

Company Registration No. 06562273 (England and Wales)

BOILER ROOM (UK) LIMITED
UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2021
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BOILER ROOM (UK) LIMITED**STATEMENT OF FINANCIAL POSITION****AS AT 31 DECEMBER 2021**

	Notes	2021 £	£	2020 £	£
Fixed assets					
Tangible assets	3		34,226		21,142
Investments	4		2		2
			<u>34,228</u>		<u>21,144</u>
Current assets					
Stocks		69,082		73,511	
Debtors	5	837,615		899,546	
Cash at bank and in hand		192,860		323,300	
		<u>1,099,557</u>		<u>1,296,357</u>	
Creditors: amounts falling due within one year	6	(3,780,313)		(4,262,864)	
Net current liabilities			<u>(2,680,756)</u>		<u>(2,966,507)</u>
Total assets less current liabilities			<u>(2,646,528)</u>		<u>(2,945,363)</u>
Capital and reserves					
Called up share capital	8		135		135
Share premium account			8,926,614		8,926,614
Capital redemption reserve			5,622		5,622
Profit and loss reserves			(11,578,899)		(11,877,734)
Total equity			<u>(2,646,528)</u>		<u>(2,945,363)</u>

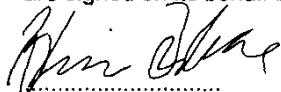
The directors of the company have elected not to include a copy of the income statement within the financial statements.

For the financial year ended 31 December 2021 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies and the members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 4 October 2022 and are signed on its behalf by:



B Bellville
Director

BOILER ROOM (UK) LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	Share capital £	Share premium account £	Capital redemption reserve £	Profit and loss reserves £	Total £
Balance at 1 January 2020		133	8,924,957	5,622	(10,661,293)	(1,730,581)
Year ended 31 December 2020:						
Loss and total comprehensive income for the year		-	-	-	(1,216,441)	(1,216,441)
Issue of share capital	8	2	1,657	-	-	1,659
Balance at 31 December 2020		135	8,926,614	5,622	(11,877,734)	(2,945,363)
Year ended 31 December 2021:						
Profit and total comprehensive income for the year		-	-	-	298,835	298,835
Balance at 31 December 2021		135	8,926,614	5,622	(11,578,899)	(2,646,528)

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies

Company information

Boiler Room (UK) Limited is a private company limited by shares and is registered and incorporated in England and Wales. The registered office is 98 De Beauvoir Road, London, England, N1 4EN.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Basis of consolidation

The company has taken advantage of the exemption under section 400 of the Companies Act 2006 not to prepare consolidated accounts. The financial statements present information about the company as an individual entity and not about its group.

The financial statements of the company are consolidated in the financial statements of Dice FM Ltd. These consolidated financial statements are available from its registered office, 92-96 De Beauvoir Road, London, N1 4EN.

Going concern

The company made a profit of £299k (loss in 2020: £1,216k) and had net current liabilities of £2,681k (2020: £2,967k).

Despite the uncertainty that continues to exist as a result of the pandemic, the company is committed to a full schedule of activity in 2022. Alongside the continued engagement of the artists and communities we work with, and the support of our parent company and partners, the future remains exciting for the company.

Therefore, having considered the ability to meet liabilities of the business as they fall due, the directors conclude the company is well placed to weather the current social, political and economic headwinds. The directors have prepared forecasts for at least a 12 month period from the date of signing the accounts, and accordingly, the directors consider that it is appropriate for the financial statements to be prepared on a going concern basis.

Turnover

Turnover represents amounts receivable for streaming live music performances online, net of VAT. Income is recognised on the date it becomes unconditional on future performance.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Fixtures and fittings	25% straight line
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BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Fixed asset investments

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

Stocks held for distribution at no or nominal consideration are measured at the lower of cost and replacement cost, adjusted where applicable for any loss of service potential.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

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

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

Basic financial assets

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

Classification of financial liabilities

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

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

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

Compound instruments

The component parts of compound instruments issued by the company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangement. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar non-convertible instrument. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date. The equity component is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity net of income tax effects and is not subsequently remeasured.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Current and deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited to other comprehensive income or equity, when the tax follows the transaction or event it relates to and is also charged or credited to other comprehensive income, or equity.

Current tax assets and current tax liabilities and deferred tax assets and deferred tax liabilities are offset, if and only if, there is a legally enforceable right to set off the amounts and the entity intends either to settle on the net basis or to realise the asset and settle the liability simultaneously.

Current tax is based on taxable profit for the year. Current tax assets and liabilities are measured using tax rates that have been enacted or substantively enacted by the reporting date.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

1 Accounting policies (Continued)

Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

Retirement benefits

For defined contribution schemes the amount charged to profit or loss is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments.

Leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

Government grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the grant conditions will be met and the grants will be received.

Government grants relating to turnover are recognised as income over the periods when the related costs are incurred. Grants relating to an asset are recognised in income systematically over the asset's expected useful life. If part of such a grant is deferred it is recognised as deferred income rather than being deducted from the asset's carrying amount.

Foreign exchange

Transactions in currencies other than the functional currency (foreign currency) are initially recorded at the exchange rate prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rate ruling at the date of the transaction, or, if the asset or liability is measured at fair value, the rate when that fair value was determined.

All translation differences are taken to profit or loss, except to the extent that they relate to gains or losses on non-monetary items recognised in other comprehensive income, when the related translation gain or loss is also recognised in other comprehensive income.

