

**Global Derby (UK) Limited**

**Directors' report and financial statements**

**For the year ended 30 June 2016**

**Registered number 6442121**

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# Global Derby (UK) Limited

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# Global Derby (UK) Limited

## Company information

Directors

**M Morris**  
**S J Rush**

Company Secretary

**S A Pearce**

Registered Office

**Pride Park Stadium, Derby DE24 8XL**

Company Number

**6442121**

Auditors

**Smith Cooper Limited, St Helen's House, Cathedral Quarter, King Street, Derby DE1 3EE**

Bankers

**Barclays Bank PLC, 69 Albion Street, Leeds LS1 5AA**

Solicitors

**Geldards, Number One Pride Place, Pride Park, Derby, DE24 8QR**  
**Smith Partnership, 4th Floor, Celtic House, Heritage Gate, Friary Street, Derby DE1 1LS**

# Global Derby (UK) Limited

## Strategic Report

### Introduction

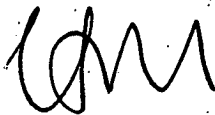
The Company is an intermediate holding company with two subsidiaries (see note 6). As at the balance sheet date neither the Company nor its subsidiaries undertook any trading activities. The Company and its subsidiaries are consolidated into the group headed by Sevco 5112 Limited. Consolidated financial statements for the group are available from Companies House.

### Business review and future developments

Following the acquisition of a 20% stake in the company in May 2014, local businessman Melvyn Morris purchased the remaining shareholding from North American Derby Partners LP in September 2015, becoming the ultimate beneficiary and controlling party of the company (see note 13). Subsequently, in April 2016, the company was again sold to SEVCO 5113 Limited, another company within the group. SEVCO 5112 Limited still remains the ultimate parent undertaking of the company. In addition, the company was the ultimate parent undertaking to The Derby County Football Club Limited (the club), up until the company's direct subsidiary Gellaw 101 Limited disposed of its investment in the Club to SEVCO 5112 Limited in April 2016 (see note 6).

Post the disposal of its investment The Derby County Football Club Limited, the company only operates as an investment holding company for its remaining investments (See note 6). Post April 2016, the company does not trade and will be dormant for the foreseeable future.

By order of the board



**Sam Rush**  
President and Chief Executive Officer  
Date: 29 November 2016

# Global Derby (UK) Limited

## Directors' Report

The directors present their report and the audited financial statements for the year ended 30 June 2016.

### Principal activity

The principal activity of the company is that of an investment holding company.

### Business review

During the year, the company's only trading transactions were as follows:

- ♦ the receipt and payment of interest to/from group undertakings.
- ♦ the receipt and payment of dividends to/from group undertakings.
- ♦ the disposal and write off of investments and loans from group undertakings.
- ♦ a capital reduction of ordinary and preference share capital (see note 10)

### Results and dividends

The loss for the period after taxation amounted to £15,823,024 (2015: profit £102,877)

During the year, a dividend of £60,096,000 was paid to SEVCO 5113 Limited, the company's immediate parent undertaking.

### Creditor payment policy

The company's policy is to pay all creditors in accordance with contractual and other legal obligations. Advantage is taken of available discounts for prompt payment whenever possible.

### Directors

The directors who held office were as follows:

A D Appleby	(resigned 2 September 2015)
W Luby	(resigned 2 September 2015)
J Mallett	(resigned 2 September 2015)
M Morris	
D Richardson	(resigned 2 September 2015)
T Ricketts	(resigned 2 September 2015)
S J Rush	
T Vertin	(resigned 2 September 2015)

### Financial instruments

The company does not use financial instruments.

### Post balance sheet events

These are detailed in note 12 of the financial statements.

# Global Derby (UK) Limited

## Directors' Report (continued)

### Directors' responsibilities

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 group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice. 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 group and company and of the profit or loss of the group and 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 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; 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.

### Auditors

All of the current directors have taken all of the steps that they ought to have taken to make themselves aware of information needed by the company's auditors for the purposes of their audit and established that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

The auditors, Smith Cooper Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

By order of the board



S A Pearce

Company Secretary

Date: 29 November 2016

# Global Derby (UK) Limited

## Report of the independent auditors

### Independent auditor's report to the members of Global Derby (UK) Limited

We have audited the financial statements of Global Derby (UK) Limited for the year ended 30 June 2016 set out on pages 9 to 21. The relevant financial reporting framework that has been applied in their preparation is the Companies Act 2006 and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Ireland'.

