

Registration number: 00355881

De La Rue Overseas Limited
Annual Report and Financial Statements
for the Period from 27 March 2016 to 25 March 2017

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De La Rue Overseas Limited

Strategic Report for the year ended 25 March 2017

The Directors present their strategic report on De La Rue Overseas Limited for the year ended 25 March 2017.

Fair review of the business

De La Rue Overseas Limited (or the “Company”) received interest on its loan to another Group company. The Company has not performed any other trading activity during the period. The Company had no employees in the current or prior periods.

Key performance indicators


The Directors monitor and manage the performance of each investment against its published financial statements and against the key performance indicators (KPIs) of the De La Rue plc (or the “Group”). The Directors believe that analysis using KPIs specifically for the Company is not appropriate for an understanding of the development, performance or position of the business. Details of the Group’s KPIs, which include the Company, are set out in the Strategic Report section on page 30 to 31 of the 2017 Annual Report of the De La Rue plc, which does not form part of this report.

Principal risks and uncertainties

The Company has provided a loan to another Group company, De La Rue Holdings Limited. The principal risk to the Company is the risk of default on this loan.

The key risks facing by De La Rue plc, the ultimate parent company, are disclosed in the Risk and risk management section on pages 32 to 37 of the 2017 Annual Report of De La Rue plc, which does not form part of this report.

Approved by the Board on 15 December 2017 and signed on its behalf by:



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J.F. Hermans
Company secretary

Registered Office:
De La Rue House
Jays Close
Viables
Basingstoke
Hampshire
RG22 4BS

De La Rue Overseas Limited

Directors' Report for the period from 27 March 2016 to 25 March 2017

The Directors present their report and the audited financial statements for the year ended 25 March 2017.

Directors of the Company

The Directors who held office during the period were as follows:

E H D Peppiatt

J F Hermans (alternate Director for E H D Peppiatt)

J H Sodha

K Robinson (alternate Director for J H Sodha) (resigned 16th March 2017)

L S Roche (appointed 16th March 2017)

Result and dividend

The Company received interest income in the current year of £502,000 (2016: £502,000). The Directors do not recommend the payment of a dividend (2016: £nil). The retained profit of £502,000 (2016: £502,000) has been transferred to reserves.

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2016: £nil).

Disclosure of information to the auditor

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information. The Directors confirm that there is no relevant information that they know of which the auditor is unaware.

Reappointment of auditor

Following an audit tender conducted during the year, Ernst & Young LLP were selected as auditor for the Group. Accordingly, it is intended that Ernst & Young LLP will be appointed to replace KPMG LLP as auditor for the period ending 31 March 2018.

Approved by the Board on 15 December 2017 and signed on its behalf by:



J F Hermans
Company secretary

Registered Office:
De La Rue House
Jays Close
Viables
Basingstoke
Hampshire
RG22 4BS

The Statement of Directors' Responsibilities in respect of the Strategic Report, Directors' Report and the financial statements for the year ended 25 March 2017

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law, the directors have prepared the financial statements in accordance with United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (FRS 102), and applicable law (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 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 accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

Independent Auditor's Report for the members of De La Rue Overseas Limited

We have audited the financial statements of De La Rue Overseas Limited for the period from 27 March 2016 to 25 March 2017, set out on pages 6 to 12. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

This report is made solely to the Company's member, 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 member 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 member as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 3), the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 25 March 2017 and of its profit for the period then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and Directors' Report for the financial period is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic Report and Directors' Report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

Independent Auditor's Report for the members of De La Rue Overseas Limited (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.

I. Bone
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Ian Bone (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
15 Canada Square
London
E14 5GL

Date:..... *18 December 2017*

De La Rue Overseas Limited

Statement of Comprehensive Income for the period from 27 March 2016 to 25 March 2017

		27 March 2016 to 25 March 2017	29 March 2015 to 26 March 2016
	Note	£ 000	£ 000
Turnover		-	-
Operating profit/(loss)		-	-
Other interest receivable and similar income	3	502	502
		502	502
Profit before and after taxation		502	502
Total comprehensive income for the financial period		502	502

The notes on pages 9 to 12 form an integral part of these financial statements.


De La Rue Overseas Limited

Balance Sheet as at 25 March 2017

	Note	25 March 2017 £ 000	26 March 2016 £ 000
Current assets			
Debtors	6	22,765	22,792
Cash at bank and in hand	7	783	254
Net assets		<u>23,548</u>	<u>23,046</u>
Capital and reserves			
Called up share capital	8	2,500	2,500
Share premium reserve		1,500	1,500
Other reserves		18,544	18,544
Retained profit		<u>1,004</u>	<u>502</u>
Shareholder's funds		<u>23,548</u>	<u>23,046</u>

The notes on pages 9 to 12 form an integral part of these financial statements.

Approved and authorised by the Board on 15 December 2017 and signed on its behalf by:



 L S Roche
 Director

De La Rue Overseas Limited

Statement of Changes in Equity for the period from 27 March 2016 to 25 March 2017

	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
Balance at 29 March 2015	2,500	1,500	18,544	-	22,544
Profit for the period	-	-	-	502	502
Other Comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	502	502
Balance at 26 March 2016	2,500	1,500	18,544	502	23,046

	Share capital £ 000	Share premium £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
Balance at 27 March 2016	2,500	1,500	18,544	502	23,046
Profit for the period	-	-	-	502	502
Other Comprehensive income	-	-	-	-	-
Total comprehensive income	-	-	-	502	502
Balance at 25 March 2017	2,500	1,500	18,544	1,004	23,548

The notes on pages 9 to 12 form an integral part of these financial statements.

