

Duelguide RL Limited

Report and Financial Statements

Year Ended

31 March 2015

Company Number 03334623

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Duelguide RL Limited

Report and financial statements for the year ended 31 March 2015

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Directors

P C O'Driscoll
M R Turner
J A Corcoran (appointed 07/11/14)

Registered office

4th Floor, Millbank Tower, 21-24 Millbank, London, SW1P 4QP.

Company number

03334623

Auditor

Deloitte LLP, London.

Duelguide RL Limited

Directors' Report for the year ended 31 March 2015

The directors present their report together with the audited financial statements for the year ended 31 March 2015. The report of the directors has been prepared in accordance with the provisions applicable to the small companies' exemption.

Review of the business

The principal activity of the Company is investment in holding entities which provide financing for related parties and fellow subsidiaries.

The profit and loss account is set out on page 5 and shows the result for the year. The Company made a profit of £277,000 for the year ended 31 March 2015 (2014: profit £3,022,000).

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. However following the dividend paid on 30 September 2014 the Directors indicated that the company would be held as dormant until such time as the Directors would look to liquidate, strike off or dissolve the company. Therefore the financial statements have been prepared on a basis other than that of a going concern.

Dividends

On 31 August 2014 the Company received a dividend of £3,348,000 (2014: nil) from Chatham Property SA its wholly owned subsidiary as a consideration for amounts Chatham property investments Limited owed the Company and Global Switch Limited. Thus leaving Chatham Property SA with £1 share capital and £1 owing to the Company.

On 30 September 2014 directors paid a dividend of £52,695,000 (2014: nil) to Global Switch Limited, in consideration for various receivables held by the company on that date (apart from £2 of the Global Switch loan).

Directors

The directors of the Company during the year and up to the date of signing these financial statements were:

P C O'Driscoll
M R Turner
J A Corcoran (appointed 07/11/14)

None of the directors who held office at the end of the financial year had an interest in the equity of the Company or of any other group company.

Certain directors benefit from qualifying third party indemnity provisions in place during the financial period and at the date of this report. The Company provided qualifying third party indemnity provisions to certain directors of associated companies during the financial period and at the date of this report.

Duelguide RL Limited

Directors' Report for the year ended 31 March 2015 (Continued)

Directors' responsibilities statement

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). The financial statements are required by law to 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 estimates that are reasonable and prudent; 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 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.

Auditor

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditor is aware of that information. The directors are not aware of any relevant audit information of which the auditor is unaware. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place / are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board and signed on its behalf by:



P C O'Driscoll
Director

14 December 2015

Duelguide RL Limited

Independent auditor's report

TO THE MEMBERS OF DUELGUIDE RL LIMITED

We have audited the financial statements of Duelguide RL Limited for the year ended 31 March 2015 which comprise the profit and loss account, the balance sheet and the related notes 1 to 10. 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 auditors

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Opinion on other matters prescribed by the Companies Act 2006

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

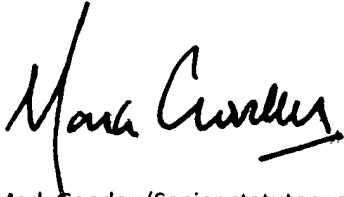
Duelguide RL Limited

Independent auditor's report (*Continued*)

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; or
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' report.



Mark Goodey (Senior statutory auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London
United Kingdom

16 December 2015

Duelguide RL Limited

Profit and loss account for the year ended 31 March 2015

	Note	2015 £'000	2014 £'000
Administrative expenses		(1)	-
		<hr/>	<hr/>
Operating (loss)		(1)	-
Net gains/(losses) on investments	2	20	(24)
Other expenses		(1,597)	(594)
Interest receivable and similar income	4	1,855	3,640
		<hr/>	<hr/>
Profit on ordinary activities before taxation	2	277	3,022
Taxation on profit on ordinary activities	5	-	-
		<hr/>	<hr/>
Profit on ordinary activities for the financial year	9	277	3,022
		<hr/>	<hr/>

All amounts relate to discontinued activities. There were no recognised gains or losses during the year other than those disclosed in the profit and loss account.

