

CELLHIRE LIMITED
GROUP STRATEGIC REPORT, REPORT OF THE DIRECTORS AND
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH APRIL 2024

Thomas Coombs Limited
Statutory Auditor
Chartered Accountants
3365 The Pentagon
Century Way
Thorpe Park
Leeds
West Yorkshire
LS15 8ZB

**CONTENTS OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH APRIL 2024**

	Page
Company Information	1
Group Strategic Report	2
Report of the Directors	3 to 4
Report of the Independent Auditors	5 to 8
Consolidated Income Statement	9
Consolidated Other Comprehensive Income	10
Consolidated Balance Sheet	11
Company Balance Sheet	12
Consolidated Statement of Changes in Equity	13
Company Statement of Changes in Equity	14
Consolidated Cash Flow Statement	15
Notes to the Consolidated Cash Flow Statement	16
Notes to the Consolidated Financial Statements	17 to 28

CELLHIRE LIMITED

**COMPANY INFORMATION
FOR THE YEAR ENDED 30TH APRIL 2024**

DIRECTORS: T J Williams
M Bennett
T R Taylor
P Wheelerton
T Guerion

REGISTERED OFFICE: Park House
Clifton Park
YORK
YO30 5PB

REGISTERED NUMBER: 02159836 (England and Wales)

AUDITORS: Thomas Coombs Limited
Statutory Auditor
Chartered Accountants
3365 The Pentagon
Century Way
Thorpe Park
Leeds
West Yorkshire
LS15 8ZB

BANKERS: HSBC plc
13 Parliament Street
York
YO1 8RS

**GROUP STRATEGIC REPORT
FOR THE YEAR ENDED 30TH APRIL 2024**

The directors present their strategic report of the company and the group for the year ended 30th April 2024.

REVIEW OF BUSINESS

The directors are pleased to report strong results for the financial year and the group remains in a robust financial position going forward.

The results for the year and financial position of the company and the group are as shown in the annexed financial statements.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the group's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the group are considered to relate to competition from national and independent providers.

The group has exposure to foreign exchange risk due to the international nature of its operations.

KEY PERFORMANCE INDICATORS

The management team's key performance indicators vs the prior year are as follows:

	FY2024	FY2023
	£	£
Turnover	28,841,437	28,247,565
Operating profit	1,437,354	1,943,619
Net profit/(loss)	1,006,526	2,686,489
Adjusted EBITDA*	4,290,730	4,691,639

* During the year ended 30th April 2024 a number of non-trading/recurring adjustments, including non-underlying supplier costs and management charges from Hamsard 3667 Limited, have been made, resulting in an adjusted EBITDA of £4,290,730.

FUTURE OUTLOOK

The group retains a strong balance sheet position with net assets of £13.6 million and is well placed to meet the challenges and opportunities for the upcoming financial periods.

ON BEHALF OF THE BOARD:

T J Williams - Director

28th October 2024

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30TH APRIL 2024**

The directors present their report with the financial statements of the company and the group for the year ended 30th April 2024.

DIVIDENDS

The total distribution of dividends for the period from 1st May 2023 to 30th April 2024 was £2,138,473 (2023: Nil).

RESEARCH AND DEVELOPMENT

Research and development costs of £Nil (2023 : £10,000) were incurred in continuing operations during the year.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st May 2023 to the date of this report.

T J Williams
M Bennett
T R Taylor
P Whelerton

Other changes in directors holding office are as follows:

T Guerion- appointed 31st July 2024
M Stevens - resigned 31st August 2023

FINANCIAL INSTRUMENTS

The group's financial statements comprise of advance receipts in respect of the ordinary activities of the group, cash and liquid resources and various other items such as trade debtors and trade creditors that also arise directly from its operations.

POLITICAL AND CHARITABLE CONTRIBUTIONS

The group made no political contributions in the year. Donations to charitable causes amounted to £5,660 (2023: £6,183).

