Dunedin Capital Partners Limited

Report and Accounts

31 March 2014

Registered No. SC82727

Contents

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Directors
Simon Miller (resigned 17 April 2014)
Graeme Murray
Shaun Middleton (appointed 17 April 2014)

Secretary
Graeme Murray

Auditor
KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

Bankers
Lloyds TSB Bank plc
City Office Branch
PO Box 1000
BX1 1LT

Registered Office
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EN

Directors' Report

The Directors present their annual report and financial statements for the year ended 31 March 2014.

Results and dividends

The profit for the year, after taxation, is £2,294,573 (2013 loss: £64,187). The Directors recommend a final ordinary dividend of £nil (2013: £nil) making a total ordinary dividend of £2,159,466 (2013: £1,471,131).

Principal activity and review of the business

The Company has acted as a holding company and has not traded in the year.

Directors

The Directors of the Company during the year were:-

Graeme Murray
Shaun Middleton

In accordance with the Articles of Association none of the Directors retires by rotation.

Financial instruments

The Company is not directly exposed to significant risks arising from financial instruments.

Disclosure of information to the auditor

The Directors confirm that so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditor is unaware and the Directors have taken all the steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Following their intention to gradually wind down the activity in their registered firm, KPMG Audit Plc, KPMG proposed that an alternative entity, KPMG LLP, become the Company's auditor. The change is purely administrative and there is no adverse impact on the Company's members' interests as a result.

Accordingly, KPMG Audit Plc, notified the Company during the period of their resignation as auditor and provided a statutory statement of circumstances pursuant to section 519 of the Companies Act 2006. The Board decided to appoint KPMG LLP and a resolution concerning its appointment was passed. There is no impact on the terms in which the auditor was retained.

Going concern

In assessing whether the Company is a going concern, the Board has reviewed cash flow forecasts for the Company based upon a variety of scenarios for the foreseeable future. In addition the Board has considered the current cash position and the overall financial position of the Company.

Given the above, the Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing these financial statements.

By order of the Board

Graeme Murray

Graeme Murray
Secretary
4 July 2014

Statement of Directors' Responsibilities in respect of the Directors' 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).

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; 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 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.

Independent Auditor's Report

to the Members of Dunedin Capital Partners Limited

We have audited the financial statements of Dunedin Capital Partners Limited for the year ended 31 March 2014 set out on pages 7 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).

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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its profit for the year 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.
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Opinion on other matter 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.

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; or
- the directors were not entitled to take advantage of the small companies exemption in not preparing a strategic report.

Phil Merchant

Philip Merchant (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Edinburgh
4 July 2014

Profit and loss account

for the year ended 31 March 2014

	Notes	2014 £	2013 £
Turnover		2,559,466	421,876
Less: Administrative expenses		(486)	(443,135)
Operating profit / (loss)	2	2,558,980	(21,259)
Interest receivable		21	3,863
Profit / (loss) on ordinary activities before taxation		2,559,001	(17,396)
Tax on profit on ordinary activities	5	(264,428)	(46,791)
Profit / (loss) on ordinary activities after tax		2,294,573	(64,187)

All gains and losses arising during the year have been recognised in the profit and loss account and derive from continuing operations of the Company.

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

Balance sheet
at 31 March 2014

	Notes	*2014* £	*2013* £
Fixed assets			
Investments	7	815,463	815,463
		815,463	815,463
Current assets			
Debtors	8	545,318	213,265
Cash		5,363	5,828
		550,681	219,093
Creditors: amounts falling due within one year	9	460,543	264,062
Current assets less current liabilities		90,138	(44,969)
Total assets less total liabilities		905,601	770,494
Capital and reserves			
Called up share capital	11	100	100
Profit and loss account	12	905,501	770,394
Equity shareholders' funds		905,601	770,494

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

These financial statements were approved by the board of Directors on 4 July 2014 and were signed on its behalf by:

Graeme Murray .... Graeme Murray

Director

4 July 2014 .... Date

Company Registration No SC82727

Notes to the accounts

at 31 March 2014

1. Accounting policies

Basis of preparation

The accounts are prepared in accordance with UK GAAP under the historical cost convention and in accordance with Companies Act 2006 and applicable accounting standards.

Cash flow statement

In accordance with accounting standard FRS1 Cash Flow Statements (Revised 1996) the Company has not prepared a cash flow statement as the ultimate holding Company has included a group cash flow statement in its financial statements.

Turnover

Turnover represents profit allocation from an interest in Dunedin LLP.

Investments

Investments have been valued at the lower of cost and net realisable value.

