

Company Registration No. 08142409 (England and Wales)

RANGERS RETAIL LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 20 JUNE 2017

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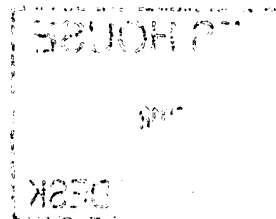
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COMPANIES HOUSE

RANGERS RETAIL LIMITED

COMPANY INFORMATION

Director	D C King
Secretary	Mr C J Olsen
Company number	08142409
Registered office	Unit A Brook Park East Shirebrook NG20 8RY
Auditor	Grant Thornton UK LLP 30 Finsbury Square London EC2P 2YU



RANGERS RETAIL LIMITED

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RANGERS RETAIL LIMITED

DIRECTOR'S REPORT

FOR THE PERIOD ENDED 20 JUNE 2017

The director presents his annual report and financial statements for the period ended 20 June 2017.

Principal activities

The principal activity of the company was the retail of branded sports and leisure goods.

Director

The director who held office during the period and up to the date of signature of the financial statements was as follows:

D Forsey	(Resigned 3 June 2016)
P Murray	(Resigned 3 May 2018)
D C King	
M J W Ashley	(Resigned 3 June 2016)
J Barnes	(Appointed 3 June 2016 and resigned 18 May 2018)
N Conway	(Appointed 13 June 2016 and resigned 18 May 2018)

Results and dividends

Profit for the financial year, after tax, amounted to £1,095,078 (2016: £967,784).

A dividend of £620,000 was approved and paid by the directors in the year (2016: £850,000). Since the year end, a further dividend of £1,135,000 has been proposed and paid.

Going concern

The company ceased to trade on 20 June 2017 and will remain dormant for the foreseeable future. The directors consider it inappropriate to prepare the financial statements on a going concern basis. Therefore, the directors have prepared these financial statements on a break-up basis as set out under the basis of preparation (note 1.2).

Settlement agreement

On 21 June 2017 an agreement was reached between the shareholders (being The Rangers Football Club Limited and SDI Retail Services Limited) (and their related parties) and the company in relation to a number of disputes and claims between the parties. This agreement represented full and final settlement and closure of all outstanding claims in existence. These had previously been referred to in the 2016 financial statements.

Auditor

As the company ceased to trade on 20 June 2017 and will remain dormant for the foreseeable future, it is deemed that there will be no future requirement for the company to appoint an auditor.

RANGERS RETAIL LIMITED

DIRECTOR'S REPORT (CONTINUED)

FOR THE PERIOD ENDED 20 JUNE 2017

Statement of director's responsibilities

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice, comprising FRS 102 "The Financial Standard applicable in the UK and Republic of Ireland", and applicable law (UK Generally Accepted Accounting Practice). Under company law the director must not approve the financial statements unless he is 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 director is 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 have been followed, comprising FRS 102, subject to any material departures disclosed and explained in the Financial Statements.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

The company has taken advantage of the small company exemption provided by Section 415A of the Companies Act 2006 not to prepare a strategic report.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



D C King
Director

19 July 2018

RANGERS RETAIL LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RANGERS RETAIL LIMITED

We have audited the financial statements of Rangers Retail Limited for the period ended 20 June 2017 which comprise the statement of comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102; The Financial Reporting Standard applicable in the UK and Republic of Ireland (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 director and auditor

As explained more fully in the Director's Responsibilities Statement, the director is 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 APB's web-site 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 20 June 2017 and of its profit for the period 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 - Going Concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1.2 to the financial statements concerning the Going Concern status and basis of preparation. As explained within this note, the company has ceased trading and will remain dormant for the foreseeable future. Consequently, the company is no longer a Going Concern and instead the financial statements have been prepared on a Non Going Concern basis.

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.

RANGERS RETAIL LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED) TO THE MEMBERS OF RANGERS RETAIL 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.
- the directors were not entitled to prepare financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.



