
XFM LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2015

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XFM LIMITED

COMPANY INFORMATION

DIRECTORS

MD Connole
SG Miron
RFJ Park

COMPANY SECRETARY

CR Potterell

REGISTERED NUMBER

02672315

REGISTERED OFFICE

30 Leicester Square
London
WC2H 7LA

INDEPENDENT AUDITOR

Deloitte LLP
Statutory auditor & Chartered accountants
2 New Street Square
London
EC4A 3BZ

XFM LIMITED

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XFM LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2015

The Directors present their Strategic Report for the Company.

BUSINESS REVIEW

The principal activity of the Company, a subsidiary of This is Global Limited (the Group), is unchanged from last year and is the operation in the Greater London area of the independent radio licence for XFM London.

Turnover for the year ended 31 March 2015 amounted to £3,484,000 (2014: £3,865,000) and the Company made a loss for the year before tax of £294,000 (2014: £1,381,000) as the Company continues to incur high costs on its digital transmission. The Directors expect the general level of activity to continue at current levels.

In February 2015 the Company issued 25,000,000 Ordinary £1 shares, the proceeds from which were used to settle intercompany balances.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is a subsidiary of This is Global Limited Group. From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The review of the business of This is Global Limited and its subsidiaries which provide an analysis of the main trends and factors likely to affect the development, performance and position of the business, and a description of the principal risks and uncertainties facing the business can be found in the Group financial statements of This is Global Limited.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses intercompany borrowings from other Group companies.

Market Risk

The key risk to the business is that an advertising slowdown may put pressure on traditional revenues, and reduce the value of the investments held. The risk is monitored and managed through Group management.

Interest rate risk

Interest rate risk arises from intercompany balances that bear interest at a fixed rate. The Directors have reviewed the Company's exposure to interest rates and have concluded that the risk is appropriate in relation to the financial results of the Company.

FINANCIAL KEY PERFORMANCE INDICATORS

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The KPIs for the This is Global Limited Group can be found in the Annual Report of This is Global Limited, which is available to the public.

This report was approved by the board on 30 July 2015 and signed on its behalf.

MD Connole
Director



XFM LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2015

The Directors present their Annual report and the audited financial statements for the year ended 31 March 2015.

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £86,000 (2014 - loss £1,396,000).

There were no dividends paid or proposed during the year (2014: £nil).

DIRECTORS

The Directors who served during the year and to the date of signing of this report were:

MD Connole
SG Miron
RFJ Park

POLITICAL CONTRIBUTIONS

The Company made no political or charitable donations or incurred any political expenditure during the year (2014: £nil).

GOING CONCERN

The Directors confirm that, after making enquiries, they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis of accounting in preparing these financial statements. Further information around the assessment of Going Concern can be found on Note 1 of the financial statements.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The Directors benefit from qualifying third party indemnity provisions in place.

MATTERS COVERED IN THE STRATEGIC REPORT

An indication of likely future developments in the business of the Company, and financial risk management objectives and policies are included in the Strategic report.

DISCLOSURE OF INFORMATION TO AUDITOR

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

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that 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 auditor is aware of that information.

XFM LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2015**

AUDITOR

Under section 487(2) of the Companies Act 2006, Deloitte LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on 30 July 2015 and signed on its behalf.



**MD Connole
Director**

30 Leicester Square
London
WC2H 7LA

XFM LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2015

The Directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulations.

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

XFM LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF XFM LIMITED

We have audited the financial statements of Xfm Limited for the year ended 31 March 2015, set out on pages 6 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's member 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 member those matters we are required to state to them in an auditor's 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 member for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

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

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Andrew Evans

Andrew Evans (Senior Statutory Auditor)
for and on behalf of

Deloitte LLP
Statutory auditor
& Chartered accountants
2 New Street Square
London
EC4A 3BZ

30 July 2015

XFM LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2015**

	Note	2015 £000	2014 £000
TURNOVER	1,2	3,484	3,865
Operating charges		(3,094)	(3,890)
OPERATING PROFIT/(LOSS)	4	390	(25)
Interest payable and similar charges	7	(684)	(1,356)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(294)	(1,381)
Tax on loss on ordinary activities	8	380	(15)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	12	86	(1,396)

All amounts in the current and prior year relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

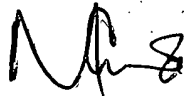
The notes on pages 8 to 13 form part of these financial statements.

