

Registered number: 02266230

KELLY COMMUNICATIONS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2023

MONDAY



ADCQMPF4

A29

30/09/2024

#215

COMPANIES HOUSE

KELLY COMMUNICATIONS LIMITED

COMPANY INFORMATION

Directors	T J Kelly T P Kelly R Westropp-Bennett L McGrane
Company secretary	J P Bradley
Registered number	02266230
Registered office	Kelly House Fourth Way Wembley Middlesex HA9 0LH
Independent auditors	MHA Chartered Accountants and Statutory Auditors 6th Floor 2 London Wall Place London EC2Y 5AU

KELLY COMMUNICATIONS LIMITED

CONTENTS

	Page
Strategic Report	1 - 2
Directors' Report	3 - 5
Independent Auditors' Report	6 - 9
Statement of Comprehensive Income	10
Balance Sheet	11
Statement of Changes in Equity	12
Notes to the Financial Statements	13 - 29

KELLY COMMUNICATIONS LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

Introduction

The directors present the strategic report and financial statements for the year ended 31 December 2023.

Business review

The Company has reported turnover of £115.4m (1 January 2023: £87.3m) and a pre-tax profit of £10.8m for the year ended 31 December 2023 (1 January 2023: £10.7m). The Company has total shareholder funds of £11.7m as at 31 December 2023 (2 January 2022: £13.5m).

- In the period, turnover at £115.4m was £28.1m more than the previous period.
- The strategy of business going forward is to continue to develop our strong relationships with Virgin Media; CityFibre and Hughes Network Services Ltd and to continue to expand the range of services we provide.

Principal risks and uncertainties

We see limited risks with our core business with perhaps the exception of the high level of business we enjoy with three clients. This is being addressed with ongoing investment and the development of other opportunities within the Kelly Group.

While staff shortages are considered a risk, the directors have tailored recruitment and retention strategies as a means of minimising the impact.

The Business is aware and monitors closely the ever-evolving risks associated with inflationary pressures and looks to mitigate against these increased costs where possible.

Financial key performance indicators

The directors of Kelly Communications Group Limited, the ultimate parent company, manage the Group's operations on a divisional basis.

The board uses Key Performance Indicators ('KPI's) to monitor the Company's performance and regularly reviews the key risks to the business. In addition to regular board reporting and timely management accounts, the Company monitors a range of activities including health and safety, profitability, cash management, customer satisfaction, order book and other financial and non financial measures.

- The Company is affected by the scale and profitability of individual projects, therefore turnover and profits are monitored contract by contract on a weekly basis.

KELLY COMMUNICATIONS LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023**

Research and development

The company continues to look for ways to improve its efficiency both operationally and financially with the support of its holding company and fellow subsidiaries.

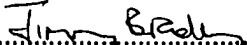
Directors' statement of compliance with duty to promote the success of the Company

The Directors consider, both individually and collectively, that in the decisions taken during the financial year they have satisfied the requirements of s172(1) of the Companies Act 2006 in acting in the way they consider, in good faith, would be most likely promote the success of the Company for the benefit of its members, as a whole, and in doing so having regard to the stakeholders set out below.

When making decisions, the Director should consider, among other factors:

- The potential long-term outcomes of the decision
- The welfare of the Company's employees.
- The importance of promoting the Company's employees.
- The preservation of the Company's business relationships with suppliers, customers, and other stakeholders.
- The impact of the Company's activities on the community and the environment.
- The Company's reputation for maintaining high standards of business ethics.
- The necessity of acting impartially between Company members.

This report was approved by the board and signed on its behalf.


.....
J P Bradley
Secretary

Date: 12/08/2024

KELLY COMMUNICATIONS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2023**

The directors present their report and the financial statements for the year ended 31 December 2023.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to 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.

Principal activity

The principal activity of the company was that of a telecommunications, cable television and broadband installation contractor specialising in cabling and activation services.

Results and dividends

The profit for the year, after taxation, amounted to £8,192,268 (2023 - £8,518,642).

Dividends are disclosed in note 11.