The notes on pages 7 to 11 form part of these financial statements.

Duelguide RL Limited

Balance sheet
at 31 March 2015

Company number 03334623	Note	2015 £'000	2014 £'000
Fixed assets			
Investments	6	-	3,328
Deferred tax assets		-	
Current assets			
Debtors	7	-	49,090
		<hr/>	<hr/>
Net current assets		-	52,418
		<hr/>	<hr/>
Total assets less current liabilities		-	52,418
		<hr/>	<hr/>
Net assets		-	52,418
		<hr/>	<hr/>
Capital and reserves			
Profit and loss account	8	-	52,418
		<hr/>	<hr/>
Shareholder's funds	9	-	52,418
		<hr/>	<hr/>

The financial statements were approved by the Board of Directors and authorised for issue on 14 December 2015 and signed on their behalf by:



P C O'Driscoll
Director

The notes on pages 7 to 11 form part of these financial statements.

Duelguide RL Limited

Notes forming part of the financial statements for the year ended 31 March 2015

1 Accounting policies

The financial statements have been prepared under the historical cost convention and are in accordance with United Kingdom Generally Accepted Accounting Practice applicable accounting standards.

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. However following the dividend paid on 30 September 2014 the Directors indicated that the company would be held as dormant until such time as the Directors would look to liquidate, strike off or dissolve the company. Therefore the financial statements have been prepared on a basis other than that of a going concern.

The following principal accounting policies have been applied:

Consolidation

The Company is a wholly-owned subsidiary of and is included in the consolidated financial statements of Global Switch Holdings Limited. Consequently, the Company has taken advantage of the exemption S.401 from preparing consolidated financial statements. These financial statements therefore present the results of the Company only.

Cash flow statement

The Company has taken advantage of the exemption available to small companies and has not prepared a cash flow statement.

Investments

Investments are held at cost less provision for impairment. Investments are subject to an impairment review when there are indications that the carrying value may not be recoverable. An impairment loss is recognised for the amount by which the asset exceeds its recoverable amount. The recoverable amount is the higher of the fair value less costs to sell and value in use. Interest income from investment is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably.

Taxation and deferred taxation

The charge for taxation is based on the results for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

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 enacted or substantively enacted by the balance sheet date.

Provision is made for deferred tax on all timing differences that have originated but not reversed at the balance sheet date, where an event has occurred that results in an obligation to pay more or less tax in the future, except that deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profit from which future reversal of the relevant timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Foreign currencies

Transactions recognised in foreign currencies are recorded at the rates of exchange at the dates of the transactions or, if hedged, at the forward contract rates. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date or, if appropriate, at the forward contract rates.

Duelguide RL Limited

Notes forming part of the financial statements for the year ended 31 March 2015 (Continued)

1 Accounting policies (Continued)

Employees

The Company did not have any employees in the current or prior period.

Related party transactions

The Company is a wholly-owned subsidiary of Global Switch Limited and is included in the consolidated financial statements of Global Switch Holdings Limited. The address of its registered office is 2nd Floor, O'Neal Marketing Associates Building, PO Box 3174, Road Town, Tortola, British Virgin Islands.

Consequently the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned entities which form part of the group.

2 Profit on ordinary activities before taxation

This is stated after charging/(crediting):

	2015 £'000	2014 £'000
Foreign currency exchange losses	1,597	594
Write down investments	3,328	24
Income from investments	(3,348)	-

Auditor's remuneration of £4,402 (2014: £4,500) has been borne by Global Switch Limited in the current year.

3 Directors' remuneration

The directors did not receive any remuneration in respect of their services to the Company during the year (2014: £nil).

