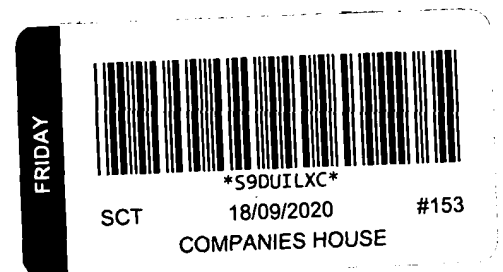


Heritage Scotland Limited

Annual report and financial statements

Registered number SC146437

31 December 2019



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Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2019.

Principal activities

The company did not trade during the year. These accounts have not been prepared on a going concern basis.

Business review

The profit and loss account for the year is set out on page 5.

Proposed dividend

The directors do not recommend the payment of a dividend (2018: £nil).

Directors

The directors who held office during the year and to the date of this report were as follows:

WFP Cheevers

L Milligan (appointed 1 January 2019)

DC O'Neill

The directors did not provide any material qualifying services to the Company and did not receive any emoluments from the Company during the year.

Statement as to disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



WFP Cheevers
Chairman

Heathfield House
Phoenix Crescent
Strathclyde Business Park
ML4 3NJ

23rd June 2020

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 applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters 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 realistic alternative but to do so (as explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.



KPMG LLP
319 St Vincent Street
Glasgow
G2 5AS
United Kingdom

Independent auditor's report to the members of Heritage Scotland Limited

We have audited the financial statements of Heritage Scotland Limited ("the company") for the year ended 31 December 2019 which comprise the *Profit and loss account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity* and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Emphasis of matter – non-going concern basis of preparation

We draw attention to the disclosure made in note 1 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reason set out in that note. Our opinion is not modified in respect of this matter.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Independent auditor's report to the members of Heritage Scotland Limited (continued)

Directors' responsibilities

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

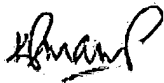
Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Hugh Harvie (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
319 St Vincent Street
Glasgow
United Kingdom
G2 5AS
24 June 2020

Profit and Loss Account and Other Comprehensive Income for the year ended 31 December 2019

During the current financial year and preceding financial year, the company has not traded. The company's only property asset was sold during 2019.

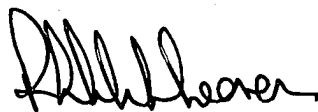
	<i>Note</i>	2019 £000	2018 £000
Gain on sale of fixed asset		26	-
Result before taxation	2	26	-
Taxation on result	3	(1)	-
Profit for the financial year		25	-

Balance Sheet at 31 December 2019


	<i>Note</i>	2019 £000	2018 £000
Fixed assets			
Tangible assets	4	-	35
Current assets			
Debtors	5	5,727	5,666
Creditors: amounts falling due within one year	6	(5)	(4)
Net current assets		5,722	5,662
Net assets		5,722	5,697
Capital and reserves			
Called up share capital	7	5,000	5,000
Other reserve		-	30
Profit and loss account		722	667
Shareholder's funds		5,722	5,697

Notes on pages 7 to 11 form part of the financial statements.

These financial statements were approved by the board of directors on 23 June 2020 and were signed on its behalf by:



WFP Cheevers
Chairman



L Milligan
Director

Company registered number: SC146437

Statement of Changes in Equity

	Called up share capital £000	Other reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2018	5,000	30	667	5,697
Total comprehensive income for the period	-	-	-	-
Balance at 31 December 2018	5,000	30	667	5,697

	Called up share capital £000	Revaluation reserve £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2019	5,000	30	667	5,697
Total comprehensive income for the period				
Profit for the financial year	-	-	25	25
Other comprehensive income	-	(30)	30	-
Total comprehensive income for the period	-	(30)	55	26
Balance at 31 December 2019	5,000	-	722	5,722

Notes on pages 7 to 11 form part of the financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Heritage Scotland Limited (the “Company”) is a private company incorporated, domiciled and registered in Scotland in the UK. The registered number is SC146437 and the registered address is Heathfield House, Phoenix Crescent, Strathclyde Business Park, ML4 3NJ.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (“FRS 102”) as issued in August 2014. The amendments to FRS 102 issued in July 2015 have been applied. The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company’s parent undertaking, McLaughlin & Harvey Construction Limited includes the Company in its consolidated financial statements. The consolidated financial statements of McLaughlin & Harvey Construction Limited are available to the public and may be obtained from The Registrar of Companies, Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, EH3 9FF. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of McLaughlin & Harvey Construction Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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 11.

Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: tangible fixed assets including certain heritable property.