Directors

The directors who served during the year were:

T J Kelly
T P Kelly
R Westropp-Bennett
L McGrane

KELLY COMMUNICATIONS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023**

Future developments

We remain very well placed to deliver further profitable growth going forward.

Directors' indemnity insurance

Directors' liability and indemnity insurance was in force throughout the year to cover the directors' and officers of the company against actions brought against them in their personal capacity. Neither the insurance nor the indemnity provide cover where the individual has acted fraudulently or dishonestly.

Engagement with employees

The employees of the company are kept well informed of the performance and objectives of the company through established methods of personal briefings and regular meetings. The employees are given the opportunity to develop and progress according to ability, irrespective of their race, creed, sex, marital status and age.

Disabled employees

The company's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed, a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made, wherever possible, for retraining employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

Employee information

The company aims to involve all employees in the company's affairs through the systematic provision of information to employees. There is regular consultation with employees, taking their views into account in making decisions affecting the performance of the company.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the directors have taken all the steps that ought to have been taken as directors in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the company since the year end.


KELLY COMMUNICATIONS LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2023**

Auditors

The auditors, MHA, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.


.....
J P Bradley
Secretary

Date: 12/08/2024

KELLY COMMUNICATIONS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KELLY COMMUNICATIONS LIMITED

Opinion

We have audited the financial statements of Kelly Communications Limited (the 'company') for the year ended 31 December 2023, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2023 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

KELLY COMMUNICATIONS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KELLY COMMUNICATIONS LIMITED
(CONTINUED)**

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

KELLY COMMUNICATIONS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KELLY COMMUNICATIONS LIMITED
(CONTINUED)**

Auditors' responsibilities for the audit of the financial statements

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 an Auditors' Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Enquiry of management and those charged with governance around actual and potential litigation and claims;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business and reviewing accounting estimates for bias;
- Reviewing minutes of meetings of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

KELLY COMMUNICATIONS LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KELLY COMMUNICATIONS LIMITED
(CONTINUED)**

Use of our report

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.



Tasneem Bharmal FCCA (Senior Statutory Auditor)

for and on behalf of
MHA, Statutory Auditor

London, United Kingdom

Date: 22/08/24

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

KELLY COMMUNICATIONS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2023**

		2 January to 31 December 2023	3 January 2022 to 1 January 2023
	Note	£	£
Turnover	4	115,434,832	87,263,661
Cost of sales		(88,716,602)	(66,878,204)
Gross profit		26,718,230	20,385,457
Administrative expenses		(24,158,810)	(11,296,094)
Other operating income	5	8,292,129	1,686,000
Operating profit	6	10,851,549	10,775,363
Interest payable and similar expenses	9	(32,053)	(90,629)
Profit before tax		10,819,496	10,684,734
Tax on profit	10	(2,627,228)	(2,166,092)
Profit for the financial year		8,192,268	8,518,642

There was no other comprehensive income for 2023 (2023:£NIL).

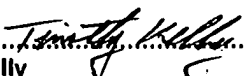
The notes on pages 13 to 29 form part of these financial statements.

KELLY COMMUNICATIONS LIMITED
REGISTERED NUMBER: 02266230

BALANCE SHEET
AS AT 31 DECEMBER 2023

	Note	31 December 2023 £	1 January 2023 £
Fixed assets			
Intangible assets	12	417,308	786,743
Tangible assets	13	186,706	243,349
Investments	14	89	89
		<u>604,103</u>	<u>1,030,181</u>
Current assets			
Stocks	15	246,352	215,533
Debtors	16	24,250,703	22,170,541
Cash at bank and in hand	17	1,110,859	2,883,176
		<u>25,607,914</u>	<u>25,269,250</u>
Creditors: amounts falling due within one year	18	(14,475,536)	(12,755,218)
Net current assets		<u>11,132,378</u>	<u>12,514,032</u>
Total assets less current liabilities		<u>11,736,481</u>	<u>13,544,213</u>
Net assets		<u><u>11,736,481</u></u>	<u><u>13,544,213</u></u>
Capital and reserves			
Called up share capital	20	10,000	10,000
Capital redemption reserve	21	50	50
Profit and loss account	21	11,726,431	13,534,163
		<u>11,736,481</u>	<u>13,544,213</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 12/08/2024

.....