De La Rue Overseas Limited

Notes to the Financial Statements for the period from 27 March 2016 to 25 March 2017

1 General information

The Company is a private company limited by share capital incorporated in England and Wales.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with UK Accounting Standards (UK Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)' and the Companies Act 2006.

Basis of preparation

These financial statements have been prepared under the historical cost accounting rules in accordance with applicable accounting standards. The accounts have been prepared as at 25 March 2017, being the last Saturday in March. The comparatives for the 2016 financial period are for the period ended 26 March 2016.

Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise indicated.

The Company's ultimate parent undertaking, De La Rue plc includes the Company in its consolidated financial statements. The consolidated financial statements of De La Rue plc are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the Company Secretary, De La Rue plc at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has taken advantage of the exemptions available under paragraph 1.12 of FRS 102 in respect of the following disclosures:

- the requirement to prepare a statement of cash flows;
- the non-disclosure of key management personnel compensation; and
- Certain financial instrument disclosures as included in the consolidated financial statements of the Group in which the Company is consolidated.

Tax

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purpose.

De La Rue Overseas Limited

Notes to the Financial Statements for the period from 27 March 2016 to 25 March 2017 (continued)

Functional and presentation currency

The Company's functional and presentation currency is the pound sterling.

Going concern

The financial statements have been prepared on the going concern basis which the Directors believe to be appropriate for the following reason; The Company has provided a loan to its immediate parent company, De La Rue Holdings Limited, earning interest on its loan on an arm's length basis. The Directors have no significant concerns over the recoverability of the loan in the foreseeable future. The Group has sufficient funds available at its disposal to repay this liability as it fall due for payment. As such the Directors consider that this should enable the Company to continue in existence for the foreseeable future by meeting its liabilities as they fall due for payment.

3 Other interest receivable and similar income

	27 March 2016 to 25 March 2017 £ 000	29 March 2015 to 26 March 2016 £ 000
Interest income on bank deposits	21	4
Interest income on loans to group undertakings	481	498
	<hr/> 502	<hr/> 502

4 Directors' emoluments and auditors remuneration

The Directors and all other staff engaged on the Company's operations received no fees or other remuneration from the Company (2016: £nil). During the period under review Messrs J H Sodha, J F Hermans and E H D Peppiatt were employed by De La Rue plc. Mr K Robinson and Mrs L S Roche were employed by De La Rue Holdings Limited. All Directors were remunerated in respect of their services to the Group as a whole by their employing companies and no director received any additional remuneration for their role as a director of De La Rue Overseas Limited. Their emoluments are dealt within their respective companies' financial statements. There are no persons employed by the Company (2016: none).

The auditors' remuneration was borne by another Group company.

De La Rue Overseas Limited

Notes to the Financial Statements for the period from 27 March 2016 to 25 March 2017 (continued)

5 Taxation

The tax on profit before tax for the period is lower than the standard rate of corporation tax in the UK of 20% (2016: 20%).

The differences are reconciled below:

	27 March 2016 to 25 March 2017 £ 000	29 March 2015 to 26 March 2016 £ 000
Profit before tax	502	502
Corporation tax at standard rate at 20% (2016: 20%)	100	100
Permanent differences	(100)	(100)
Total tax charge	-	-

Factors that may affect future tax charges

A reduction in the UK tax rate from 20 percent to 19 per cent (effective from April 2017) then 17 per cent (effective from April 2020) was substantively enacted on 26 October 2015 and 6 September 2016 respectively. This will reduce the UK group's future current tax charge accordingly.

6 Debtors

	25 March 2017 £ 000	26 March 2016 £ 000
Amounts owed by group undertakings	22,765	22,792

Debtors includes £22,544,000 (2016: £22,544,000) receivable after more than one year. These represent amounts owed by Group undertakings.

The amounts owed by group undertakings are unsecured and interest bearing.

7 Cash and cash equivalents

	25 March 2017 £ 000	26 March 2016 £ 000
Cash at bank	783	254

De La Rue Overseas Limited

Notes to the Financial Statements for the period from 27 March 2016 to 25 March 2017 (continued)

8 Share Capital

Allotted, called up and fully paid shares

	25 March 2017		26 March 2016	
	No. 000	£ 000	No. 000	£ 000
2,500,000 Ordinary shares of £1 each	2,500	2,500	2,500	2,500

Ordinary shares have full rights in the Company with respect to voting, dividends and distributions.

9 Immediate and ultimate parent undertaking

The immediate parent undertaking of the Company is De La Rue Holdings Limited and the ultimate parent undertaking is De La Rue plc, both of which are registered in England and Wales. The De La Rue plc Group is the only Group of which the company is a member for which consolidated group financial statements are prepared. Copies of the Group financial statements are available from the Company Secretary, De La Rue plc at De La Rue House, Jays Close, Viables, Basingstoke, Hampshire, RG22 4BS.

10 Related party transactions

The Company has taken advantage of the exemption contained in FR102, Section 33 (Related Party Disclosures) from disclosing transactions with other members of the Group.