Philip Westerman (Senior Statutory Auditor)

For and on behalf of
Grant Thornton UK LLP

Statutory Auditor, Chartered Accountants

London

Date: 2017.11.18

RANGERS RETAIL LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 20 JUNE 2017

		Period ended 20 June 2017 £	Period ended 24 April 2016 £
	Notes		
Turnover		2,248,951	2,578,343
Cost of sales		(1,843,072)	(2,229,054)
Gross profit		405,879	349,289
Administrative expenses		(221,518)	(235,090)
Other operating income		1,201,785	1,097,906
Profit on ordinary activities before taxation	3	1,386,146	1,212,105
Taxation on profit on ordinary activities	5	(291,068)	(244,321)
Profit for the financial period		1,095,078	967,784

There was no other comprehensive income for the year (2016: £nil). All activities of the company have been discontinued as of 20 June 2017.

The notes on pages 8 - 15 form part of these financial statements

RANGERS RETAIL LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 20 JUNE 2017

	Notes	2017 £	2016 £
Current assets			
Inventory	8	-	39,962
Debtors	9	1,272,536	67,494
Cash at bank and in hand		678,605	1,877,088
		<u>1,952,141</u>	<u>1,984,544</u>
Creditors: amounts falling due within one year	10	<u>(830,733)</u>	<u>(1,186,214)</u>
Net current assets		1,121,408	798,330
Provisions for liabilities	11	-	(152,000)
Net assets		<u>1,121,408</u>	<u>646,330</u>
Capital and reserves			
Called up share capital	14	200	200
Profit and loss account		1,121,208	646,130
Total equity		<u>1,121,408</u>	<u>646,330</u>

The financial statements were approved by the board of directors and authorised for issue on 19 July 2018 and are signed on its behalf by:


D C King
Director

Company Registration No. 08142409

RANGERS RETAIL LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 20 JUNE 2017

	Notes	Share capital £	Profit and loss reserves £	Total £
Balance at 27 April 2015		200	528,346	528,546
Period ended 24 April 2016:				
Profit and total comprehensive income for the period		-	967,784	967,784
Dividends	6	-	(850,000)	(850,000)
Balance at 24 April 2016		200	646,130	646,330
Period ended 20 June 2017:				
Profit and total comprehensive income for the period		-	1,095,078	1,095,078
Dividends	6	-	(620,000)	(620,000)
Balance at 20 June 2017		200	1,121,208	1,121,408

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 20 JUNE 2017

1 Accounting policies

Company Information

Rangers Retail Limited is a private company limited by shares incorporated in England and Wales. The registered office is Unit A, Brook Park East, Shirebrook, NG20 8RY.

1.1 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.

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 period for these financial statements has been extended to cover the 60 weeks from 25 April 2016 to 20 June 17 (2016: 52 weeks ended 24 April 2016) to present information up to the date of cessation of trade on 20 June 2017. Therefore, the prior period comparatives are not entirely comparable.

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

1.2 Going concern and basis of preparation

The company ceased to trade on 20 June 2017 and will remain dormant for the foreseeable future. As set out in the directors' report, due to the company ceasing to trade, the directors have decided to prepare the financial statements on a basis other than that of a going concern. The financial statements have been prepared on a break-up basis at the period end. In adopting the break-up basis at the period end the following policies and procedures have been implemented:

- all assets have been disclosed at values at which they are expected to be realised.
- all liabilities reflect the full amount at which they are expected to materialise.

1.3 Turnover

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods supplied stated net of discounts, returns and VAT.

Retail Revenue

Revenue is recognised daily at the point of sale based on summarised EPOS data direct from tills. Retail sales are usually in cash, by debit card or by credit card.