T J Kelly
 Director

The notes on pages 13 to 29 form part of these financial statements.

KELLY COMMUNICATIONS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2023**

	Called up share capital £	Capital redemption reserve £	Profit and loss account £	Total equity £
At 3 January 2022	10,000	50	11,015,521	11,025,571
Comprehensive income for the year				
Profit for the year	-	-	8,518,642	8,518,642
Total comprehensive income for the period	-	-	8,518,642	8,518,642
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	(6,000,000)	(6,000,000)
Total transactions with owners	-	-	(6,000,000)	(6,000,000)
At 2 January 2023	10,000	50	13,534,163	13,544,213
Comprehensive Income for the year				
Profit for the year	-	-	8,192,268	8,192,268
Total comprehensive income for the year	-	-	8,192,268	8,192,268
Contributions by and distributions to owners				
Dividends: Equity capital	-	-	(10,000,000)	(10,000,000)
Total transactions with owners	-	-	(10,000,000)	(10,000,000)
At 31 December 2023	10,000	50	11,726,431	11,736,481

The notes on pages 13 to 29 form part of these financial statements.

KELLY COMMUNICATIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1. General information

Kelly Communications Limited is a private company, limited by shares, and incorporated in England and Wales. The company registration number is 02266230 and the registered office is Kelly House, Fourth Way, Wembley, Middlesex, HA9 0LH.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Kelly Communications Limited is the parent company of Kelly Fibre Limited, a company registered in Ireland. Kelly Communications Limited is also a 100% subsidiary of Kelly Communications Group Limited, which includes the company and its subsidiary in the consolidated financial statements of that group. Kelly Communications Limited is exempt from preparing group accounts under the Companies Act 2006 as the company is included in accounts of a larger group and has not prepared group financial statements. These are the financial statements of the company, not the group.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The financial statements are prepared in pounds sterling, the functional currency, rounded to the nearest £1.

The following principal accounting policies have been applied:

2.2 Financial Reporting Standard 102 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Kelly Communications Group Limited as at 31 December 2023 and these financial statements may be obtained from the registered office of the parent company, Kelly House, Fourth Way, Wembley, Middlesex, HA9 0LH.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)

2.3 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in profit or loss within 'other operating income'.

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)

2.5 Cost of sales and administration expenses

Certain categories of expenses that had been allocated to administration expenses in previous years that have been allocated to cost of sales in the year ended 31 December and vice versa. The directors consider that this provides a better presentation of both expense categories. The comparative figures for year ended 1 January 2023 have also been reallocated. There is no impact on results and reserves for year ended 31 December 2023 or year ended 1 January 2023 arising from this reallocation.

2.6 Operating leases: the company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.7 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9 Pensions

Defined contribution pension plan

The company operates a defined contribution pension plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the company in independently administered funds.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)**2.10 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.11 Amounts recoverable on contracts

Amounts recoverable on contracts comprises work completed or measured parts thereof not yet invoiced to customers and is stated after making due allowance for irrecoverable amounts. Profit on contracting activities is taken as work progresses, unless a more conservative approach is necessary. The percentage margin on each individual contract is the lower of the margin earned to date and that forecast to completion, taking account of agreed claims. Profit for the period includes settlement of claims arising on completed contracts with a provision made for notified claims during the period where further work is required.

2.12 Amounts receivable under retentions

The amounts receivable under retentions are included within trade debtors. However, these retentions are treated as unrealised and only released to the profit and loss account when the period of constructive obligation ceases and the amounts have been invoiced.

2.13 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

Computer software is amortised on a straight line basis over its estimated useful life of 4 years.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)

2.14 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, on a reducing balance basis.

Depreciation is provided on the following basis:

Plant and machinery	-	25% reducing balance
Fixtures and fittings	-	25% reducing balance
Computer equipment	-	25% reducing balance

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.15 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

Investments in unlisted company shares, whose market value can be reliably determined, are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in the Statement of Comprehensive Income for the period. Where market value cannot be reliably determined, such investments are stated at historic cost less impairment.