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 30TH APRIL 2024**

AUDITORS

The auditors, Thomas Coombs Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

T J Williams - Director

28th October 2024

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF CELLHIRE LIMITED

Opinion

We have audited the financial statements of Cellhire Limited (the 'parent company') and its subsidiaries (the 'group') for the year ended 30th April 2024 which comprise the Consolidated Income Statement, Consolidated Other Comprehensive Income, Consolidated Balance Sheet, Company Balance Sheet, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity, Consolidated Cash Flow Statement and Notes to the Consolidated Cash Flow Statement, Notes to the Financial Statements, 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 group's and of the parent company affairs as at 30th April 2024 and of the group's 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 group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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 group's and the parent 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.

Other information

The directors are responsible for the other information. The other information comprises the information in the Group Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

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.

In connection with our audit of the financial statements, 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 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.

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

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF CELLHIRE LIMITED

Matters on which we are required to report by exception

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

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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 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 group's and the parent 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 group or the parent company or to cease operations, or have no realistic alternative but to do so.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF CELLHIRE LIMITED

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 a Report of the Auditors 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:

Based on our understanding of the entity and industries in which it operates, we identified the principal risks of non-compliance with laws and regulations related to employment law and data protection. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, tax legislation and the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

We assessed the susceptibility of the company's financial statements to material misstatement and how fraud might occur, including through discussions with the directors, discussions within our audit team planning meeting, updating our record of internal controls, and ensuring these controls operated as intended. We determined the principal risks were related to posting journal entries to manipulate profits, and management bias in accounting estimates.

To address the risk of fraud through management bias and override of controls, we:

- Performed analytical procedures to identify any unusual or unexpected relationships.
- Identified and tested journal entries and identified any significant transactions that were unusual or outside the normal course of business.
- Investigated the rationale behind significant or unusual transactions.
- Challenged assumptions and judgements made by management in determining significant accounting estimates.

In response to the risk of irregularities and non-compliance with laws and regulations, we designed audit procedures which included, but were not limited to:

- Agreeing financial statements disclosures to underlying supporting documentation.
- Discussions with management of known or suspected instances of non-compliance with laws and regulations.
- Reviewing relevant available correspondence.

At the completion stage of the audit, the engagement partner's review included ensuring that the team had approached their work with appropriate professional scepticism and thus the capacity to identify non-compliance with laws and regulations and fraud.

There are inherent limitations in the audit procedures described above and the further removed non-compliance of laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. Also, the risk of not detecting a material misstatement relating to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment.

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 Report of the Auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
CELLHIRE LIMITED**

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 a Report of the Auditors 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.

Thomas Bond ACA (Senior Statutory Auditor)
for and on behalf of Thomas Coombs Limited
Statutory Auditor
Chartered Accountants
3365 The Pentagon
Century Way
Thorpe Park
Leeds
West Yorkshire
LS15 8ZB

28th October 2024

**CONSOLIDATED INCOME STATEMENT
FOR THE YEAR ENDED 30TH APRIL 2024**

	Notes	2024 £	£	2023 £	£
TURNOVER	3		28,841,437		28,247,565
Cost of sales			18,774,881		17,486,382
GROSS PROFIT			10,066,556		10,761,183
Distribution costs		227,916		249,572	
Administrative expenses		8,401,286		8,567,992	
			8,629,202		8,817,564
OPERATING PROFIT	6		1,437,354		1,943,619
Interest receivable and similar income	7		59,630		3,246
PROFIT BEFORE TAXATION			1,496,984		1,946,865
Tax on profit	8		490,458		(739,624)
PROFIT FOR THE FINANCIAL YEAR			1,006,526		2,686,489
Profit attributable to: Owners of the parent			1,006,526		2,686,489

**CONSOLIDATED OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30TH APRIL 2024**

Notes	2024 £	2023 £
PROFIT FOR THE YEAR	1,006,526	2,686,489
OTHER COMPREHENSIVE INCOME		
Exchange movements	(32,392)	28,138
Income tax relating to other comprehensive income	-	-
OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF INCOME TAX	<u>(32,392)</u>	<u>28,138</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u><u>974,134</u></u>	<u><u>2,714,627</u></u>
Total comprehensive income attributable to: Owners of the parent	<u><u>974,134</u></u>	<u><u>2,714,627</u></u>