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 statement of directors' responsibilities, 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 Financial Reporting Council'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 Strategic Report and the Directors' 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 applied 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 30 June 2016 and of its loss 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 and the Directors' report has been

### 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 by the company, 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 Delye (Senior statutory auditor)**

For and on behalf of Smith Cooper Limited, Chartered Accountants & Statutory Auditors  
St Helen's House, King Street Derby DE1 3EE

Date: 29 November 2016

# Global Derby (UK) Limited

## Statement of comprehensive income

For the year ended 30 June 2016

	Note	Year to 30 June 2016 £000	Year to 30 June 2015 £000
Turnover	2	60,096	100
Direct operating costs		-	-
<b>Gross profit</b>		<b>60,096</b>	<b>100</b>
Administrative expenses		-	-
<b>Operating profit before exceptional items</b>		<b>60,096</b>	<b>100</b>
Exceptional items		(75,919)	-
<b>Operating loss</b>	3	<b>(15,823)</b>	<b>100</b>
Interest receivable and similar income		76	304
Interest payable and similar charges	4	(76)	(301)
<b>Loss on ordinary activities before taxation</b>		<b>(15,823)</b>	<b>103</b>
Tax on loss on ordinary activities	5	-	-
<b>Loss on ordinary activities after taxation</b>		<b>(15,823)</b>	<b>103</b>
<b>Comprehensive income for the year</b>		<b>(15,823)</b>	<b>103</b>

The results shown above have been derived from continuing activities in both financial periods.

The notes on pages 10 to 15 form part of these financial statements.



# Global Derby (UK) Limited

## Statement of financial position

at 30 June 2016

Company number 6442121	Note	2016		2015	
		£000	£000	£000	£000
<b>Fixed assets</b>					
Investments	6		-		75,919
					75,919
<b>Current assets</b>					
Debtors	7	96,775		11,916	
Cash at bank and in hand		21		21	
		96,796		11,937	
<b>Creditors: amounts falling due within one year</b>	8	(96,723)		(13,951)	
<b>Net current liabilities</b>			73		(2,014)
<b>Total assets less current liabilities</b>			73		73,905
<b>Creditors: amounts falling due after more than one year</b>	9		-		(12,000)
<b>Net assets</b>			73		61,905
<b>Financed by:</b>					
<b>Capital and reserves</b>					
Called up share capital	10		1		11,895
Share premium account	11		-		49,959
Profit and loss account	11		72		51
<b>Shareholders' funds</b>			73		61,905

The notes on pages 10 to 15 form part of these financial statements.

These financial statements were approved by the board and were authorised for issue on 29 November 2016 and were signed on its behalf by:



S J Rush  
Director

# Global Derby (UK) Limited

## Statement of changes in equity

For the year ended 30 June 2016

	Called-up share capital	Share premium account	Profit and loss account	Total
	£000	£000	£000	£000
At 30 July 2015	11,895	49,959	51	61,905
Profit and total comprehensive income for the year	-	-	(15,823)	(15,823)
Shares issued	2,645	11,442	-	14,087
Dividends paid	-	-	(60,096)	(60,096)
Capital reduction	(14,539)	(61,401)	75,940	-
At 30 June 2016	1	-	72	73

# Global Derby (UK) Limited

## Notes

### Company Information

Global Derby (UK) Limited is a company registered in England and Wales, with its registered office at Pride Park Stadium, Derby, DE24 8XL.

### Basis of accounting

The financial statements have been prepared under the historical cost convention of certain tangible fixed assets and are in accordance with applicable accounting standards, including Financial Reporting Standard 102 and with the Companies Act 2006.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated accounts. These financial statements present information about the company as an individual undertaking not about its group. The company and its subsidiary undertaking are included by full consolidation in the financial statements of its ultimate United Kingdom parent company, SEVCO 5112 Limited, a company registered in England and Wales.

### Cash flow statement

The company has taken advantage of the exemption given in the Financial Reporting Standard 1 not to prepare a cash flow on the basis that the company meets the requirements of a small entity per company legislation.

### Going concern

The financial statements, which show net assets of £73,000 have been prepared on the going concern basis, which assumes that the company will continue in operational existence for the foreseeable future.

The company's borrowings at the balance sheet date, comprised other loans from group undertakings as set out in notes 8 and 9.

Given the financial projections and the support provided by the parent company, the directors consider it appropriate to prepare the financial statements on the going concern basis.

### Related party transactions.

The company has taken advantage of the exemption conferred by FRS102 regarding 'Related party disclosures' not to disclose transactions with members of the group headed by Sevco 5112 Limited on the grounds that 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements. There were no other related party transactions.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

### Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

### Investments

Investments in subsidiary undertakings are stated at cost less provisions for impairment.

# Global Derby (UK) Limited

## Notes

### Taxation

Current tax represents the amount of tax payable or receivable in respect of the taxable profit (or loss) for the current or past reporting periods. It is measured at the amount expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods. It is recognised in respect of all timing differences, with certain exceptions. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expense in tax assessments in periods different from those in which they are recognised in the financial statements. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing differences. Deferred tax on revalued non-depreciable tangible fixed assets and investment properties is measured using the rates and allowances that apply to the sale of the asset.

### Debtors

Short term debtors are measured at transaction price, less any impairment.

### Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

# Global Derby (UK) Limited

## Notes

### 2. Turnover

	2016 £000	2015 £000
All of the below turnover arose in the United Kingdom from group undertakings		
Other income	-	100
Investment income	60,096	-
	<u>60,096</u>	<u>100</u>

### 3. Operating loss

	2016 £000	2015 £000
This is stated after charging:		
Exceptional items	75,919	-
	<u>75,919</u>	<u>-</u>

Exceptional items relate to the impairment of investments in subsidiary undertakings during the year (see note 6)

### 4. Interest payable and similar charges

	2016 £000	2015 £000
Other interest	76	301
	<u>76</u>	<u>301</u>

### 5. Taxation

	2016 £000	2015 £000
Analysis of credit in period:		
UK corporation tax:		
Current tax on loss for the period	-	-
Adjustments in respect of prior periods	-	-
	<u>-</u>	<u>-</u>

# Global Derby (UK) Limited

## Notes

### 5 Taxation (continued)

#### Factors affecting the tax charge for the current period:

The current tax credit for the period is different to the standard rate of corporation tax in the UK (20%, 2015: 20%).

The differences are explained below:

	2016 £000	2015 £000
<b>Current tax reconciliation:</b>		
Loss on ordinary activities before tax	(15,823)	-
	<hr/>	<hr/>
Current tax at 20% (2015: 20%)	(3,165)	-
<b>Effects of:</b>		
Expenditure not deductible for tax purposes	15,184	-
Dividends from UK companies	(12,019)	-
	<hr/>	<hr/>
Current tax credit	-	-
	<hr/>	<hr/>

### 6 Investments

#### Net book value:

	£000
At 30 June 2015	75,919
Impairment of investment	(75,919)
	<hr/>
	-
	<hr/>

During the year, Gellaw 101 Limited sold its investment in The Derby County Football Club Limited to SEVCO 5112 Limited, the company and group ultimate parent undertaking. The £71,919,024 of investments related to historic equity funding injected into Gellaw 101 Limited, for the purpose of funding The Derby County Football Club Limited, therefore the directors believed it appropriate that the investment was impaired in full upon the sale of The Derby County Football Club Limited.

Investments comprise the following subsidiary undertaking:

Company	Country of incorporation	Percentage of ordinary £1 shares held	Principal activity
Gellaw 101 Limited	England and Wales	100%	Dormant company
DCFC Limited	England and Wales	100%	Dormant company

### 7 Debtors

	2016 £000	2015 £000
Amounts due from group undertakings	96,775	11,916
	<hr/>	<hr/>
	96,775	11,916
	<hr/>	<hr/>

# Global Derby (UK) Limited

## Notes

### 8 Creditors: amounts falling due within one year

	2016 £000	2015 £000
Amounts owed to group undertakings	96,490	13,946
Other creditors	228	-
Accruals and deferred income	5	5
	<u>96,723</u>	<u>13,951</u>

### 9 Creditors: amounts falling due after more than one year

	2016 £000	2015 £000
Preference shares of £1 each	-	12,000
	<u>-</u>	<u>12,000</u>

As part of the group restructure in April 2016, the £12,000,000 preference shares of £1.00 each were cancelled.

### 10 Called up share capital

	2016 £000	2015 £000
<b>Allotted, called up and fully paid:</b>		
1,000 / 11,894,594 ordinary shares of £1 each	1	11,895
	<u>1</u>	<u>11,895</u>

During the year, the company made following allotments of ordinary shares, which were subsequently cancelled via a capital reduction of £14,538,584 ordinary shares of £1 each, together with their associated share premiums totalling £61,401,171, with the corresponding amount being credited to the profit and loss reserve.

- ♦ 2,080,052 ordinary shares of £1 each at £5.18 per share
- ♦ 363,845 ordinary shares of £1 each at £6.47 per share
- ♦ 201,091 ordinary shares of £1 each at £1.45 per share
- ♦ 2 ordinary shares of £1 each at £145,776.50 per share

### 11 Reserves

Share premium - represents the premium arising on the issue of shares net of issue costs.

Profit and loss account - represents cumulative profits and losses.

# Global Derby (UK) Limited

## Notes

### 12 Post balance sheet events

There were no significant post balance sheet events

### 13 Ultimate controlling parties

On 1 September 2015, 100% of the share capital of the company was purchased by SEVCO 5112 Limited from North American Derby Partners LP and Melvyn Morris. Subsequently, in April 2016, SEVCO 5113 Limited purchased 100% of the company's share capital from SEVCO 5112 Limited. SEVCO 5112 Limited is the ultimate parent undertaking of the company and is a limited company registered in England and Wales of whom the ultimate controlling party is Melvyn Morris, the company's director.

At 30 June 2016 the company's immediate parent undertaking is SEVCO 5113 Limited and the ultimate parent undertaking is SEVCO 5112 Limited. SEVCO 5112 Limited prepares accounts which consolidate the results of Global Derby (UK) Limited. These consolidated accounts are available from Companies House.

### 14 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements prepared under the previous UK GAAP were for the year ended 30 June 2015. The date of transition to FRS 102 was 1 July 2014 and restatement of prior year balances was not required, thus the profit for the financial year ended 30 June 2015 and the total equity as at 1 July 2014 and 30 June 2015 remain unaltered.