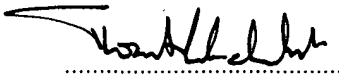
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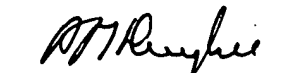
For the year ending 30 June 2015 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved and authorised for issue by the board on 7/10/2015 and signed on its behalf by:

  
.....  
Mr T A Fitzherbert  
Director

  
.....  
Mr P M Hughes  
Director

The notes on pages 10 to 17 form an integral part of these financial statements.

## **Fast2Fibre (Holdings) Limited**

### **Notes to the financial statements for the period from 20 February 2014 to 30 June 2015**

#### **1 Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The accounts do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirements to prepare such a statement

##### **Basis of consolidation**

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 30 June 2015.

Subsidiary undertakings are included using the acquisitions method of accounting. Under this method the group profit and loss account include the results of subsidiaries from the date of acquisition and to the date of sale outside the group in the case of disposals of subsidiaries. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition.

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Its loss for the financial period was £91,801.

##### **Amortisation**

Amortisation is provided on intangible fixed assets so as to write off the cost, less any estimated residual value, over their expected useful economic life as follows:

<b>Asset class</b>	<b>Amortisation method and rate</b>
Patent	10 years straight line
Development costs	5 years straight line

##### **Depreciation**

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

<b>Asset class</b>	<b>Depreciation method and rate</b>
Motor vehicles	25% reducing balance

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

Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised in line with the expected future sales from the related project.

##### **Deferred tax**

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19.

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date.

## Fast2Fibre (Holdings) Limited

### Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... *continued*

#### Hire purchase and leasing

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the group after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the group is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

## 2 Operating loss

Operating loss is stated after charging:

	20 February 2014 to 30 June 2015 £
Operating leases - other assets	6,000
Depreciation of owned assets	175
Amortisation	3,890
Auditor's remuneration	<u>4,500</u>

## 3 Auditors' remuneration

	20 February 2014 to 30 June 2015 £
Audit of the financial statements	<u>4,500</u>

## 4 Taxation

Tax on loss on ordinary activities

	20 February 2014 to 30 June 2015 £
Deferred tax	
Origination and reversal of timing differences	<u>(77,336)</u>

# Fast2Fibre (Holdings) Limited

## Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... continued

### 5 Intangible fixed assets

#### Group

	Patents £	Development costs £	Total £
<b>Cost</b>			
Additions	23,977	452,088	476,065
At 30 June 2015	23,977	452,088	476,065
<b>Amortisation</b>			
Charge for the period	3,890	-	3,890
At 30 June 2015	3,890	-	3,890
<b>Net book value</b>			
At 30 June 2015	20,087	452,088	472,175

### 6 Tangible fixed assets

#### Group

	Motor vehicles £	Total £
<b>Cost or valuation</b>		
Additions	700	700
<b>Depreciation</b>		
Charge for the period	175	175
<b>Net book value</b>		
At 30 June 2015	525	525

## Fast2Fibre (Holdings) Limited

### Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... *continued*

#### 7 Investments held as fixed assets

##### Group

##### Company

**30 June 2015**  
**£**

Shares in group undertakings and participating interests	102
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#### Shares in group undertakings and participating interests

	Subsidiary undertakings £	Total £
<b>Cost</b>		
Additions	102	102
At 30 June 2015	102	102
<b>Net book value</b>		
At 30 June 2015	102	102

#### Details of undertakings

Details of the investments in which the group holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	Principal activity
<b>Subsidiary undertakings</b>				
Fast2Fibre Limited	UK	Ordinary	100%	Fibre optic cabling
Deflux Holdings Limited	UK	Ordinary	100%	Patent holder
Deflux Limited	UK	Ordinary	100%	Preliminary research and development

## Fast2Fibre (Holdings) Limited

### Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... *continued*

#### 8 Acquisitions

##### Analysis of the acquisition of Deflux Holdings Limited

On 28 March 2014 the group acquired 2 (100%) Ordinary shares of Deflux Holdings Limited.

	Book value	Revaluation	Fair value	Accounting	Other	Fair value
	£	adjustment	adjustment	policy	adjustment	£
	£	£	£	£	£	£
Intangible fixed assets	14,496	-	-	-	-	14,496
Current assets	2,340	-	-	-	-	2,340
Total liabilities	(16,873)	-	-	-	-	(16,873)
	<u>(37)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(37)</u>
Goodwill arising on acquisition						39
						<u>2</u>
Discharged by:						
Shares issued						<u>2</u>

##### Analysis of the acquisition of Fast2Fibre Limited

On 5 March 2014 the group acquired 100 (100%) Ordinary shares of Fast2Fibre Limited.