CONSOLIDATED BALANCE SHEET
30TH APRIL 2024

	Notes	2024		2023	
		£	£	£	£
FIXED ASSETS					
Intangible assets	11		2,341,495		1,555,297
Tangible assets	12		2,963,382		2,848,241
Investments	13		-		-
			<u>5,304,877</u>		<u>4,403,538</u>
CURRENT ASSETS					
Debtors	14	8,943,429		12,432,966	
Cash at bank and in hand		<u>7,104,692</u>		<u>5,797,365</u>	
		16,048,121		18,230,331	
CREDITORS					
Amounts falling due within one year	15	<u>7,782,530</u>		<u>7,899,062</u>	
NET CURRENT ASSETS			<u>8,265,591</u>		<u>10,331,269</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>13,570,468</u>		<u>14,734,807</u>
CAPITAL AND RESERVES					
Called up share capital	19		100,000		100,000
Retained earnings	20		<u>13,470,468</u>		<u>14,634,807</u>
SHAREHOLDERS' FUNDS			<u>13,570,468</u>		<u>14,734,807</u>

The financial statements were approved by the Board of Directors and authorised for issue on 28th October 2024 and were signed on its behalf by:

T J Williams - Director

COMPANY BALANCE SHEET
30TH APRIL 2024

	Notes	2024		2023	
		£	£	£	£
FIXED ASSETS					
Intangible assets	11		2,287,077		1,473,669
Tangible assets	12		2,035,991		2,079,858
Investments	13		583,763		583,763
			4,906,831		4,137,290
CURRENT ASSETS					
Debtors	14	9,980,870		12,352,211	
Cash at bank and in hand		6,033,821		4,483,991	
		16,014,691		16,836,202	
CREDITORS					
Amounts falling due within one year	15	10,016,486		8,910,283	
NET CURRENT ASSETS			5,998,205		7,925,919
TOTAL ASSETS LESS CURRENT LIABILITIES			10,905,036		12,063,209
CAPITAL AND RESERVES					
Called up share capital	19		100,000		100,000
Retained earnings	20		10,805,036		11,963,209
SHAREHOLDERS' FUNDS			10,905,036		12,063,209
Company's profit for the financial year			980,300		2,442,328

The financial statements were approved by the Board of Directors and authorised for issue on 28th October 2024 and were signed on its behalf by:

T J Williams - Director

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30TH APRIL 2024**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st May 2022	100,000	11,920,180	12,020,180
Changes in equity			
Total comprehensive income	-	2,714,627	2,714,627
Balance at 30th April 2023	<u>100,000</u>	<u>14,634,807</u>	<u>14,734,807</u>
Changes in equity			
Dividends	-	(2,138,473)	(2,138,473)
Total comprehensive income	-	974,134	974,134
Balance at 30th April 2024	<u>100,000</u>	<u>13,470,468</u>	<u>13,570,468</u>

**COMPANY STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30TH APRIL 2024**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1st May 2022	100,000	9,520,881	9,620,881
Changes in equity			
Total comprehensive income	-	2,442,328	2,442,328
Balance at 30th April 2023	<u>100,000</u>	<u>11,963,209</u>	<u>12,063,209</u>
Changes in equity			
Dividends	-	(2,138,473)	(2,138,473)
Total comprehensive income	-	980,300	980,300
Balance at 30th April 2024	<u>100,000</u>	<u>10,805,036</u>	<u>10,905,036</u>

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 30TH APRIL 2024**

		2024	2023
	Notes	£	£
Cash flows from operating activities			
Cash generated from operations	1	3,353,374	1,108,714
Tax paid		<u>(110,572)</u>	<u>(559,863)</u>
Net cash from operating activities		<u>3,242,802</u>	<u>548,851</u>
Cash flows from investing activities			
Purchase of intangible fixed assets		(943,212)	(798,229)
Purchase of tangible fixed assets		(1,293,293)	(1,021,762)
Sale of tangible fixed assets		241,400	209,009
Interest received		<u>59,630</u>	<u>3,246</u>
Net cash from investing activities		<u>(1,935,475)</u>	<u>(1,607,736)</u>
Increase/(decrease) in cash and cash equivalents		<u>1,307,327</u>	<u>(1,058,885)</u>
Cash and cash equivalents at beginning of year	2	<u>5,797,365</u>	<u>6,856,250</u>
Cash and cash equivalents at end of year	2	<u>7,104,692</u>	<u>5,797,365</u>