Given the retail nature of the business, the right of return is implicit within the consumer's statutory rights. There is no explicit right of return conferred upon any particular goods apart from this. The accounting treatment, in terms of recognising the revenue immediately upon the sale, and not waiting for a specific return period to elapse, therefore appears to be reasonable.

NOTE: Retail sales of Rangers products made in Sports Direct stores are included in Rangers Retail Limited revenue, not in Sports Direct revenue.

Online Revenue

For goods sold online, revenue is recognised at the point that the risks and rewards of the goods are transferred to the customer. Customers make payment for goods via debit/credit card or paypal and prior to picking the goods it is confirmed the customer has the relevant funds. Once this is confirmed the goods are picked from the warehouse and on dispatch they are put through the EPOS system at which point the revenue is recognised.

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 20 JUNE 2017

1 Accounting policies

(Continued)

License Revenue

Income generated from licenses is recognised on an accruals basis in accordance with the relevant agreements or on a transactional basis when revenue is linked to sale or purchase volumes.

1.4 Financial Instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities such as trade and other accounts receivable and payable and loans to and from related parties.

All financial assets and liabilities are initially measured at transaction price and subsequently measured at amortised cost.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the balance sheet date.

1.5 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of comprehensive income except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.6 Provisions

A provision is recognised when the company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 20 JUNE 2017

1 Accounting policies

(Continued)

1.7 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.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

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.

1.8 Leases

Rentals payable under operating leases, including any lease incentives received, are charged to income 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 lease asset are consumed.

1.9 Other Operating Income

Income generated from licence is recognised on an accruals basis in accordance with the relevant agreements or on a transactional basis when revenue is linked to sale or purchase volumes.

1.10 Cash Flow statement

The company is exempt from the requirement of FRS 102 to prepare a cash flow statement as it is a member of a group where the parent prepares publicly available consolidated financial statements which are intended to give a true and fair view, and is included in the consolidation.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Operating profit

	2017	2016
Operating profit for the period is stated after charging/(crediting):	£	£
Exchange gains	-	(174)
Fees payable to the company's auditor for the audit of the company's financial statements	25,000	20,000
Operating lease charges	-	368
	<u>25,000</u>	<u>19,826</u>

4 Employees

There were no employees during the period. Wages and salaries were recharged from Sportsdirect.com Retail Limited. Rangers Retail Limited has no direct employees.

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 20 JUNE 2017

4 Employees

(Continued)

Their aggregate remuneration comprised:

	2017 £	2016 £
Wages and salaries	101,856	110,302
Social security costs	7,322	1,254
Pension costs	504	379
	<u>109,682</u>	<u>111,935</u>

No directors remuneration has been charged in these accounts.

5 Taxation

	2017 £	2016 £
Current tax		
UK corporation tax on profits for the current period	<u>277,229</u>	<u>244,321</u>
Deferred tax		
Write down or reversal of write down of deferred tax asset	<u>13,839</u>	<u>-</u>
Total tax charge	<u>291,068</u>	<u>244,321</u>

The actual charge for the period can be reconciled to the expected charge for the period based on the profit or loss and the standard rate of tax as follows:

	2017 £	2016 £
Profit before taxation	<u>1,386,146</u>	<u>1,212,105</u>
Expected tax charge based on the standard rate of corporation tax in the UK of 20.00% (2016: 20.00%)	277,229	242,421
Adjustments in respect of prior years	-	(419)
Capital allowances	-	(3,190)
Taxation for the period	<u>277,229</u>	<u>238,812</u>

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 20 JUNE 2017

6 Dividends

	2017 £	2016 £
Dividends on non-equity shares:		
Interim dividend @ £3,100 per share	620,000	-
Interim dividend @ £4,250 per share	-	850,000
	<u>620,000</u>	<u>850,000</u>

Since the year end, a further dividend of £1,135,000 has been proposed and paid.