4 Interest receivable and similar income

	2015 £'000	2014 £'000
Interest receivable from fellow subsidiary undertakings	1,855	3,640
	<u>1,855</u>	<u>3,640</u>

Duelguide RL Limited

Notes forming part of the financial statements
for the year ended 31 March 2015 (*Continued*)

5 Taxation on profit on ordinary activities

a) Analysis of tax charge in the year

	2015 £'000	2014 £'000
<i>Current tax</i>		
UK corporation tax at 21% (2014: 23%)	-	-
<i>Deferred tax</i>		
Accelerated capital allowances	-	-
	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities	<u>-</u>	<u>-</u>

b) Factors affecting the tax charge for the year

The differences between the tax assessed for the year and the standard rate of corporation tax in the UK are explained below:

	2015 £'000	2014 £'000
Profit on ordinary activities before taxation	277	3,022
	<u>277</u>	<u>3,022</u>
Profit on ordinary activities at the standard rate of corporation tax in the UK of 21% (2013: 23%)	58	695
Effects of:		
Non-assessable income items and permanent differences	(4)	6
Share of Partnership profits	-	-
Utilisation of losses brought forward	(54)	(701)
	<u>(54)</u>	<u>(701)</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

c) Factors that may affect future tax charges

Future tax charges of the Company may be affected by the availability of tax losses from previous years and the surrender of tax losses from other UK Group companies.

Duelguide RL Limited

Notes forming part of the financial statements
for the year ended 31 March 2015 (*Continued*)

6 Investments

	Investment in subsidiaries £'000	Other investments £'000	Total £'000
<i>Cost</i>			
At 1 April 2014	40,518	45,730	86,248
<i>Impairment</i>			
At 1 April 2014	(37,190)	(45,730)	(82,920)
Write down of investment	(3,328)	-	(3,328)
<i>Net book value</i>			
At 31 March 2015	-	-	-
	<hr/>	<hr/>	<hr/>
At 31 March 2014	3,328	-	3,328
	<hr/>	<hr/>	<hr/>

Investments in Subsidiaries

The only subsidiary undertaking, which had share capital consisting entirely of ordinary shares is as follows:

Name	Principal activity	Percentage owned	Country of incorporation
Chatham Property SA	Non-operating company	100%	British Virgin Islands

Duelguide RL Limited

Notes forming part of the financial statements for the year ended 31 March 2015 (Continued)

7 Debtors

<i>Amounts falling due within one year</i>	2015 £'000	2014 £'000
Amounts due from fellow subsidiary undertakings	-	49,090
	<hr/>	<hr/>
	-	49,090
	<hr/>	<hr/>

Amounts due from fellow subsidiary undertakings include amounts owed by Global Switch Limited £2 (2014: £36,898), ICT Centre Holding BV Enil (2014: £20,577,000), Global Switch Paris Sarl Enil (2014: £8,580,000) and Global Switch Amsterdam BV Enil (2014: £19,895,000).

8 Share capital

	2015 Number	Allotted, called up and fully paid 2014 Number	2015 £	2014 £
Ordinary shares of £1 each	2	2	2	2
	<hr/>	<hr/>	<hr/>	<hr/>

9 Reconciliation of movements in shareholder's funds

	Share capital (*) £'000	Profit and loss account £'000	2015 Total £'000	2014 Total £'000
Opening shareholder's funds/(deficit)	-	52,418	52,418	49,396
Profit/(loss) for the financial year	-	277	277	3,022
Dividends paid	-	(52,695)	(52,695)	-
	<hr/>	<hr/>	<hr/>	<hr/>
Closing shareholder's funds	-	-	-	52,418
	<hr/>	<hr/>	<hr/>	<hr/>

* Less than £1,000

10 Ultimate and immediate holding company

The immediate holding company is Global Switch Limited, a company registered in England and Wales.

The largest and smallest group in which the results of the Company are consolidated is the Global Switch Holdings Limited group.

The ultimate holding and controlling entity is Landal Worldwide Corp, a company registered in the British Virgin Islands. The ultimate controlling parties are David and Simon Reuben.