The notes form part of these financial statements

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 30TH APRIL 2024

1. RECONCILIATION OF PROFIT BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS

	2024	2023
	£	£
Profit before taxation	1,496,984	1,946,865
Depreciation charges	930,785	883,669
Loss on disposal of fixed assets	-	16,431
Exchange rate adjustments	(26,413)	29,991
Amortisation charges	157,014	102,332
Finance income	(59,630)	(3,246)
	<u>2,498,740</u>	<u>2,976,042</u>
Decrease/(increase) in trade and other debtors	1,022,224	(3,755,999)
(Decrease)/increase in trade and other creditors	(167,590)	1,888,671
Cash generated from operations	<u>3,353,374</u>	<u>1,108,714</u>

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 30th April 2024

	30/4/24	1/5/23
	£	£
Cash and cash equivalents	<u>7,104,692</u>	<u>5,797,365</u>

Year ended 30th April 2023

	30/4/23	1/5/22
	£	£
Cash and cash equivalents	<u>5,797,365</u>	<u>6,856,250</u>

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1/5/23	Cash flow	At 30/4/24
	£	£	£
Net cash			
Cash at bank and in hand	<u>5,797,365</u>	<u>1,307,327</u>	<u>7,104,692</u>
	<u>5,797,365</u>	<u>1,307,327</u>	<u>7,104,692</u>
Total	<u>5,797,365</u>	<u>1,307,327</u>	<u>7,104,692</u>

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30TH APRIL 2024**

1. STATUTORY INFORMATION

Cellhire Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page. The nature of the group's operations and principal activities are the provision of domestic and international mobile communications solutions.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Basis of consolidation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial reporting Standard 102- "The Financial reporting Standard applicable in the United Kingdom and Republic of Ireland" (FRS 102), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The group financial statements consolidate the financial statements of Cellhire Limited and all its subsidiary undertakings drawn up to 30th April each year.

The financial statements have been prepared in sterling. All monetary amounts in the financial statements are rounded to the nearest £.

The parent company has taken advantage of section 408 of the Companies Act and has not included its own income statement in these statements.

Turnover

Turnover represents the amounts invoiced and accrued, excluding value added tax or local sales taxes, in respect of goods and services supplied during the year.

Turnover is recognised over the life of the contract, when the amount of turnover can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Intangible fixed assets

Other intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses.

Development costs are recognised as an intangible asset when all of the following criteria are demonstrated:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale.
- The intention to complete the intangible asset and use or sell it.
- The ability to use the intangible asset or to sell it.
- How the intangible asset will generate probable future economic benefits.
- The availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset.
- The ability to measure reliably the expenditure attributable to the intangible asset during its development.

Amortisation is provided to write off the cost less the estimated residual value of intangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Trademarks	- 5% to 10%
Development costs	- 5%

Goodwill arising on business combinations in respect of acquisitions is capitalised. Positive goodwill is amortised over its estimated useful economic life estimated to be 10 years.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

2. ACCOUNTING POLICIES - continued

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost

includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Fixtures, fittings, IT and office equipment	- 10% to 33.3%
Communications Equipment	- 20% to 33.3%
Motor Vehicles	- 20%

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Consolidated Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Development costs incurred on specific projects are capitalised when recoverability can be assessed with reasonable certainty and amortised in line with expected sales/use arising from the projects. All other development costs are written off in the year of expenditure.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

The assets and liabilities of overseas subsidiary undertakings are translated at the closing exchange rates. Gains and losses arising on these translations are taken to reserves, net of exchange differences arising on related foreign currency borrowings.