7 Financial instruments

	2017 £	2016 £
Carrying amount of financial assets		
Debt instruments measured at amortised cost	<u>1,267,089</u>	<u>4,528</u>
Carrying amount of financial liabilities		
Measured at amortised cost	<u>323,100</u>	<u>374,341</u>

8 Inventory

	2017 £	2016 £
Goods for resale	<u>-</u>	<u>39,962</u>

Goods held in inventory for resale were sold to Sportsdirect.com Retail Limited during the period. As a result no inventory is recognised in the balance sheet of the company.

9 Debtors

	2017 £	2016 £
Amounts falling due within one year:		
Trade debtors	1,266,989	4,328
Other debtors	100	18,452
Prepayments and accrued income	5,447	30,875
	<u>1,272,536</u>	<u>53,655</u>
Deferred tax asset (note 12)	-	13,839
	<u>1,272,536</u>	<u>67,494</u>

Trade debtors disclosed above are measured at amortised cost. The trade debtors balance has been paid since the period end.

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 20 JUNE 2017

10 Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	43,291	183,518
Corporation tax	505,796	811,873
Other taxation and social security	1,837	-
Other creditors	151,804	44,510
Accruals and deferred income	128,005	146,313
	<u>830,733</u>	<u>1,186,214</u>

11 Provisions for liabilities

	2017 £	2016 £
Provision for onerous contract	-	152,000
	<u>-</u>	<u>152,000</u>

The provision for an onerous contract refers to an obligation of Rangers Retail Limited to purchase stock at a cost higher than its net realisable value for the 2015/16 season.

12 Deferred taxation

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	Assets 2017 £	Assets 2016 £
Balances:		
Decelerated capital allowances	-	13,839
	<u>-</u>	<u>13,839</u>
Movements in the period:		2017 £
Liability/(Asset) at 25 April 2016		(13,839)
Charge to profit or loss		13,839
Liability at 20 June 2017		<u>-</u>

Deferred tax assets and liabilities are offset where the company has a legally enforceable right to do so.

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 20 JUNE 2017

13 Retirement benefit schemes

	2017	2016
	£	£
Defined contribution schemes		
Charge to profit or loss in respect of defined contribution schemes	504	379

The company contributes towards a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

14 Share capital

	2017	2016
	£	£
Ordinary share capital		
Issued and fully paid		
200 ordinary shares of £1 each	200	200

Comprising of:

- 98 A shares - SDI Retail Services Limited
- 51 B shares - SDI Retail Services Limited
- 51 B shares - The Rangers Football Club Limited

15 Related party transactions

Transactions with related parties

During the period the company entered into the following transactions with related parties:

	Purchase of goods	
	2017	2016
	£	£
Rangers Football Club Limited	99,207	100,500
Sportsdirect.com Retail Limited	2,198,986	2,117,566

The following amounts were outstanding at the reporting end date:

	2017	2016
	£	£
Amounts owed to related parties		
Rangers Football Club Limited	27,348	30,812
Sportsdirect.com Retail Limited	102,462	153,821
Other related parties	48,226	-

RANGERS RETAIL LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 20 JUNE 2017

15 Related party transactions

(Continued)

The Rangers Football Club Limited is a related party of Rangers Retail Limited by virtue of its 51% ownership of Rangers Retail Limited.

Sportsdirect.com Retail Limited is a related party of Rangers Retail Limited through common directors and by virtue of the entity being controlled by Sports Direct International Plc, the ultimate parent company of SDI Retail Services Limited, owner of a 49% shareholding in Rangers Retail Limited.

16 Controlling party

The ultimate controlling party was Rangers International Football Club plc, by virtue of its 100% ownership of The Rangers Football Club Limited, which holds 51% ownership of the company.

For the period ended 20 June 2017, The Rangers Football Club Limited was the smallest company and The Rangers International Football Club plc was the largest company to consolidate these accounts. Both the Rangers Football Club Limited and The Rangers International Football Club plc are companies registered in Scotland. A copy of the respective group accounts can be obtained from Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF.