

Financial Statements

Farmers Guardian Limited

For the year ended 31 December 2014

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COMPANIES HOUSE

Registered number: 07931451

Company Information

Directors	N Thackray W R M Brown R Levy
Registered number	07931451
Registered office	83 Victoria Street London SW1H 0HW
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor Grant Thornton House Melton Street Euston Square London NW1 2EP

Contents

	Page
Strategic report	1
Directors' report	2 - 3
Independent auditor's report	4 - 5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8 - 14

Strategic Report

For the year ended 31 December 2014

Business review

The trading of the Company in the year was very positive. The Company is expected to maintain good growth as it expands its offerings to the market including the launch of the new FG Insight website in March 2015.

Principal risks and uncertainties

The objective of the Board is to manage risk across the Group of which the company is a member, in order to enable the Group to achieve its business objectives. Changes to these objectives may result in a change to the risks faced by the Group and this is monitored closely by the Board. The main risks arising from the Group's financial instruments are credit risk and liquidity risk.

Credit risk

In the normal course of business, the Group incurs credit risk from cash and trade receivables. The Group has a credit policy that is used to manage this exposure to credit risk. The Group does not have a significant concentration of risk with any single entity.

Liquidity risk

Liquidity risk represents the Group's ability to meet its contractual obligations. The Group evaluates its liquidity requirements on an ongoing basis. The Group generates sufficient cash flows from its operating activities to meet its financial obligations.

Interest rate risk

The Group does not have a significant exposure to interest rate fluctuations as it has no significant borrowings or loans that are carried at a floating interest rate. All borrowings are denominated in Sterling.

Financial key performance indicators

The Directors monitor the performance of the business by reference to key financial performance indicators. These indicators include revenue, contribution and earnings before interest, tax, depreciation and amortisation (EBITDA) as shown in the financial statements. In addition, the Directors monitor the yields across classified, display and membership incomes as well as renewals rates for both members and exhibitors.

This report was approved by the board on

9/4/15

and signed on its behalf.



R Levy
Director

Directors' Report

For the year ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with 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 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 judgments 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 enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Principal activity

Farmers Guardian Limited publishes the Farmers Guardian weekly newspaper, the monthly Dairy Farmer and Arable Farming magazines and provides events and digital products to the UK agriculture market.

Results

The profit for the year, after taxation, amounted to £1,299,842 (2013 - £1,257,145).

Directors

The directors who served during the year were:

N Thackray
W R M Brown
R Levy

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.

Farmers Guardian Limited

Directors' Report

For the year ended 31 December 2014

Auditor

The auditor, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on

9 - 4 - 15

and signed on its behalf.



R Levy
Director

Independent Auditor's Report to the Members of Farmers Guardian Limited

We have audited the financial statements of Farmers Guardian Limited for the year ended 31 December 2014, which comprise the Profit and loss account, the Balance sheet and the related notes. 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 members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an 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 members as a body, 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 December 2014 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 matters 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.



Independent Auditor's Report to the Members of Farmers Guardian Limited

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.

A handwritten signature in black ink, appearing to read "Mark Henshaw", followed by a small flourish.

Mark Henshaw (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
London
Date: 9 April 2015

Profit and Loss Account

For the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	1,2	10,327,690	9,345,008
Cost of sales		<u>(3,588,220)</u>	<u>(3,312,850)</u>
Gross profit		6,739,470	6,032,158
Distribution costs		<u>(1,501,546)</u>	<u>(1,332,866)</u>
Administrative expenses		<u>(3,187,329)</u>	<u>(2,918,144)</u>
Operating profit	3	2,050,595	1,781,148
Interest payable and similar charges	5	<u>(558,005)</u>	<u>(521,499)</u>
Profit on ordinary activities before taxation		1,492,590	1,259,649
Tax on profit on ordinary activities	6	<u>(192,748)</u>	<u>(2,504)</u>
Profit for the financial year	14	<u>1,299,842</u>	<u>1,257,145</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.


The notes on pages 8 to 14 form part of these financial statements.

Balance Sheet

As at 31 December 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Intangible assets	7		5,066,206		6,031,198
Tangible assets	8		251,818		126,220
			<u>5,318,024</u>		<u>6,157,418</u>
Current assets					
Debtors	9	8,339,599		7,449,205	
Cash at bank		329,534		344,812	
		<u>8,669,133</u>		<u>7,794,017</u>	
Creditors: amounts falling due within one year	10	(1,630,562)		(2,912,754)	
Net current assets			<u>7,038,571</u>		<u>4,881,263</u>
Total assets less current liabilities			<u>12,356,595</u>		<u>11,038,681</u>
Creditors: amounts falling due after more than one year	11		(7,450,000)		(7,450,000)
Provisions for liabilities					
Deferred tax	12		(18,072)		-
Net assets			<u>4,888,523</u>		<u>3,588,681</u>
Capital and reserves					
Called up share capital	13		1,000		1,000
Share premium account	14		99,000		99,000
Profit and loss account	14		4,788,523		3,488,681
Shareholders' funds	15		<u>4,888,523</u>		<u>3,588,681</u>

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


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R Levy
Director

The notes on pages 8 to 14 form part of these financial statements.

Notes to the Financial Statements

For the year ended 31 December 2014

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.

1.2 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.

Revenue is recognised on the date of publication.

1.3 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and loss account over its estimated economic life.

Amortisation is provided at the following rates:

Goodwill	-	Straight line over 8 years
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1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures & fittings	-	Straight line over 3 years
Office equipment	-	Straight line over 3 years
Computer equipment	-	Straight line over 3 years
Other fixed assets	-	Straight line over 3 years

1.5 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are discounted.