Profits/losses of overseas subsidiary undertakings are translated at a monthly spot rate. Gains and losses arising on translation to the year end rate are taken through reserves.

Hire purchase and leasing commitments

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

Pension costs

The group contributes to defined contribution schemes on behalf of some of its employees. These contributions are charged to the profit and loss account when accrued.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

2. ACCOUNTING POLICIES - continued

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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.

Investment in subsidiaries

The consolidated financial statements incorporate the financial statements of the company and its subsidiaries. Control is achieved when the group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed during the year are included in total comprehensive income from the effective date of acquisition and up to the effective date of disposal, as appropriate using accounting policies consistent with those of the parent. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Investments are recognised initially at fair value which is normally the transaction price excluding transaction costs. Subsequently, they are measured at fair value through profit or loss if the shares are publicly traded or their fair value can otherwise be measured reliably. Other investments are measured at cost less impairment.

Debtors and creditors receivable/payable within one year

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit and loss account in administrative expenses.

3. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the group.

An analysis of turnover by geographical market is given below:

	2024	2023
	£	£
United Kingdom	19,636,395	19,362,594
Europe	3,980,606	3,648,156
Worldwide	5,224,436	5,236,815
	<u>28,841,437</u>	<u>28,247,565</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

4. EMPLOYEES AND DIRECTORS

	2024	2023
	£	£
Wages and salaries	4,680,222	4,285,816
Social security costs	835,873	673,926
Other pension costs	155,581	124,033
	<u>5,671,676</u>	<u>5,083,775</u>

	2024	2023
Directors	4	5
Staff	93	83
	<u>97</u>	<u>88</u>

The average number of employees employed by subsidiary undertakings that are consolidated during the year was 28 (2023: 27).

5. DIRECTORS' EMOLUMENTS

	2024	2023
	£	£
Directors' remuneration	447,930	629,494
Directors' pension contributions to money purchase schemes	16,485	24,658

The number of directors to whom retirement benefits were accruing was as follows:

Money purchase schemes	<u>4</u>	<u>5</u>
------------------------	----------	----------

Information regarding the highest paid director is as follows:

	2024	2023
	£	£
Emoluments etc	<u>158,002</u>	<u>164,025</u>

6. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2024	2023
	£	£
Other operating leases	260,608	243,298
Depreciation - owned assets	930,785	883,669
Loss on disposal of fixed assets	-	16,431
Goodwill amortisation	13,980	13,979
Trademarks and licences amortisation	22,621	57,398
Development costs amortisation	120,413	30,955
Auditors' remuneration	73,450	72,200
Foreign exchange differences	21,766	(26,595)
Research and development expenditure	-	10,000
Non trading/recurring adjustments	<u>1,765,577</u>	<u>1,762,019</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

6. OPERATING PROFIT - continued

Included within non trading/recurring adjustments are non-underlying supplier costs and management charges from Hamsard 3667 Limited.

7. INTEREST RECEIVABLE AND SIMILAR INCOME

	2024	2023
	£	£
Deposit account interest	<u>59,630</u>	<u>3,246</u>

8. TAXATION

Analysis of the tax charge/(credit)

The tax charge/(credit) on the profit for the year was as follows:

	2024	2023
	£	£
Current tax:		
Prior year tax over provision	-	12,821
Foreign taxation	<u>173,016</u>	<u>149,170</u>
Total current tax	<u>173,016</u>	161,991
Deferred tax	<u>317,442</u>	<u>(901,615)</u>
Tax on profit	<u>490,458</u>	<u>(739,624)</u>

Reconciliation of total tax charge/(credit) included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2024	2023
	£	£
Profit before tax	<u>1,496,984</u>	<u>1,946,865</u>
Profit multiplied by the standard rate of corporation tax in the UK of 25 % (2023 - 19.490 %)	<u>374,246</u>	379,444
Effects of:		
Expenses not deductible for tax purposes	5,931	(625)
Capital allowances in excess of depreciation	-	(84,343)
Depreciation in excess of capital allowances	6,808	-
Different rates on overseas income	16,558	30,674
Adjusted rates on deferred tax	86,915	(199,608)
Adjustments in respect of previous periods	-	12,821
Share schemes	-	(867,565)
Adjustments to deferred tax in respect of previous periods	-	(10,422)
Total tax charge/(credit)	<u>490,458</u>	<u>(739,624)</u>