Going concern

The company ceased trading in 2009 and as a result these financial statements have not been prepared on a going concern basis. No adjustments were necessary to the amounts at which the remaining assets and liabilities are included in the financial statements.

Notes (continued)

1 Accounting policies (continued)

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

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. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Fixed assets and depreciation

Tangible fixed assets are stated at deemed cost less accumulated depreciation and accumulated impairment losses. Fixed assets that have been revalued to fair value on or prior to the date of transition to FRS 102, are measured on the basis of deemed cost, being the revalued amount at the date of that revaluation.

Revaluation

The Company has adopted a policy of revaluation in relation to its heritable land and buildings. Such assets are held at their current value as at the balance sheet date; full independent revaluations are performed every five years, with interim valuation reviews being performed by the directors in the intervening periods. These assets are stated at fair value less any subsequent accumulated depreciation and impairment losses.

Gains on revaluation are recognised in other comprehensive income and accumulated in a revaluation reserve. However, the increase is recognised in profit or loss to the extent that it reverses a revaluation decrease previously recognised in profit or loss.

Losses arising on revaluation are recognised in other comprehensive income to the extent of any previously recognised revaluation increase accumulated in equity, in respect of that asset. Any excess is recognised in profit or loss.

Notwithstanding this policy of periodic revaluation, such assets are depreciated over their estimated operational lives.

Notes (continued)

2 Profit and loss account

The company's audit fee of £2,000 (2018: £2,000) was borne by its parent undertaking, McLaughlin & Harvey Construction Limited. The directors received no remuneration from the Company for material qualifying services in the current or prior year. The directors who held office during the year received remuneration from McLaughlin & Harvey Construction Limited. There were no staff in the current or preceding year.

3 Taxation

Total tax expense recognised in the profit and loss account

	2019 £000	2018 £000
<i>Current tax</i>		
Current tax on income for the period	1	-
	<hr/>	<hr/>
Total tax expense included in profit and loss account	<u>1</u>	<u>-</u>

4 Tangible fixed assets

	Heritable land and buildings £000
<i>Cost or valuation</i>	
At beginning of year	35
Additions	-
Disposals	(35)
	<hr/>
At end of year	<hr/>
<i>Depreciation</i>	
At beginning and end of year	-
Charge for year	-
On disposal	-
	<hr/>
At end of year	<hr/>
<i>Net book value</i>	
At 31 December 2019	<hr/>
	<hr/>
At 31 December 2018	<u>35</u>

Land and Buildings

During the year the company disposed of its only property asset.

Notes (continued)

5 Debtors

	2019 £000	2018 £000
Due within one year:		
Amounts owed by group undertakings	5,727	5,666
	<u>5,727</u>	<u>5,666</u>

6 Creditors: amounts falling due within one year

	2019 £000	2018 £000
Amounts owed to group undertakings	4	4
Corporation tax payable	1	-
	<u>5</u>	<u>4</u>

7 Capital and reserves

Share capital

	2019 £000	2018 £000
<i>Allotted, called up and fully paid</i>		
5,000,000 ordinary shares of £1 each	5,000	5,000
	<u>5,000</u>	<u>5,000</u>

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.

8 Related parties

Related parties comprise wholly owned Group companies. The Group and company have taken advantage of the exemption within FRS102 Section 33 paragraph 33.1A from the requirement to disclose transactions with other wholly owned companies in the same group.

9 Ultimate holding company

The company's immediate parent company is McLaughlin & Harvey Construction Limited; its ultimate parent company is McLaughlin & Harvey Holdings Limited, a company registered in Northern Ireland.

The consolidated financial statements of McLaughlin & Harvey Construction Limited are publicly available and may be obtained from the Registrar of Companies.

The company is controlled by its ultimate parent undertaking, McLaughlin & Harvey Holdings Limited, whose majority shareholder is Mr KH Cheevers. The registered address of McLaughlin & Harvey Holdings Limited is 15 Trench Road, Newtownabbey, BT36 4TY.

Notes *(continued)*

10 Subsequent events

There were no subsequent events post the balance sheet date and prior to the date of signing these accounts that would have a material impact on the results reported or the financial position of the company.

11 Accounting estimates and judgements

Key sources of estimation uncertainty

The company believes that there are no areas of material uncertainty which affect the financial statements.

Critical accounting judgements in applying the Company's accounting policies

The company believes that the major judgement applied is the use of the going concern principle which supports the valuation of assets included in the Balance Sheet.

12 Events after the financial year

The Directors' have reviewed the impact of the COVID-19 virus and its potential impact on the business but believe there are no grounds for additional disclosure or provision at this stage. There have been no other significant events affecting the company since the end of the financial year.