Investments in listed company shares are remeasured to market value at each balance sheet date. Gains and losses on remeasurement are recognised in profit or loss for the period.

2.16 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.17 Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)**2.18 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.19 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.20 Financial Instruments

The company has elected to apply the provisions of Section 11 "Basic Financial Instruments" of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's Balance Sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables, cash and bank balances, are initially measured at their transaction price including transaction costs and are subsequently carried at their amortised cost using the effective interest method, less any provision for impairment, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Discounting is omitted where the effect of discounting is immaterial. The company's cash and cash equivalents, trade and most other receivables due with the operating cycle fall into this category of financial instruments.

Financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instruments any contract that evidences a residual interest in the assets of the company after the deduction of all its liabilities.

Basic financial liabilities, which include trade and other payables, bank loans and other loans are initially measured at their transaction price after transaction costs. When this constitutes a financing transaction, whereby the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Discounting is omitted where the effect of discounting is immaterial.

Debt instruments are subsequently carried at their amortised cost using the effective interest rate method.

Trade payables are obligations to pay for goods and services that have been acquired in the ordinary

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

2. Accounting policies (continued)**2.20 Financial instruments (continued)**

course of business from suppliers. Trade payables are classified as current liabilities if the payment is due within one year. If not, they represent non-current liabilities. Trade payables are initially recognised at their transaction price and subsequently are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial.

2.21 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described above, management is required to make judgments, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are described below:

Fixed assets, debtors and provisions

Judgments have been made in relation to the lives of tangible assets and the valuation and recoverability of trade debtors, the valuation of provisions and the useful economic life and residual values of fixtures and fittings. The directors have concluded that the valuation of debtors and provisions and asset values and residual values are appropriate.

Valuation of Stock

Stock is included at the lower of cost and net realisable value. The directors have reviewed the stock obsolescence policy and are satisfied that stock is fairly valued at the year end.

Amounts recoverable on contracts

Amounts recoverable on contracts are valued at the amount expected to be recovered at the balance sheet date, with detailed post year end analysis undertaken to ensure the fair value of this accrued income.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

4. Turnover

An analysis of turnover by class of business is as follows:

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Telecommunications services	115,434,832	87,263,661
	<u>115,434,832</u>	<u>87,263,661</u>

All turnover arose within the United Kingdom.

5. Other operating income

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Management charges receivable	7,292,129	-
Consultancy income	1,000,000	1,686,000
	<u>8,292,129</u>	<u>1,686,000</u>

6. Operating profit

The operating profit is stated after charging:

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Research & development charged as an expense	-	1,455,687
Differences on foreign exchange	19,818	(23,670)
Operating lease rentals	1,528,290	1,428,922
	<u>1,528,290</u>	<u>1,428,922</u>

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

7. Auditors' remuneration

During the year, the company obtained the following services from the company's auditors and their associates:

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Fees payable to the company's auditors for the audit of the company's financial statements	22,000	18,500

The company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the consolidated accounts of the parent company.

8. Employees

Staff costs were as follows:

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Wages and salaries	13,315,238	9,927,367
Social security costs	1,321,095	1,119,291
Cost of defined contribution pension scheme	219,259	174,935
	14,855,592	11,221,593

The average monthly number of employees, including the directors, during the year was as follows:

	2 January to 31 December 2023 No.	3 January 2022 to 1 January 2023 No.
Number of direct staff	198	89
Number of indirect staff	134	179
	332	268

No directors received remuneration from the company in the year (1 January 2023: £nil). No directors were accruing pension benefits in respect of the defined contribution pension scheme in the year (1 January 2023: £nil).

