

Company Registration number: 04171876

Your Communications Group Limited
Annual Report and Financial Statements
For the Year Ended 31 March 2017

Registered Office
Vodafone House
The Connection
Newbury
Berkshire
England
RG14 2FN



Company Registration number: 04171876

Your Communications Group Limited

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Your Communications Group Limited

Company Information

Directors

Vodafone Enterprise Corporate Secretaries Limited
N C Smith
A G May

Company secretary

Vodafone Enterprise Corporate Secretaries Limited

Registration number

04171876

Registered office

Vodafone House
The Connection
Newbury
Berkshire
England
RG14 2FN

Your Communications Group Limited

Directors' Report for the Year Ended 31 March 2017

The Directors present their report and the financial statements for the year ended 31 March 2017.

Principal activities and review of developments

The principal activity of the Company is that of an investment holding company. No change in the Company's activities is envisaged in the foreseeable future.

The Company has met the requirements in the Companies Act 2006 to obtain the exemption from the need to present a Strategic report.

Financial position and Liquidity

The directors consider that the company has sufficient funding to meet its financial needs as they fall due. Accordingly, the directors have prepared the financial statements on a going concern basis.

The Directors have reviewed the financial position of the Company, including the arrangements with Vodafone Group Plc undertakings. The Directors have also considered the financial position of the Company's ultimate parent Vodafone Group Plc, including centralised treasury arrangements and the availability of a credit facility.

On the basis of their assessment of the Company's financial position, the factors likely to affect its future development and performance, and the enquiries made of the Directors of Vodafone Group Plc, the Company's Directors have no reason to believe that a material uncertainty exists that may cast doubt about the ability of the Company to continue as a going concern. Accordingly they expect that the Company will be able to continue in operational existence for the foreseeable future and hence continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Risks and Uncertainties

The Directors have assessed the risks that the company is exposed to and have not identified any material risks. Business risks relating to the Vodafone Group are disclosed in the Annual Report of Vodafone Group Plc, which does not form part of these financial statements.

Results and Dividends

The results for the year amounts to a net profit of £13,060 (2016: £nil), which relates to write back of loan payable to a group undertaking.

The directors do not recommend the payment of a dividend for the year ended 31 March 2017 (2016: £nil).

Your Communications Group Limited

Directors' Report for the Year Ended 31 March 2017 (continued)

Directors of the Company

The directors who held office during the year and up to the date of signing the financial statements were as follows:

Directors	Appointed	Resigned
A G May		
N C Smith		
Vodafone Corporate Secretaries Limited		31 May 2017
Vodafone Enterprise Corporate Secretaries Limited	31 May 2017	

All Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

Registered office

The registered office of the Company is Vodafone House, The Connection, Newbury, Berkshire, England, United Kingdom, RG14 2FN.

Political and charitable donations

There are no political or charitable donations made by the entity during the year (2016: £nil).

Financial Risk Management

The Company follows the board-approved policies of its parent, Vodafone Group Plc, to manage its principal financial risks which include currency risk, credit risk and liquidity risk.

The treasury function of the Vodafone Group provides a centralised treasury service to the Company, and follows a framework of policies and guidelines authorised and reviewed annually by the Vodafone Group Plc Board.

The other financial risks the directors consider relevant to the Company are credit risk and liquidity risk. These risks are mitigated by the fact that the counterparty of the majority of debtor balances are other Vodafone Group companies who are considered able to repay their debts.

The Group's internal auditors review the internal control environment regularly. There has been no significant change during the financial year to the types of financial risks faced by the Company, or the Company's approach to the management of those risks.

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Directors' Report for the Year Ended 31 March 2017 (continued)

Statement of Directors' Responsibilities

The directors are responsible for preparing 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'Dormant Entities Framework' ('FRS 102'). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards, including FRS 102 have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the 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.


Indemnification of directors

In accordance with the Company's articles of association and to the extent permitted by law, the directors may be granted an indemnity from the Company in respect of liabilities incurred as a result of their office. In respect of those matters for which the directors may not be indemnified, Vodafone Group Plc maintained a directors' and officers' liability insurance policy throughout the financial year. This policy is renewed annually in August. Neither the Company's indemnity nor the insurance provides cover in the event that the director is proven to have acted dishonestly or fraudulently.

Events occurring after balance sheet date

The Company will closely monitor progress in relation to the impending exit of Great Britain from the membership of the European Union and regularly review the impact as part of the overall Group strategy.

Approved by the Board on 15/11/2017 and signed on its behalf by:


.....
N C Smith
Director

Your Communications Group Limited

Income Statement for the Year Ended 31 March 2017

	Note	2017 £	2016 £
Amounts written back against loans payable		13,060	-
Profit on ordinary activities before income tax		13,060	-
Income tax charge on ordinary activities	5	-	-
Profit for the financial year		13,060	-

The above results were derived from continuing operations.