The shares were acquired upon the incorporation of Fast2Fibre Limited.

	Book value	Revaluation	Fair value
	£	adjustment	£
	£	£	£
Current assets	<u>100</u>	<u>-</u>	<u>100</u>
Discharged by:			
Shares issued			<u>100</u>



## Fast2Fibre (Holdings) Limited

### Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... *continued*

#### 9 Debtors

	Group 30 June 2015 £	Company 30 June 2015 £
Amounts owed by group undertakings	-	515,352
Other debtors	8,334	-
Deferred tax	77,336	-
Prepayments and accrued income	7,769	-
	<u>93,439</u>	<u>515,352</u>

#### Deferred tax

The movement in the deferred tax asset in the period is as follows:

	Group £	Company £
Deferred tax credited to the profit and loss account	<u>77,336</u>	<u>-</u>

#### Analysis of deferred tax

##### Group

30 June 2015  
£  
77,336

##### Company

30 June 2015  
£  
-

## Fast2Fibre (Holdings) Limited

### Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... *continued*

#### 10 Creditors: amounts falling due within one year

	Group 30 June 2015 £	Company 30 June 2015 £
Trade creditors	10,408	-
Directors' current accounts	1,188	-
Accruals and deferred income	23,102	7,862
	<u>34,698</u>	<u>7,862</u>

#### 11 Share capital

##### Allotted, called up and fully paid shares

	No.	30 June 2015 £
Ordinary shares of £0.01 each	<u>19,130</u>	<u>191</u>

##### New shares allotted

During the period 19,130 Ordinary shares having an aggregate nominal value of £191 were allotted for an aggregate consideration of £2,055,813. The shares were allotted on the incorporation of the company, on a share for share exchange when Deflux Holdings Limited was acquired and to raise finance for the development of company products.

##### Share capital redeemed

During the period 1,357 Ordinary shares having an aggregate nominal value of £14 were redeemed for an aggregate consideration of £14.

#### 12 Reserves

##### Group

	Share premium account £	Capital redemption reserve £	Profit and loss account £	Total £
Loss for the period	-	-	(54,449)	(54,449)
Premium on issue of shares	2,055,622	-	-	2,055,622
Purchase of own shares	-	14	-	14
At 30 June 2015	<u>2,055,622</u>	<u>14</u>	<u>(54,449)</u>	<u>2,001,187</u>

## Fast2Fibre (Holdings) Limited

### Notes to the financial statements for the period from 20 February 2014 to 30 June 2015

..... *continued*

#### Company

	Share premium account £	Capital redemption reserve £	Profit and loss account £	Total £
Loss for the period	-	-	(91,801)	(91,801)
Premium on issue of shares	2,055,622	-	-	2,055,622
Purchase of own shares	-	14	-	14
At 30 June 2015	<u>2,055,622</u>	<u>14</u>	<u>(91,801)</u>	<u>1,963,835</u>

### 13 Related party transactions

#### Other related party transactions

During the period the company made the following related party transactions:

##### Mr M C Tellwright

(Director and shareholder)

Mr M C Tellwright charged Fast2Fibre Limited £6,000 for rent and £4,639 for expenses during the period.

Mr M C Tellwright paid expenses on behalf of Deflux Holdings Limited of £16,873. During the period part of a loan owed to Mr M C Tellwright was transferred to Fast2Fibre Holdings Limited.

Mr M C Tellwright paid expenses on behalf of Deflux Limited of £179,269. During the period the loan was transferred to Fast2Fibre Holdings Limited.

At the balance sheet date the amount due to Mr M C Tellwright was £1,188.

##### Eaton Place LLP

(Shareholder)

The company was charged £60,000 for management services during the period. At the balance sheet date the amount due to Eaton Place LLP was £nil.

##### Streathbourne Developments Limited

(Company of which Mr T A Fitzherbert is director and shareholder)

Streathbourne Developments Limited charged the company £47,700 for consultancy fees and £11,072 for expenses during the period. At the balance sheet date the amount due to Streathbourne Developments Limited was £nil.

##### Copper2Fibre Limited

(Company of which Mr T A Fitzherbert is director)

During the period the company acquired fixed assets from Copper2Fibre Limited for £700. At the balance sheet date the amount due to Copper2Fibre Limited was £nil.