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

9. Interest payable and similar charges

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Bank interest payable	32,053	90,629
	<u>32,053</u>	<u>90,629</u>

10. Taxation

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Corporation tax		
Current tax on profits for the year	2,618,992	2,102,890
Adjustments in respect of previous periods	-	45,078
	<u>2,618,992</u>	<u>2,147,968</u>
Total current tax	<u>2,618,992</u>	<u>2,147,968</u>
Deferred tax		
Short term timing differences	(1,486)	(807)
Fixed asset timing differences	9,722	18,931
	<u>8,236</u>	<u>18,124</u>
Total deferred tax	<u>8,236</u>	<u>18,124</u>
Taxation on profit on ordinary activities	<u>2,627,228</u>	<u>2,166,092</u>

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

10. Taxation (continued)**Factors affecting tax charge for the year/period**

The tax assessed for the year is the same as (2023 - higher than) the standard rate of corporation tax in the UK of 25% (2023 - 19%). The differences are explained below:

	2 January to 31 December 2023 £	3 January 2022 to 1 January 2023 £
Profit on ordinary activities before tax	<u>10,819,496</u>	<u>10,684,734</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 25% (2023 - 19%)	2,704,874	2,030,099
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	79,063	84,288
Capital allowances for year/period in excess of depreciation	9,513	7,736
Short term timing difference leading to a (decrease) in taxation	(1,486)	-
Adjustments for change in tax rate	(164,736)	-
Adjustment in respect of prior periods	-	45,078
Group relief	-	(1,109)
Total tax charge for the year/period	<u><u>2,627,228</u></u>	<u><u>2,166,092</u></u>

11. Dividends

	31 December 2023 £	1 January 2023 £
Dividends paid on equity capital	<u>10,000,000</u>	<u>6,000,000</u>
	<u><u>10,000,000</u></u>	<u><u>6,000,000</u></u>

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

12. Intangible assets

	Computer software £
Cost	
At 2 January 2023	1,484,237
At 31 December 2023	1,484,237
Amortisation	
At 2 January 2023	697,494
Charge for the year	369,435
At 31 December 2023	1,066,929
Net book value	
At 31 December 2023	417,308
At 1 January 2023	786,743

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

13. Tangible fixed assets

	Plant and machinery £	Fixtures, fittings & computer equipment £	Computer equipment £	Total £
Cost or valuation				
At 2 January 2023	47,862	775,548	15,030	838,440
Additions	-	4,975	-	4,975
At 31 December 2023	<u>47,862</u>	<u>780,523</u>	<u>15,030</u>	<u>843,415</u>
Depreciation				
At 2 January 2023	15,061	579,073	957	595,091
Charge for the year	12,438	44,201	4,979	61,618
At 31 December 2023	<u>27,499</u>	<u>623,274</u>	<u>5,936</u>	<u>656,709</u>
Net book value				
At 31 December 2023	<u>20,363</u>	<u>157,249</u>	<u>9,094</u>	<u>186,706</u>
At 2 January 2022	<u>32,801</u>	<u>196,475</u>	<u>14,073</u>	<u>243,349</u>

14. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 2 January 2023	89
At 31 December 2023	<u>89</u>

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

14. Fixed asset investments (continued)**Subsidiary undertaking**

The following was a subsidiary undertaking of the company:

Name	Registered office	Class of shares	Holding
Kelly Fibre Limited	Unit 1, Airport Hub, Furry Park Ind. Est., Santry DN 9, D09 W5YV	Ordinary	100%

15. Stocks

	31 December 2023 £	1 January 2023 £
Raw materials and consumables	246,352	215,533
	246,352	215,533

Stock recognised in cost of sales during the year as an expense was £4,533,234 (January 2023: £3,377,640).

16. Debtors

	31 December 2023 £	1 January 2023 £
Due after more than one year		
Other debtors	37,542	37,542
Deferred tax asset	64,217	72,453
	101,759	109,995
Due within one year		
Trade debtors	11,093,961	8,144,976
Other debtors	4,947,337	4,991,270
Prepayments and accrued income	1,075,552	1,709,052
Amounts recoverable on long term contracts	7,032,094	7,215,248
	24,250,703	22,170,541