1.6 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

Notes to the Financial Statements

For the year ended 31 December 2014

2. Turnover

The whole of the turnover is attributable to the principal activity of the company.

All turnover arose within the United Kingdom.

3. Operating profit

The operating profit is stated after charging:

	2014	2013
	£	£
Amortisation of intangible fixed assets	964,992	964,992
Depreciation of tangible fixed assets:		
- owned by the company	104,946	58,713

During the year, no director received any emoluments (2013 - £NIL).

Auditor's remuneration is borne by the parent company.

4. Staff costs

Staff costs were as follows:

	2014	2013
	£	£
Wages and salaries	1,992,705	1,765,390
Social security costs	193,117	169,252
Other pension costs	62,028	54,766
	2,247,850	1,989,408

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

	2014	2013
	No.	No.
Selling, publication and administration	65	63

5. Interest payable

	2014	2013
	£	£
On loans from group undertakings	558,005	521,499

Notes to the Financial Statements

For the year ended 31 December 2014

6. Taxation

	2014 £	2013 £
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	174,676	-
Adjustments in respect of prior periods	-	2,504
Total current tax	174,676	2,504
Deferred tax		
Origination and reversal of timing differences	32,769	-
Prior year	(14,697)	-
Total deferred tax (see note 12)	18,072	-
Tax on profit on ordinary activities	192,748	2,504

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 21.5% (2013 - 23.25%). The differences are explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	1,492,590	1,259,649
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.5% (2013 - 23.25%)	320,805	292,868
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	1,140	689
Capital allowances for year in excess of depreciation	(32,564)	13,649
Adjustments to tax charge in respect of prior periods	-	2,504
Short term timing difference leading to an increase in taxation	-	891
Other timing differences	(1,899)	-
Group relief	(112,806)	(308,097)
Current tax charge for the year (see note above)	174,676	2,504

Notes to the Financial Statements

For the year ended 31 December 2014

7. Intangible fixed assets

	Goodwill £
Cost	
At 1 January 2014 and 31 December 2014	7,719,934
Amortisation	
At 1 January 2014	1,688,736
Charge for the year	964,992
At 31 December 2014	2,653,728
Net book value	
At 31 December 2014	5,066,206
At 31 December 2013	6,031,198

8. Tangible fixed assets

	Fixtures & fittings £	Office equipment £	Computer equipment £	Other fixed assets £	Total £
Cost					
At 1 January 2014	-	8,803	153,045	49,628	211,476
Additions	9,951	1,592	47,203	171,798	230,544
At 31 December 2014	9,951	10,395	200,248	221,426	442,020
Depreciation					
At 1 January 2014	-	2,977	67,583	14,696	85,256
Charge for the year	502	3,346	60,852	40,246	104,946
At 31 December 2014	502	6,323	128,435	54,942	190,202
Net book value					
At 31 December 2014	9,449	4,072	71,813	166,484	251,818
At 31 December 2013	-	5,826	85,462	34,932	126,220

Notes to the Financial Statements

For the year ended 31 December 2014

9. Debtors

	2014	2013
	£	£
Trade debtors	932,186	1,013,087
Amounts owed by group undertakings	7,249,935	6,274,105
Other debtors	37,101	36,000
Prepayments and accrued income	120,377	126,013
	<u>8,339,599</u>	<u>7,449,205</u>

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

	2014	2013
	£	£
Trade creditors	257,526	230,520
Corporation tax	174,676	-
Other taxation and social security	76,736	1,611,411
Other creditors	204	186
Accruals and deferred income	1,121,420	1,070,637
	<u>1,630,562</u>	<u>2,912,754</u>

11. Creditors:**Amounts falling due after more than one year**

	2014	2013
	£	£
Other loans	<u>7,450,000</u>	<u>7,450,000</u>

Creditors include amounts not wholly repayable within 5 years as follows:

	2014	2013
	£	£
Repayable other than by instalments	<u>7,450,000</u>	<u>7,450,000</u>

The other loan is unsecured and attracts interest of 7% per annum. Accrued interest is included within short term creditors.

Notes to the Financial Statements

For the year ended 31 December 2014

12. Deferred taxation

	2014 £	2013 £
At beginning of year	-	-
Charge for year (P&L)	18,072	-
At end of year	<u>18,072</u>	<u>-</u>

The provision for deferred taxation is made up as follows:

	2014 £	2013 £
Accelerated capital allowances	19,149	-
Other timing differences	(1,077)	-
	<u>18,072</u>	<u>-</u>

13. Share capital

	2014 £	2013 £
Allotted, called up and fully paid		
100,000 Ordinary shares of £0.01 each	<u>1,000</u>	<u>1,000</u>

14. Reserves

	Share premium account £	Profit and loss account £
At 1 January 2014	99,000	3,488,681
Profit for the financial year	-	1,299,842
At 31 December 2014	<u>99,000</u>	<u>4,788,523</u>

15. Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Opening shareholders' funds	3,588,681	2,331,536
Profit for the financial year	1,299,842	1,257,145
Closing shareholders' funds	<u>4,888,523</u>	<u>3,588,681</u>

Notes to the Financial Statements

For the year ended 31 December 2014

16. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £69,218 (2013: £54,766).

17. Related party transactions

In accordance with section 3(c) of Financial Reporting Standard 8, Related Party Disclosure, transactions made between 100% subsidiary undertakings of Briefing Media (Group) Limited have not been disclosed.

18. Ultimate parent undertaking and controlling party

The immediate parent company is Briefing Media Limited. The ultimate parent company is Briefing Media (Group) Limited. These results are included in the consolidated accounts of Briefing Media (Group) Limited, which is the smallest and largest group for which group accounts are prepared. These group accounts are available from the company's registered office at 83 Victoria Street, London, SW1H 0HW.