GCRM-Repin Ltd

Annual report and financial statements

Registered number SC432293

31 March 2020

Contents

Directors' report

The directors present their report and the financial statements of the company for the year ended 31 March 2020.

Business review and principal activities

The principal activity of the company is that of a holding company for certain GCRM operations in the UK. The company will continue to act as a holding company for those investments for the foreseeable future.

Directors

The directors who held office during the year were as follows:
Professor R Fleming
Dr MR Gaudoin
A Came (resigned 12 February 2020)
J Fleming

Going Concern

Notwithstanding net current assets of £8 as at 31 March 2020, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts through to 31 March 2022 which demonstrate that, taking account of plausible downside scenarios, the company will have sufficient funds through a combination of cash generated from trading and funding from its ultimate parent company, Delivery I Limited, to meet its liabilities as they fall due throughout that period.

The plausible downside scenario models a pan European lockdown, on the scale and for the duration of, the Spring 2020 lockdown taking place at any point between now and December 2021. These analyses have taken into account possible downside scenarios such as higher than anticipated drops due to seasonal fluctuations in the performance of cycles, effects of COVID 19 and increases in direct costs that are not in line with increases in revenue. Those forecasts are dependent on the funding from its ultimate parent company, Delivery I Ltd, and the intention by Impilo AB, an indirect shareholder of Delivery I Limited, is to provide financial and other support, directly or indirectly, to the Subsidiaries (including not seeking repayment of amount currently made available) for at least the next 12 months to enable each of the Subsidiaries to meet their financial liabilities as they fall due and to continue to trade. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

These analyses provide the Board with a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months after the date on which the Report and Financial Statements are signed. For this reason, it has adopted the going concern basis in the Financial Statements.

Dividends
The Company declared no dividends during the year (2019: £44.27 per share).

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2019: nil).

Directors' report *(continued)*

Small company provisions

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

By order of the board

Judith Fleming

J Fleming
Director

Date 10/03/2021

21 Fifty Pitches Way
Cardonald Business Park
Glasgow
G51 4FD

Statement of directors' responsibilities in respect of the Director's report and the financial statements

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

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 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;
- assess the company's ability to continue as a going concern, disclosing, as appropriate, matter related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no alternative but to do so.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Profit and Loss Account and Other Comprehensive Income
for year ended 31 March 2020

	Note	**2020**	2019
		£	£
Income from shares in group undertakings		**-**	**1,013,226**
Operating profit and profit before taxation		**-**	**1,013,226**
Tax on profit	*3*	**-**	-
Total comprehensive income for the financial year		**-**	**1,013,226**

The notes on pages 7 to 14 form part of these financial statements.

Balance Sheet
at 31 March 2020

	Note	2020	2019
		£	£
Fixed assets			
Investments	*4*	**8,361,208**	8,361,208
Current assets			
Debtors	5	**8**	8
Net assets		**8,361,216**	8,361,216
Equity			
Called up share capital	6	**208**	208
Other reserves		**8,361,008**	8,361,008
Retained earnings		**-**	-
Total shareholders' funds		**8,361,216**	8,361,216

For the year ending 31 March 2020 the company was entitled to exemption from audit under section 479a of the Companies Act 2006 relating to subsidiary companies. The directors 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 this Act with respect to accounting records and the preparation of these financial statements.

These financial statements were approved by the board of directors on 10/03/2021 and were signed on its behalf by:

Judith Fleming

J Fleming
Director

Company registered number: SC432293

Statement of Changes in Equity

	Called up share capital £	Share premium account £	Retained earnings £	Total £
Balance at 1 April 2018	108	8,361,008	-	8,361,116
Total comprehensive income for the year				
Profit for the year	-	-	1,013,226	1,013,226
Transactions with owners, recorded directly in equity				
Dividends	-	-	(1,013,226)	(1,013,226)
Balance at 31 March 2019	**108**	**8,361,008**	**-**	**8,361,116**
Balance at 1 April 2019	108	8,361,008	-	8,361,116
Total comprehensive income for the year				
Profit for the year	-	-	-	-
Transactions with owners, recorded directly in equity				
Dividends	-	-	-	-
Balance at 31 March 2020	**108**	**8,361,008**	**-**	**8,361,116**

Notes
(forming part of the financial statements)

1 Accounting policies

GCRM-Repin Ltd (the "Company") is a private company incorporated, domiciled and registered in Scotland in the UK.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework ("FRS 101")*.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The reporting currency of these financial statements is sterling.

The Company's ultimate parent undertaking, Delivery I Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Delivery I Limited are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Companies House.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- a Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital and tangible fixed assets;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel;

As the consolidated financial statements of Delivery I Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosure:

- Certain disclosures required by IFRS 13 *Fair Value Measurement* and the disclosures required by IFRS 7 *Financial Instrument Disclosures*.

The Company has adopted the following IFRSs in these financial statements:

- IFRS 16: Leases. This has been adopted using the modified retrospective method and as a result the comparatives have not been restated and are reported under IAS 17

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 1.6.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

Notes *(continued)*

1 Accounting policies *(continued)*

1.2 Going concern

Notwithstanding net current assets of £8 as at 31 March 2020, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The directors have prepared cash flow forecasts through to 31 March 2022 which demonstrate that, taking account of plausible downside scenarios, the company will have sufficient funds through a combination of cash generated from trading and funding from its ultimate parent company, Delivery I Limited, to meet its liabilities as they fall due throughout that period.