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

17. Cash and cash equivalents

	31 December 2023 £	1 January 2023 £
Cash at bank and in hand	1,110,859	2,883,176
	<u>1,110,859</u>	<u>2,883,176</u>

18. Creditors: Amounts falling due within one year

	31 December 2023 £	1 January 2023 £
Trade creditors	2,990,252	3,889,056
Amounts owed to group undertakings	3,277,800	2,117,437
Corporation tax	-	245,719
Other taxation and social security	2,109,537	2,021,042
Other creditors	738,187	536,394
Accruals and deferred income	5,359,760	3,945,570
	<u>14,475,536</u>	<u>12,755,218</u>

The following liabilities disclosed under creditors falling due within one year are secured by the company:

The company is party to a group composite arrangement with certain companies within Kelly Communications Group Limited under which overdrafts can be offset by cross guarantees. The total at 31 December 2023 amounted to £Nil (1 January 2023: £Nil).

A debenture is held by Kelly Communications Group Limited securing all monies due or becoming due to it. Included within creditors at 31 December 2023 is an amount of £753,502 (1 January 2023: £1,534,198 within debtors) due to Kelly Communications Group Limited.

KELLY COMMUNICATIONS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2023**

19. Deferred taxation

	31 December 2023 £
At beginning of year	72,453
Charged to profit or loss	(8,236)
At end of year	64,217

The deferred tax asset is made up as follows:

	31 December 2023 £	1 January 2023 £
Fixed asset timing differences	58,197	67,919
Short term timing differences	6,020	4,534
	64,217	72,453

20. Share capital

	31 December 2023 £	1 January 2023 £
Allotted, called up and fully paid		
10,000 (2 January 2022: 10,000) Ordinary shares of £1.00 each	10,000	10,000

21. Reserves

Capital redemption reserve

The capital redemption reserve is represented by amounts transferred on the redemption of preference capital and is not distributable.

Profit and loss account

The profit and loss account is represented by retained earnings. Changes in reserves are set out in the Statement of Changes in Equity.

KELLY COMMUNICATIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

22. Pension commitments

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 and amounted to £219,259 (1 January 2023: £174,935). Contributions totalling £71,258 (1 January 2023: £49,560) were payable to the fund at the balance sheet date and are included in creditors.

23. Related party transactions

The company has taken advantage of the exemption available in Financial Reporting Standard 102 Section 33 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group. The consolidated financial statements of the ultimate parent company, Kelly Communications Group Limited are available from Registrar of Companies, Companies House, Cardiff, CF14 3UZ.

During the year, Kelly Communications Limited provided consultancy services amounting to £1,000,000 (1 January 2023: £966,000) to Kelly Supply Solutions Limited, a company in which T J Kelly is also a director.

During the year, £99,448 (1 January 2023: £80,470) was charged to Kelly Rail U.K. Limited, a company under common ownership, in respect of management charges. Included within other creditors is an amount due to Kelly Rail U.K. Limited of £Nil (1 January 2023: £Nil).

During the year, Kelly Rail U.K. Limited made purchases totalling £278,032 (01 January 2023: £194,732) in respect of recharged costs from Kelly Communications Limited. Included within trade creditors is an amount of £3,360 (1 January 2023: £15) due to Kelly Rail U.K. Limited by the company. Included within trade debtors is an amount of £71,066 (1 January 2023: £70,266) owed by Kelly Rail U.K. Limited to Kelly Communications Limited. At the year end the net amount of £67,706 (1 January 2023: £70,251) is due from Kelly Rail U.K. Limited to the company.

During the year, the company advanced £Nil (1 January 2023: £110,000) and charged fees of £62,204 (1 January 2023: £235,761) to Kelly Airways Limited, a company incorporated in the Isle of Man, in which T J Kelly, a director of Kelly Communications Group Limited, has an interest. At the balance sheet date an amount of £4,823,407 (1 January 2023: £4,885,611) was included in other debtors due within one year. This loan is unsecured, interest free and repayable on demand.

24. Ultimate controlling party

The company was under the control of T J Kelly throughout the year and the previous year by virtue of a controlling interest in the ultimate parent company.

25. Ultimate parent company

The ultimate parent undertaking during the year was Kelly Communications Group Limited, a company registered in England and Wales, with a registered office as that of the Company, which is the largest group of undertakings for which group accounts are drawn up.