The notes on pages 9 to 14 form an integral part of these financial statements.

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Statement of Comprehensive Income for the Year Ended 31 March 2017

The Company has not recognised any other comprehensive income/ (expense) and therefore no separate statement of comprehensive income has been prepared in respect of either year.

The notes on pages 9 to 14 form an integral part of these financial statements.

Your Communications Group Limited**Statement of Financial Position as at 31 March 2017**


	Note	2017 £	2016 £
Fixed Assets			
Investments	6	-	-
Current assets			
Debtors	7	6,666,664	6,666,664
Creditors: Amounts falling due within one year	8	(5,000,000)	(5,013,060)
Net Current Assets		<u>1,666,664</u>	<u>1,653,604</u>
Net Assets		<u>1,666,664</u>	<u>1,653,604</u>
Capital and reserves			
Called up share capital	9	45,000,001	45,000,001
Share premium reserve		213,935,000	213,935,000
Retained earnings		(257,268,337)	(257,281,397)
Total Shareholders' funds		<u>1,666,664</u>	<u>1,653,604</u>

For the year ending 31 March 2017 the company was entitled to exemption under section 479A of the Companies Act 2006 relating to subsidiary companies.

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

The Directors acknowledge their responsibilities for (a) ensuring the Company keeps accounting records which comply with section 386 of the Companies Act 2006, and (b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 393 of the Act, and which otherwise comply with the requirement of Companies Act relating to accounts, so far as applicable to the Company.

The financial statements on pages 5 to 14 were authorised for issue by the board of directors on 15/11/17 2017 and were signed on its behalf:


 N. C. SMITH
 Director

The notes on pages 9 to 14 form an integral part of these financial statements.

Your Communications Group Limited

Statement of Changes in Equity for the Year Ended 31 March 2017

	Called up Share Capital	Share premium reserve	Retained earnings	Total Shareholders' funds
	£	£	£	£
Balance as at 1 April 2015	45,000,001	213,935,000	(257,281,397)	1,653,604
Profit for the financial year	-	-	-	-
Balance as at 31 March 2016	<u>45,000,001</u>	<u>213,935,000</u>	<u>(257,281,397)</u>	<u>1,653,604</u>
Balance as at 1 April 2016	45,000,001	213,935,000	(257,281,397)	1,653,604
Profit for the financial year	-	-	13,060	13,060
Balance as at 31 March 2017	<u>45,000,001</u>	<u>213,935,000</u>	<u>(257,268,337)</u>	<u>1,666,664</u>

The notes on pages 9 to 14 form an integral part of these financial statements.

Your Communications Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2017

1. General information

The principal activity of the Company is to act as an investment holding company.

The Company is a private limited company limited by shares incorporated in United Kingdom and domiciled in England.

The address of its registered office is:

Vodafone House
The Connection
Newbury
Berkshire
RG14 2FN

Company Registration number: 04171876

These financial statements were authorised for issue by the Board on 15/11/ 2017.

2. Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 102, (FRS 102). The financial statements have been prepared under the historical cost convention as modified by derivative financial assets and liabilities measured at fair value through profit or loss and in accordance with the UK Companies Act 2006, as applicable to companies using FRS 102.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

The Company's functional and presentational currency is Pounds sterling '£'.

Cash flow statement

Under IAS 7, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A consolidated cash flow statement is included in the financial statements of Vodafone Group Plc in which the Company is consolidated and which are publicly available from the address in note 11.

Your Communications Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

2. Summary of significant accounting policies and key accounting estimates (continued)

Summary of disclosure exemptions

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 102:

- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)
 - 10(f) (a statement of financial position as at the beginning of the preceding period when an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements),
 - 16 (statement of compliance with all IFRS),
 - 38A (requirement for minimum of two primary statements, including cash flow statements),
 - 38B-D (additional comparative information),
 - 40A-D (requirements for a third statement of financial position)
 - 111 (cash flow statement information), and
- IAS 7, 'Statement of cash flows'
- Paragraph 91 to 99 of IFRS 13, "Fair value measurement" (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities);
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

Going concern

The financial statements have been prepared on a going concern basis. The directors are satisfied that, at the time of approving the financial statements, it is appropriate to adopt the going concern basis in preparing the financial statements. The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Directors' report on page 2.

Exemption from preparing group accounts

The financial statements contain information about Your Communications Group Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it is included by full consolidation in the consolidated financial statements of its ultimate parent, Vodafone Group Plc, a company incorporated in United Kingdom.

Your Communications Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

2. Summary of significant accounting policies and key accounting estimates (continued)

Taxation

Current tax including UK Corporation tax and foreign tax is provided at amounts expected to be paid or recovered, using the tax rates and laws that have been entered or substantively enacted at the balance sheet date.