Tax effects relating to effects of other comprehensive income

	Gross	2024	Net
	£	Tax	£
	£	£	£
Exchange movements	<u>(32,392)</u>	<u>-</u>	<u>(32,392)</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

8. TAXATION - continued

	Gross £	2023 Tax £	Net £
Exchange movements	<u>28,138</u>	<u>-</u>	<u>28,138</u>

9. INDIVIDUAL INCOME STATEMENT

As permitted by Section 408 of the Companies Act 2006, the Statement of Comprehensive Income of the parent company is not presented as part of these financial statements.

10. DIVIDENDS

	2024 £	2023 £
Ordinary shares of £0.10 each Interim	<u>2,138,473</u>	<u>-</u>

11. INTANGIBLE FIXED ASSETS

Group

	Goodwill £	Trademarks and licences £	Development costs £	Totals £
COST				
At 1st May 2023	139,800	515,749	1,406,279	2,061,828
Additions	-	12,918	930,294	943,212
Exchange differences	-	(2,033)	-	(2,033)
At 30th April 2024	<u>139,800</u>	<u>526,634</u>	<u>2,336,573</u>	<u>3,003,007</u>
AMORTISATION				
At 1st May 2023	97,860	354,500	54,171	506,531
Amortisation for year	13,980	22,621	120,413	157,014
Exchange differences	-	(2,033)	-	(2,033)
At 30th April 2024	<u>111,840</u>	<u>375,088</u>	<u>174,584</u>	<u>661,512</u>
NET BOOK VALUE				
At 30th April 2024	<u>27,960</u>	<u>151,546</u>	<u>2,161,989</u>	<u>2,341,495</u>
At 30th April 2023	<u>41,940</u>	<u>161,249</u>	<u>1,352,108</u>	<u>1,555,297</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

11. INTANGIBLE FIXED ASSETS - continued

Company

	Trademarks and licences £	Development costs £	Totals £
COST			
At 1st May 2023	364,321	1,406,279	1,770,600
Additions	12,918	930,294	943,212
At 30th April 2024	<u>377,239</u>	<u>2,336,573</u>	<u>2,713,812</u>
AMORTISATION			
At 1st May 2023	242,760	54,171	296,931
Amortisation for year	9,391	120,413	129,804
At 30th April 2024	<u>252,151</u>	<u>174,584</u>	<u>426,735</u>
NET BOOK VALUE			
At 30th April 2024	<u>125,088</u>	<u>2,161,989</u>	<u>2,287,077</u>
At 30th April 2023	<u>121,561</u>	<u>1,352,108</u>	<u>1,473,669</u>

12. TANGIBLE FIXED ASSETS

Group

	Communications equipment £	Fixtures, fittings, IT and office equipment £	Totals £
COST			
At 1st May 2023	5,631,073	3,985,837	9,616,910
Additions	1,131,524	161,769	1,293,293
Disposals	(2,266,873)	-	(2,266,873)
Exchange differences	(3,191)	(5,273)	(8,464)
Reclassification/transfer	(278,676)	278,676	-
At 30th April 2024	<u>4,213,857</u>	<u>4,421,009</u>	<u>8,634,866</u>
DEPRECIATION			
At 1st May 2023	3,338,070	3,430,599	6,768,669
Charge for year	743,093	187,692	930,785
Eliminated on disposal	(2,025,473)	-	(2,025,473)
Exchange differences	615	(3,112)	(2,497)
At 30th April 2024	<u>2,056,305</u>	<u>3,615,179</u>	<u>5,671,484</u>
NET BOOK VALUE			
At 30th April 2024	<u>2,157,552</u>	<u>805,830</u>	<u>2,963,382</u>
At 30th April 2023	<u>2,293,003</u>	<u>555,238</u>	<u>2,848,241</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