XFM LIMITED
REGISTERED NUMBER: 02672315

BALANCE SHEET
AS AT 31 MARCH 2015

	Note	£000	2015 £000	2014 £000
FIXED ASSETS				
Tangible assets			-	-
CURRENT ASSETS				
Debtors	9	748	-	-
CREDITORS: amounts falling due within one year	10	-	(24,338)	
NET CURRENT ASSETS/(LIABILITIES)			748	(24,338)
NET ASSETS/(LIABILITIES)			748	(24,338)
CAPITAL AND RESERVES				
Called up share capital	11		25,300	300
Share premium account	12		1,227	1,227
Profit and loss account	12		(25,779)	(25,865)
SHAREHOLDER'S FUNDS/(DEFICIT)	13		748	(24,338)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 July 2015.



MD Connole
Director

The notes on pages 8 to 13 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. They have been applied consistently throughout the current and prior year.

1.2 Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Strategic Report. The Company participates in the Group centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries.

The This is Global group has prepared detailed forecasts of expected future cash flows for the three years ending 31 March 2018 ("the forecast"). The Directors consider the forecast has been prepared on a prudent basis taking into account current consensus forecasts of the radio advertising market. However, the Group has also prepared a worse than expected downside scenario. Even under this sensitised scenario, the forecasts indicate that the Company can continue to trade for the foreseeable future and operate within its new facility and the associated financial covenants.

At 31 March 2015 the Company had net assets of £748,000 (2014: net liabilities of £24,338,000). The Directors have received suitable representations from This is Global Limited that it will continue to provide sufficient financial support to enable the Company to continue to trade for the foreseeable future and to not seek repayment of intercompany loans for a period of not less than 12 months from the date of approval of these financial statements.

1.3 Cash flow

Under FRS 1, "Cash Flow Statement", the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

1.4 Turnover

Turnover comprises revenue recognised by the Company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Radio airtime revenue is recognised on the date of broadcast and this is considered to be the only material class of business for the Company in the United Kingdom.

2. TURNOVER

The whole of the turnover is attributable to the operation in the Greater London area of the independent radio licence for XFM London.

All turnover arose within the United Kingdom.

3. AGENCY AGREEMENT

Global Radio Services Limited provided personnel and other services to the Company. The amounts included in 'operating charges' contain a charge for these services of £1,497,907 (2014: £1,942,913).

XFM LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

4. OPERATING PROFIT/(LOSS)

Amounts receivable by the Company's auditor in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed, as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, This is Global Limited.

The audit fee in respect of the Company was £1,000 (2014: £1,000).

5. STAFF COSTS

The Company does not directly employ any staff (2014: nil).

6. DIRECTORS' REMUNERATION

During the year ended 31 March 2015 MD Connole, RFJ Park and SG Miron received remuneration from Global Radio Services Limited and the majority of their time was spent on services to This is Global Limited, the ultimate parent company. Details of their remuneration as directors of This is Global Limited are disclosed in that company's financial statements.

None of the Directors received remuneration in respect of qualifying services to the Company (2014: £nil).

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2015 £000	2014 £000
On loans from group undertakings	<u>684</u>	<u>1,356</u>

XFM LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

8. TAXATION

	2015 £000	2014 £000
Analysis of tax (credit)/charge in the year		
Current tax (see below)		
UK corporation tax (credit)/charge on loss for the year	(62)	-
Adjustments in respect of prior periods	(318)	3
Total current tax	<u>(380)</u>	<u>3</u>
Deferred tax		
Origination and reversal of timing differences	-	14
Adjustments relating to prior years	-	(2)
Total deferred tax	<u>-</u>	<u>12</u>
Tax on loss on ordinary activities	<u>(380)</u>	<u>15</u>

Factors affecting tax charge/(credit) for the year

The tax assessed for the year is lower than (2014 - *higher than*) the standard rate of corporation tax in the UK of 21% (2014 - 23%). The differences are explained below:

	2015 £000	2014 £000
Loss on ordinary activities before tax	<u>(294)</u>	<u>(1,381)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2014 - 23%)	(62)	(318)
Effects of:		
Adjustments to tax (credit)/charge in respect of prior periods	(318)	3
Tax losses not utilised	-	318
Current tax (credit)/charge for the year (see above)	<u>(380)</u>	<u>3</u>

XFM LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

8. TAXATION (continued)

Factors that may affect future tax charges

On 20 March 2013 the Chancellor announced the reduction in the main rate of UK corporation tax to 21 per cent with effect from 1 April 2014. The Chancellor also proposed changes to further reduce the main rate of corporation tax by one per cent to 20 per cent by 1 April 2015; these changes were substantively enacted on 2 July 2013. It is estimated that this will not have a material effect on the Company.

On 8 July 2015 the Chancellor announced the reduction in the main rate of UK corporation tax to 19 per cent with effect from 1 April 2017, and to 18 per cent from 1 April 2020. This change has not been substantively enacted, and has not therefore been included in the figures above. The impact of the future rate reductions will be accounted for to the extent that they are enacted at the balance sheet date; however it is estimated that this will not have a material effect on the Company.

A deferred tax asset of £1,263,000 at 20% (2013: £1,540,000 at 20) on tax losses has not been recognised, as the company is not currently making taxable profits against which they can be used and there is no certainty of profits in the next periods. Similarly, a deferred tax asset of £11,000 at 20% (2014: £12,000 at 20%) on short term timing differences has not been recognised.

9. DEBTORS

	2015	2014
	£000	£000
Amounts owed by group undertakings	<u>748</u>	<u>-</u>

**10. CREDITORS:
Amounts falling due within one year**

	2015	2014
	£000	£000
Amounts owed to group undertakings	<u>-</u>	<u>24,338</u>

11. SHARE CAPITAL

	2015	2014
	£000	£000
Allotted, called up and fully paid		
25,300,000 (2014 - 300,000) Ordinary shares of £1 each	<u>25,300</u>	<u>300</u>

In February 2015 the Company issued 25,000,000 Ordinary £1 shares, the proceeds from which were used to settle intercompany balances.

XFM LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2015**

12. RESERVES

	Share premium account £000	Profit and loss account £000
At 1 April 2014	1,227	(25,865)
Profit for the financial year	-	86
	<u>1,227</u>	<u>(25,779)</u>
At 31 March 2015	<u>1,227</u>	<u>(25,779)</u>

13. RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS/DEFICIT

	2015 £000	2014 £000
Opening shareholder's deficit	(24,338)	(22,942)
Profit/(loss) for the financial year	86	(1,396)
Shares issued during the year	25,000	-
	<u>748</u>	<u>(24,338)</u>
Closing shareholder's funds/(deficit)	<u>748</u>	<u>(24,338)</u>

14. CONTINGENT LIABILITIES

As at the date of the financial statements, contingent liabilities were as follows:

- a) An inter-group cross guarantee held by HSBC Bank plc (as agent) whereby the Company guarantees to meet the obligations of This is Global Limited under its banking facilities arrangements.
- b) A floating charge over the assets of the Company held by HSBC Bank plc (as agent) by way of debenture.
- c) The Company is a member of a group for VAT purposes, resulting in a joint and several liabilities for amounts owing by other group companies for unpaid VAT.

15. RELATED PARTY TRANSACTIONS

As the Company is a wholly owned subsidiary of This is Global Limited (the ultimate parent company) the Company has taken advantage of the exemption contained within FRS 8 'Related party disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of This is Global Limited, within which this Company is included, can be obtained from the address given below. There were no other related party transactions during the year.

XFM LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Directors regard This is Global Limited, a company incorporated in Great Britain and registered in England and Wales, as the Company's ultimate parent undertaking.

The Directors consider that Global Radio Group Limited, a company incorporated in Jersey, is the ultimate controlling party of the Company.

The largest and smallest group in which the results of the Company are consolidated is that headed by This is Global Limited, the ultimate parent company which is incorporated in Great Britain. The consolidated financial statements of this company are available to the public and may be obtained from 30 Leicester Square, London WC2H 7LA.