Fixed asset investments

Investment in subsidiary is held at cost less accumulated impairment losses.

At each balance sheet date, the Company reviews the carrying amount of its investment to determine whether there is any indication that the investment has suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the investment is reduced to its recoverable amount. An impairment loss is recognised immediately in the income statement.

Where an impairment loss subsequently reverses, the carrying amount of the investment is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined if no impairment loss been recognised for the investment in prior years. A reversal of an impairment loss is recognised immediately in the income statement.

Debtors

Debtors are amounts due from Vodafone Group Companies for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if larger), they are disclosed as current assets, if not, they are presented as non-current assets.

Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Creditors are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities. Creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Your Communications Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

3. Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

Impairment of investments

In making the judgement for impairment of investment in a subsidiary, the Company evaluates, among other factors, the duration and extent to which the fair value of an investment is less than its cost; and the financial health of and short-term business outlook for the subsidiary.

Impairment of amounts owed by group undertakings

The Company makes an estimate of the recoverable value of these debtors. When assessing impairment of these debtors, management considers factors including aging profile of debtors, historical experience, and the level of group support.

4. Employees and Directors

The Company had no employees during the year (2016: nil). Directors' emoluments are borne by other group companies in the current and prior year.

5. Taxation on profit on ordinary activities

	2017 £	2016 £
Current taxation	-	-
UK corporation tax	-	-
Total current income tax	<u>-</u>	<u>-</u>

The actual tax charge for the current year differs from the tax charge at the standard rate of corporation tax in the UK of 20% (2016: 20%) for the reasons set out in the following reconciliation:

	2017 £	2016 £
Profit before tax	<u>13,060</u>	<u>-</u>
Corporate tax at standard rate of 20% (2016: 20%)	2,612	-
Factors affecting tax charge:		
Decrease from effect of income exempt from taxation	<u>(2,612)</u>	<u>-</u>
Total tax charge	<u>-</u>	<u>-</u>

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and 17% (effective from 1 April 2020) were enacted in Finance Act (No. 2) 2015 and Finance Act 2016 respectively.

Your Communications Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 **(continued)**

6. Fixed asset Investments

	Subsidiary undertaking £
Cost	
At 1 April 2016 and 31 March 2017	9,377,000
Provision for Impairment	
At 1 April 2016 and 31 March 2017	(9,377,000)
Net book value	
At 31 March 2016 and 31 March 2017	-

Principal subsidiary undertakings

Details of the subsidiary undertaking are given below

Subsidiary undertaking	Class	Ownership	Country of Incorporation	Principal activities
Vodafone Enterprise Corporate Secretaries Limited	Ordinary	100%	UK	Dormant
Intercell Communications Limited	Ordinary	100%	UK	Dormant
Netforce Group Limited	Ordinary	100%	UK	Dormant
Eurocall Holdings Limited	Ordinary	100%	UK	Dormant

7. Debtors

	2017 £	2016 £
Amounts owed by group undertakings	6,666,664	6,666,664

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

8. Creditors: Amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	-	13,060
Redeemable preference shares	5,000,000	5,000,000
	5,000,000	5,013,060

Amounts owed to group undertakings were unsecured, interest free, had no fixed date of repayment and were repayable on demand.

Your Communications Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2017 (continued)

8. Creditors: Amounts falling due within one year (continued)

The redeemable preference shares carry a non-cumulative fixed dividend of 2 pence per share per annum. They may be redeemed by the Company being given 14 days' notice in writing by the holders of the shares. These redeemable preference shares have been classified as creditors under IAS 32 'Financial Instruments: Presentation'. Due to insufficient distributable reserves no dividend is proposed.

In the event of the winding up of the Company, the redeemable preference shares rank before all other classes of shares in a distribution of capital.

9. Share capital

Allotted, called up and fully paid shares

	No	2017 £	No	2016 £
B Ordinary shares of £0.10 each	450,000,010	450,000,001	450,000,010	450,000,001

In a poll, the holders of the B ordinary shares have one vote for every ten shares held, and the holders of the redeemable preference shares have one vote for every two shares held.

10. Related party disclosures

The Company has taken advantage of the Related Party Disclosures exemption granted under 'FRS 102' reduced disclosure framework to not to disclose transactions with Vodafone Group Plc group companies.

11. Controlling parties

The Company's immediate parent company is THUS Group Holdings Limited, a company registered in Scotland.

The Directors regard Vodafone Group Plc, a company registered in England and Wales, as the ultimate parent company and controlling party.

The smallest and largest group in which the results of the Company are consolidated is that of Vodafone Group Plc, the parent company. The consolidated financial statements of Vodafone Group Plc may be obtained from the Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.

12. Events occurring after balance sheet date

The Company will closely monitor progress in relation to the impending exit of Great Britain from the membership of the European Union and regularly review the impact as part of the overall Group strategy.