12. TANGIBLE FIXED ASSETS - continued

Company

	Communications equipment £	Fixtures, fittings, IT and office equipment £	Totals £
COST			
At 1st May 2023	4,198,791	3,656,966	7,855,757
Additions	542,740	154,782	697,522
Disposals	(1,706,362)	-	(1,706,362)
Reclassification/transfer	(278,676)	278,676	-
At 30th April 2024	<u>2,756,493</u>	<u>4,090,424</u>	<u>6,846,917</u>
DEPRECIATION			
At 1st May 2023	2,556,094	3,219,805	5,775,899
Charge for year	539,553	170,741	710,294
Eliminated on disposal	(1,675,267)	-	(1,675,267)
At 30th April 2024	<u>1,420,380</u>	<u>3,390,546</u>	<u>4,810,926</u>
NET BOOK VALUE			
At 30th April 2024	<u>1,336,113</u>	<u>699,878</u>	<u>2,035,991</u>
At 30th April 2023	<u>1,642,697</u>	<u>437,161</u>	<u>2,079,858</u>

13. FIXED ASSET INVESTMENTS

Company

	Shares in group undertakings £
COST	
At 1st May 2023 and 30th April 2024	<u>583,763</u>
NET BOOK VALUE	
At 30th April 2024	<u>583,763</u>
At 30th April 2023	<u>583,763</u>

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

Subsidiaries**Cellhire Inc.**

Registered office: 990 N Bowser Road, Suite 740, Richardson, Dallas, Texas, 75081, U.S.A.

Nature of business: Holding company

Class of shares:	% holding
Ordinary	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

13. FIXED ASSET INVESTMENTS - continued

Cellhire USA, LLC

Registered office: 990 N Bowser Road, Suite 740, Richardson, Dallas, Texas, 75081, U.S.A.

Nature of business: International mobile communication solutions

	%
Class of shares:	holding
Ordinary	100.00

A 100% subsidiary of Cellhire Inc.

The Telephone Company, LLC

Registered office: 990 N Bowser Road, Suite 740, Richardson, Dallas, Texas, 75081, U.S.A.

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

A 100% subsidiary of Cellhire Inc.

Cellhire (France) Sarl

Registered office: 22 Quai Gallieni - 92150 Suresnes, France

Nature of business: International mobile communication solutions

	%
Class of shares:	holding
Ordinary	100.00

Cellhire International Limited

Registered office: Park House, Clifton Park, York, YO30 5PB, England

Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

Fonefix Limited

Registered office: Park House, Clifton Park, York, YO30 5PB, England

Nature of business: Repair of mobile communications equipment

	%
Class of shares:	holding
Ordinary	100.00

Cellhire YK

Registered office: Shin-Kokusai Building 2nd Floor, 3-4-1 Marunouchi, Chiyoda-ku, Tokyo 100-0005

Nature of business: International mobile communication solutions

	%
Class of shares:	holding
Ordinary	100.00

Cellhire GmbH

Registered office: Röntgenstraße 12, 79539 Lorrach, Germany

Nature of business: International mobile communication solutions

	%
Class of shares:	holding
Ordinary	100.00

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

13. FIXED ASSET INVESTMENTS - continued

Mjølner Telecom AS

Registered office: Dronning Eufemias Gate 16, 0191 Oslo, Norway

Nature of business: International mobile communication solutions

Class of shares:	%
Ordinary	holding 100.00

0044 Limited

Registered office: Park House, Clifton Park, York, YO30 5PB, England.

Nature of business: On line communications

Class of shares:	%
Ordinary	holding 100.00

14. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Trade debtors	2,239,423	3,410,261	2,388,566	2,793,399
Amounts owed by group undertakings	3,989,738	4,956,993	5,514,621	6,170,820
Other debtors	78,506	79,978	-	-
Amounts owed from related parties	64,310	73,174	64,310	72,551
Tax	3,183	14,569	-	-
VAT	14,915	-	19,428	10,099
Deferred tax asset	115,390	432,844	121,075	426,716
Prepayments and accrued income	2,437,964	3,465,147	1,872,870	2,878,626
	<u>8,943,429</u>	<u>12,432,966</u>	<u>9,980,870</u>	<u>12,352,211</u>