Taxation

The charge for taxation takes into account the timing differences in the accounting and taxation treatment of certain items to the extent that they are expected to reverse in the future. Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax in future. This is subject to deferred tax assets only being recognised if it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Timing differences are differences arising between the Company's taxable profits and its results as stated in the financial statements which are capable of reversal in one or more subsequent periods.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Provisions for liabilities

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle an obligation.

2. Operating profit

This is stated after charging:-	*2014*	*2013*
	£	£
Auditor's remuneration - audit services	-	-
Depreciation of fixed assets and investments	-	10,802
Operating lease rentals - plant and machinery	-	3,197
- land and buildings	-	21,980

All other administrative costs, including the audit fee of £2,000 (2013: £4,000) are borne by Dunedin Capital Group HoldCo Limited.

3. Staff costs

	2014	*2013*
	£	£
Wages and salaries	-	229,250
Social security costs	-	28,065
Other pension costs	-	39,440
	-	296,755

Notes to the accounts

at 31 March 2014

The average monthly number of employees during the year was made up as follows:

	2014	*2013*
Administration	-	2

4. Directors' emoluments

	2014	*2013*
	£	£
Emoluments	-	89,452
Company contributions paid to money purchase pension schemes	-	27,270

	2014	*2013*
	No	*No*
Members of money purchase pension schemes	-	9

The amounts in respect of the highest paid Director are as follows:

	2014	*2013*
	£	£
Emoluments	-	13,425
Company contributions paid to money purchase pension schemes	-	3,938

5. Tax on profit on ordinary activities

a) The taxation charge is made up as follows:

	2014	*2013*
	£	£
Based on the profit current year:		
Corporation tax - current year	545,318	257,045
- prior year	54,968	-
Group relief – current year	-	18,792
Group relief – prior year	(3,805)	(11,775)
Prior year adjustment	-	(4,006)
Total current tax charge	596,481	260,056
Deferred taxation (note 10)	(332,053)	(213,265)
	264,428	46,791

Notes to the accounts

at 31 March 2014

b) Factors affecting the tax charge for the year:

The tax assessed for the year is higher than the standard rate of corporation tax. The differences are explained below:

	2014	*2013*
	£	£
Profit / (loss) on ordinary activities before tax	2,559,001	(17,396)
Corporation tax at standard rate of 23.0% (2013: 24.0%)	588,570	(4,175)
Effects of:		
Disallowed expenses and non taxable income	(588,677)	16,012
Prior year adjustment	51,163	(15,781)
Timing differences in respect of profit allocation from Dunedin LLP	545,425	264,000
Total current tax charge	596,481	260,056

6. Dividend

	2014	*2013*
	£	£
Ordinary interim dividend paid	2,159,466	1,471,131

7. Investments

	2014	*2013*
	£	£
Dunedin LLP	815,463	815,463

8. Debtors

	2014	*2013*
	£	£
Deferred taxation (note 10)	545,318	213,265
	545,318	213,265

9. **Creditors:** amounts falling due within one year

	2014	*2013*
	£	£
Corporation tax	457,331	257,045
Group relief	3,212	7,017
	460,543	264,062

Notes to the accounts

at 31 March 2014

10. Deferred Tax

The movement in deferred taxation during the current and previous year is as follows:

	2014	*2013*
	£	£
At 1 April 2012	(213,265)	(50,735)
(Provided) during the year	(332,053)	(213,265)
Transferred during year	-	50,735
At 31 March 2013	(545,318)	(213,265)

Deferred taxation provided in the accounts is as follows:

	2014	*2013*
	£	£
Other timing differences	(545,318)	(213,265)
At 31 March 2013	(545,318)	(213,265)

11. Called up share capital

	2014	*2013*
	£	£
Allotted, called up and fully paid		
100 ordinary shares of £1 each	100	100

12. Reconciliation of movements on shareholders' funds

	2014	*2013*
	£	£
At 1 April 2013	770,394	2,305,712
Profit / (loss) for the year	2,294,573	(64,187)
Dividends in the year	(2,159,466)	(1,471,131)
At 31 March 2014	905,501	770,394

13. Parent undertakings

The ultimate parent undertaking in whose accounts the Company is consolidated is Dunedin Capital Group HoldCo Limited, registered in Scotland. Copies of Dunedin Capital Group HoldCo Limited's accounts can be obtained from Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN.

14. Related party transactions

The Company has taken advantage of the exemption in paragraph 3(c) of FRS8 Related Party Disclosures from disclosing transactions with other group companies.