2 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2021 Number	2020 Number
Total	36	42

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

3 Tangible fixed assets

	Plant and machinery etc £
Cost	
At 1 January 2021	263,898
Additions	28,961
Disposals	(197,406)
At 31 December 2021	95,453
Depreciation and impairment	
At 1 January 2021	242,756
Depreciation charged in the year	15,877
Eliminated in respect of disposals	(197,406)
At 31 December 2021	61,227
Carrying amount	
At 31 December 2021	34,226
At 31 December 2020	21,142

4 Fixed asset investments

	2021 £	2020 £
Shares in group undertakings and participating interests	2	2

Boiler Room (UK) Limited also has a 99% stake in an American partnership.

Movements in fixed asset investments

	Shares in group undertakings £
Cost or valuation	
At 1 January 2021 & 31 December 2021	2
Carrying amount	
At 31 December 2021	2
At 31 December 2020	2

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2021

5 Debtors

	2021 £	2020 £
Amounts falling due within one year:		
Trade debtors	741,033	799,187
Other debtors	96,582	100,359
	<u>837,615</u>	<u>899,546</u>

6 Creditors: amounts falling due within one year

	Notes	2021 £	2020 £
Convertible loans	7	-	511,425
Trade creditors		422,243	175,586
Amounts owed to group undertakings		768,691	-
Taxation and social security		296,752	264,904
Accruals and deferred income		2,292,627	3,310,949
		<u>3,780,313</u>	<u>4,262,864</u>

Amounts owed to group undertakings are interest free and repayable on demand.

7 Convertible loan notes

	2021 £	2020 £
Liability component of convertible loan notes	<u>-</u>	<u>511,425</u>

The net proceeds received from the issue of the convertible loan notes have been split between the financial liability element and an equity component, representing the fair value of the embedded option to convert the financial liability into equity.

The liability component is measured at amortised cost, and the difference between the carrying amount of the liability at the date of issue and the amount reported in the Statement Of Financial Position represents the effective interest rate less interest paid to that date.

The equity component of the convertible loan notes has been credited to the equity reserve.

On 11 November 2019, the company issued a convertible loan note to exercise the right to convert any security into shares with a director for an unsecured loan collectively in the amount of £500,000. The loan bears interest at 2% per annum accruing on a daily basis. At the year end, the total interest accrued was £7,266 (2020: £10,055). The convertible loan note was repaid in full in September 2021.

BOILER ROOM (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2021

8 Called up share capital

	2021 Number	2020 Number	2021 £	2020 £
Ordinary share capital				
Issued and fully paid				
A1 Ordinary shares of 1p each	3,820	3,820	38	38
A2 Ordinary share of 1p each	2,119	2,119	21	21
B Ordinary shares of 1p each	845	845	8	8
Ordinary shares of 1p each	6,768	6,768	68	68
	<u>13,552</u>	<u>13,552</u>	<u>135</u>	<u>135</u>

On 25 March 2020, 15 B Ordinary shares with a nominal value of £0.01 each were issued for a total consideration of £4.

On 30 September 2020, 220 B Ordinary shares with a nominal value of £0.01 each were issued for a total consideration of £7.27.

Each of the company's shares carry no right to fixed income, the right to one vote at general meetings and do not confer any rights of redemption.

9 Operating lease commitments

Lessee

At the reporting end date the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2021 £	2020 £
Within one year	139,000	112,125
Between one and five years	540,000	-
	<u>679,000</u>	<u>112,125</u>

10 Related party transactions

During the year, the convertible loan note was repaid in full to a director of the company. The total amount repaid was £518,691. The loan bore interest at 2% per annum, accruing on a daily basis. During the year, the total interest charged was £7,266 (2020: £10,055).

ACCOUNTANT'S REPORT TO THE BOARD OF DIRECTORS OF BOILER ROOM (UK) LIMITED ON THE UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021

In order to assist you to fulfil your duties under the Companies Act 2006 ("the Act"), we prepared for your approval the financial statements of Boiler Room (UK) Limited which comprise the statement of financial position, the statement of changes in equity and the related notes in accordance with the financial reporting framework set out therein from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <http://www.icaew.com/en/members/regulations-standards-and-guidance>.

This report is made solely to the Board of Directors of Boiler Room (UK) Limited, as a body, in accordance with the terms of our engagement letter dated 27 August 2019. Our work has been undertaken solely to prepare for your approval the financial statements of Boiler Room (UK) Limited and state those matters that we have agreed to state to them in accordance with ICAEW Technical Release 07/16 AAF. This report should not therefore be regarded as suitable to be used or relied on by any other party wishing to acquire any rights against RSM UK Tax and Accounting Limited for any purpose or in any context. Any party other than the Board of Directors which obtains access to this report or a copy and chooses to rely on this report (or any part of it) will do so at its own risk. To the fullest extent permitted by law, RSM UK Tax and Accounting Limited will accept no responsibility or liability in respect of this report to any other party and shall not be liable for any loss, damage or expense of whatsoever nature which is caused by any person's reliance on representations in this report.

It is your duty to ensure that Boiler Room (UK) Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and profit of Boiler Room (UK) Limited under the Act. You consider that Boiler Room (UK) Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Boiler Room (UK) Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

RSM UK Tax and Accounting Ltd

RSM UK Tax and Accounting Limited
Chartered Accountants
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