



COMPANIES FORM No. 123

Notice of increase in nominal capital

123

Please do not write in this margin

Pursuant to section 123 of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies (Address overleaf)

For official use

Company number

Official use box

27318

Name of company

\* insert full name of company

\* BIRMINGHAM CITY FOOTBALL CLUB PLC

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 30. 1. 92 the nominal capital of the company has been increased by £ 1,750,000 beyond the registered capital of £ 750,000.

† the copy must be printed or in some other form approved by the registrar

A copy of the resolution authorising the increase is attached. †

The conditions (eg. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follows :

Please tick here if continued overleaf

Continued overleaf box

‡ Insert Director, Secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Signed

Handwritten signature

Designation ‡ Secretary

Date 21/12/98

Presenter's name address and reference (if any) :

For official Use General Section

Barcode and registration details: A52 \*A22HUCEF\* 484 COMPANIES HOUSE 24/12/98

[ ]

**MINUTES OF THE 104TH ANNUAL GENERAL MEETING OF**  
**BIRMINGHAM CITY FOOTBALL CLUB PLC, HELD AT THE EXECUTIVE GOLD CLUB**  
**ST ANDREW'S GROUND, BIRMINGHAM B 9 4NH, ON THURSDAY 30TH JANUARY 1992 AT 4.00 P.M.**

PRESENT: S KUMAR (CHAIRMAN)  
J F WISEMAN  
B H SLATER  
T COOPER  
A G JONES (SECRETARY)  
G G GIBBONS (WALTER J EDWARDS & Co.  
CLUB ACCOUNTANTS)

Apologies were received from Mr R Kumar (Vice-Chairman) and Mr B Kumar.

The Secretary read the notice convening the meeting.

Apologies were received from twenty-four shareholders and these were accepted and recorded.

The Secretary read the Minutes of the 103rd Annual General Meeting. Mr S Smith proposed that the Minutes be signed as a true and proper record of the business transacted. This was seconded by Miss L Goodman.

Mr G G Gibbons read the Report of the Auditors for the twelve month period ending 31st July 1991. Sir Neville Bosworth after stating his position of being pleased with the Club's league position and hopes for promotion, was concerned at the financial standing of the Club, particularly in view of the fact that a successful promotion seeking Club cannot sell its best players. He reiterated his comments of the previous year that according to the Balance Sheet the Club was insolvent. He also repeated the question with regard to the future of Elmdon. He then asked for answers in relation to the value of the Club, Elmdon, the trade creditors pressing for money, are the Kumar Bros trade creditors and what is behind the share issue.

The Chairman replied that in October 1990 the value of the Club had been put at £2 - £2½m. He pointed out that with regard to the financial position, there had been an increase since it was taken over by Kumar Bros and considering the recession, he is quite pleased with the growth. He reiterated that he did not wish to sell the better players. The Chairman continued by stating that the Elmdon deal had been done by his predecessors and that he was bound by the deal. The Chairman referred to Mr Gibbons with regard to creditors and Mr Gibbons stated that the creditors were to be found within the Accounts, and that the total creditors had fallen. With regard to the increase of share capital, it was purely because the pot of shares was empty and there had been requests and therefore the increase will mean the capability of the Directors should they so desire to issue further shares.

Mr Holloway asked a question regarding the turnover and asked whether the commercial activities of £436,000 was profit or turnover. Mr Gibbons said that the income is the profit of catering, the shop, lottery, boxing, boxes, the D Club and the Gold Club. He further asked whether it was right to show net and not gross profit to which Mr Gibbons replied that this was the way that it was done. Mr Holloway continued by asking questions with regard to the computer equipment for membership, the city loan, the money raised by the membership scheme to which Mr Gibbons responded that the computer equipment was bought within one year, that the city loan had been renegotiated and that the money raised by the membership scheme was shown in the commercial income.

Mr Wilkinson then asked who it was that had valued the property to which Mr Gibbons replied Edwardson and Bigwood. Mr Wilkinson then further asked what legal advice was taken in relation to the Elmdon deal and what is the strategy to get out of deficit, commenting further that the Club only ran on selling players. The Chairman responded by saying that the players has risen from a value of approximately £½m. - £¾m. in his time there which was very comparable

with other Second Division yet alone Third Division Clubs and that upon his arrival there had not been a Commercial Department. He reiterated that he did not want to sell better players but that the objective was to reach breakeven point. He referred to the Company Solicitor, Mr Slater regarding Elmdon. Mr Slater commented that the deal was out of the Club's hands. It was sold with a development clause of up to seven years and todote planning permission had not been obtained. He finally asked for match receipts at Wembley to which Mr Gibbons replied £230,000.

It was then proposed by Mr Holloway and seconded by Mr J Williams that the Chairman's Report circulated at the meeting and the Accounts for the year ending 31st July 1991 be adopted. This was accepted by the meeting.

It was then proposed by Mr J Smith that Mr R Kumar be reappointed as Director. This was accepted by the meeting.

Mr Paul Burn proposed the confirmation of Mr Terry Cooper as a Director and this was seconded by Graham Turner.

Mr Tom Williams then proposed the confirmation of reappointment of Bryan Slater as Director and this was seconded by Tom Gavin. This was accepted by the meeting.

Mr Holloway proposed the reappointment of Messrs Walter J Edwards & Company as Auditors and authorised the Directors to fix their remuneration. This was seconded by Tom Gavin and accepted by the meeting.

The Chairman informed the meeting that all ordinary shares had now been issued and to enable shares to be issued at the Directors' discretion, it was necessary to increase the authorised share capital. At this point there are no plans to issue large blocks of shares but applications from supporters for 100 shares or more would be considered.

Mr Smith then proposed that the authorised ordinary share capital be raised from 1,500,000 shares at 50p each to 5,000,000 shares at 50p each. This was seconded by Mr Clive Wilkinson and was accepted by the meeting.

The Chairman then asked if there was any other business to be transacted by the Annual General Meeting. Mr Beauchampe asked the result of the questionnaire with specific reference to Superstadia. The Chairman informed him that those questionnaires had been forwarded to Superstadia. Mr Beauchampe then asked for views in relation to the Taylor Report and the Chairman informed the meeting that many issues were under consideration such as relocation, redevelopment or improving the existing. Mr Beauchampe quickly added that whatever is done would the Chairman please ensure that there was visibility to the pitch unlike the poor visibility at Wembley.

Mr Jack Wiseman, a Director of the Club then welcomed Mr Alan Jones as Secretary to the Club pointing out that he would hope to see an improvement in public relations. He further commented that it had not been realised quite how ill John Westmancoat had been over recent times. He then said that the Chairman had done well over the years because it was to his knowledge that all Clubs were struggling in the present climate.

The Manager, Mr Terry Cooper was in attendance and answered various questions stating that the coaching staff were working well and the squad that the Club presently had was indeed a good one. The Chairman thanked members for attending and declared the meeting closed at 6.15 p.m.