Deferred tax asset

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Deferred tax	<u>115,390</u>	<u>432,844</u>	<u>121,075</u>	<u>426,716</u>

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2024	2023	2024	2023
	£	£	£	£
Trade creditors	2,300,761	2,944,043	2,333,887	2,635,386
Client deposits	175,513	80,953	80,954	80,953
Amounts owed to group undertakings	-	-	3,065,430	2,022,342
Corporation Tax	51,058	-	10,585	59,790
Social security and other taxes	219,101	145,653	129,867	89,785
VAT	-	21,691	-	-
Accrued expenses	5,036,097	4,706,722	4,395,763	4,022,027
	<u>7,782,530</u>	<u>7,899,062</u>	<u>10,016,486</u>	<u>8,910,283</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

16. LEASING AGREEMENTS

Minimum lease payments fall due as follows:

Group

	Non-cancellable operating leases	
	2024	2023
	£	£
Within one year	296,833	286,942
Between one and five years	814,164	923,463
In more than five years	207,018	372,632
	<u>1,318,015</u>	<u>1,583,037</u>

Company

	Non-cancellable operating leases	
	2024	2023
	£	£
Within one year	178,316	178,316
Between one and five years	664,573	677,275
In more than five years	207,018	372,632
	<u>1,049,907</u>	<u>1,228,223</u>

17. SECURED DEBTS

The groups ultimate parent company, Hamsard 3667 Limited has secured debts in the form of loan notes and a bank loan. Both the loan notes and bank loan are secured by way of a fixed and floating charge on group assets.

18. DEFERRED TAX

Group

Balance at 1st May 2023	£
	(432,844)
Movement in year	317,442
Exchange adjustments	12
Balance at 30th April 2024	<u>(115,390)</u>

Company

Balance at 1st May 2023	£
	(426,716)
Movement in year	305,641
Balance at 30th April 2024	<u>(121,075)</u>

19. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2024	2023
			£	£
1,000,000	Ordinary	£0.10	<u>100,000</u>	<u>100,000</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 30TH APRIL 2024

20. RESERVES

Group

	Retained earnings £
At 1st May 2023	14,634,807
Profit for the year	1,006,526
Dividends	(2,138,473)
Exchange adjustments	(32,392)
At 30th April 2024	<u>13,470,468</u>

Company

	Retained earnings £
At 1st May 2023	11,963,209
Profit for the year	980,300
Dividends	(2,138,473)
At 30th April 2024	<u>10,805,036</u>

Called up share capital represents the nominal value of shares that have been issued.

Profit and loss account includes all current and prior period retained profits and losses.

21. ULTIMATE PARENT COMPANY

The company is a subsidiary undertaking of the intermediate holding company Cellhire (Holdings) Limited, a company incorporated in the UK.

At 30th April 2024, the ultimate parent company was Hamsard 3667 Limited, a company incorporated in the UK.

22. CONTINGENT LIABILITIES

On 13th October 2011 the company entered into an agreement guaranteeing the amounts due to HSBC Bank plc by certain other group companies, to include Cellhire Group Limited, Cellhire UK Limited, Cellhire (Holdings) Limited and in addition, dated 10 February 2016, 0044 Limited. The amounts due as at 30th April 2024 are £Nil (2023: £Nil).

23. RELATED PARTY DISCLOSURES

During the year ended 30th April 2024 the group provided net tangible products and services of £439,147 (2023: £928,642) and received net tangible products, services and paid rent of £165,891 (2023: £165,614) to companies in which a director of Cellhire Limited is also a director.

At 30th April 2024 the group was owed £64,310 (2023: £73,174) by companies in which a director of Cellhire Limited is also a director.

24. PENSION SCHEME

The group contributes to defined contribution pension schemes. The pension cost charged for the year represents contributions payable by the group to the schemes and amounted to £155,581 (2023: £124,033).

There were outstanding contributions payable to the schemes as at 30th April 2024 of £Nil (2023: £Nil).

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.