The plausible downside scenario models a pan European lockdown, on the scale and for the duration of, the Spring 2020 lockdown taking place at any point between now and December 2021. These analyses have taken into account possible downside scenarios such as higher than anticipated drops due to seasonal fluctuations in the performance of cycles, effects of COVID 19 and increases in direct costs that are not in line with increases in revenue. Those forecasts are dependent on the funding from its ultimate parent company, Delivery I Ltd, and the intention by Impilo AB, an indirect shareholder of Delivery I Limited, is to provide financial and other support, directly or indirectly, to the Subsidiaries (including not seeking repayment of amount currently made available) for at least the next 12 months to enable each of the Subsidiaries to meet their financial liabilities as they fall due and to continue to trade. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

These analyses provide the Board with a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, being a period of at least 12 months after the date on which the Report and Financial Statements are signed. For this reason, it has adopted the going concern basis in the Financial Statements.

1.3 Non-derivative financial instruments

Financial instruments (policy applicable from 1 April 2018)

(i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Financial assets

(a) Classification

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Notes *(continued)*

1 Accounting policies (continued)

1.3 Non-derivative financial instruments (continued

A debt investment is measured at FVOCI if it meets both of the following conditions:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

Investments in subsidiaries are carried at cost less impairment.

(b) Subsequent measurement and gains and losses

Financial assets at FVTPL - these assets (other than derivatives designated as hedging instruments) are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost - These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Debt investments at FVOCI - these assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI - these assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities and equity

Financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Notes *(continued)*

1 Accounting policies (continued)

1.3 Non-derivative financial instruments (continued)

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Intra-group financial instruments

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

(iii) Impairment
The company recognises loss allowances for expected credit losses (ECLs) on financial assets measured at amortised cost, debt investments measured at FVOCI and contract assets (as defined in IFRS 15).

The company measures loss allowances at an amount equal to lifetime ECL, except for other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition which are measured as 12-month ECL.

Loss allowances for trade receivables and contract assets are always measured at an amount equal to lifetime.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information.

The company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the company in full, without recourse by the company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the company is exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Notes *(continued)*

1 Accounting policies (continued)

1.3 Non-derivative financial instruments (continued)

Credit-impaired financial assets

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Write-offs

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery.

Financial instruments (policy applicable prior to 1 March 2019))

(i) Classification of financial instruments issued by the Company

Following the adoption of IAS 32, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

(ii) Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other debtors, cash and cash equivalents, loans and borrowings, and trade and other creditors.

Trade and other receivables

Trade and other debtors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other creditors are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Investments in debt and equity securities

Investments in subsidiaries are carried at cost less impairment.

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Notes *(continued)*

1 Accounting policies (continued)

1.3 Non-derivative financial instruments (continued)

(iii) Impairment

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Interest on the impaired asset continues to be recognised through the unwinding of the discount. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

1.4 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of goodwill; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

1.5 Key judgements

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities in the next financial year are discussed below.

Fixed Asset Investment

The asset is held at carrying value, being the consideration given for the acquisition of shares in the investment. There has been no impairment of the investment in the current or prior year. Management is satisfied that the carrying value is an appropriate valuation.

Notes *(continued)*

2 Expenses

All directors are remunerated for their services to the Company by other group entities and it is not practical to allocate their remuneration between group companies.

3 Taxation

Reconciliation of effective tax rate

	2020	2019
	£	£
Profit excluding taxation	-	**1,013,226**
Tax using the UK corporation tax rate of 19% (2019: 19%)	-	**192,513**
Tax exempt revenues	-	**(192,513)**
Total tax expense	-	-

4 Fixed asset investments

	£
Cost and carrying amount at the beginning and end of the year	**8,361,208**

The investment represents a 100% stake in GCRM Limited, comprising ordinary share capital of £200.

The Company has the following investments in subsidiaries:

	Registered address	**Class of shares held**	**Ownership 2020**	2019
GCRM Limited	21 Fifty Pitches Way, Cardonald Business Park, Glasgow, G51 4FD.	Ordinary	**100%**	100%

5 Debtors

	2020	2019
	£	£
Called up share capital not paid	**8**	8
	8	8

All debtors are due within one year.

Notes *(continued)*

6 Capital and reserves

Share capital

	2020	2019
Ordinary Shares	**£**	£
Allotted, called up and fully paid		
20,800 ordinary shares of £0.01 each	**208**	208

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Dividends

The following interim dividends were recognised during the period:

	2020	2019
	£	£
Dividends (2019: £48.71) per qualifying ordinary share	-	**1,013,226**

7 Related parties

During the previous year the company received dividends of £1,013,226 from GCRM Limited.

8 Ultimate parent company and parent company of larger group

The ultimate parent is Delivery I Limited, incorporated in the UK. Copies of the Delivery I Limited consolidated financial statements can be obtained from Companies House.