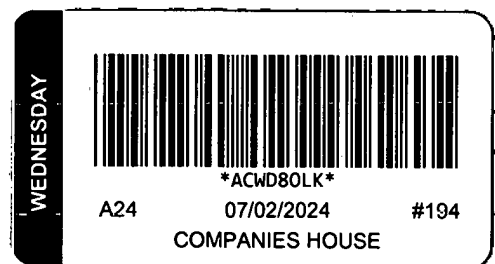


**Heritage Scotland Limited**

Annual report and financial statements

Registered number SC146437

30 June 2023



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## Directors' report

The directors present their report and the audited financial statements for the year ended 30 June 2023.

### 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 7.

### Proposed dividend

The directors do not recommend the payment of a dividend (*30 June 2022: £nil*).

### Directors

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

WFP Cheevers  
L Milligan  
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.

### Political contributions

The Company made no political donations or incurred any political expenditure during the current year or prior period.

### 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.

### Small company exemption

In preparing the Directors Report, the directors have taken the small companies exemption under Section 414B of the Companies Act 2006 (Strategic Report and Directors Report) Regulations 2013 not to prepare a Strategic Report.

### Auditor

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

By order of the board



WFP Cheevers  
Chairman

Heathfield House  
Phoenix Crescent  
Strathclyde Business Park  
ML4 3NJ

25 October 2023

## **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 FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 year. 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 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 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 controls 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.



**WFP Cheevers**  
Chairman

Heathfield House  
Phoenix Crescent  
Strathclyde Business Park  
ML4 3NJ

25 October 2023



KPMG  
Audit  
The Soloist Building  
1 Lanyon Place  
Belfast BT1 3LP  
Northern Ireland

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

### **Report on the audit of the financial statements**

#### **Opinion**

We have audited the financial statements of Heritage Scotland Limited ('the Company') for the year ended June 30, 2023 set out on pages 7 to 12, which comprise the Profit and Loss Account and Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and related notes, including the summary of significant accounting policies set out in note 1.

The financial reporting framework that has been applied in their preparation is UK Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

These financial statements have not been prepared on the going concern basis for the reason set out 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 June 30, 2023 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- the financial statements 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with ethical requirements that are relevant to our audit of financial statements in the UK, including the Financial Reporting Council (FRC)'s Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.



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

### Report on the audit of the financial statements (*continued*)

#### Detecting irregularities including fraud

We identified the areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements and risks of material misstatement due to fraud, using our understanding of the entity's industry, regulatory environment and other external factors and inquiry with the directors. In addition, our risk assessment procedures included: inquiring with the directors as to the Company's policies and procedures regarding compliance with laws and regulations and prevention and detection of fraud; inquiring whether the directors have knowledge of any actual or suspected non-compliance with laws or regulations or alleged fraud; inspecting the Company's regulatory and legal correspondence; and reading Board minutes.

We discussed identified laws and regulations, fraud risk factors and the need to remain alert among the audit team.

The Company is subject to laws and regulations that directly affect the financial statements including companies and financial reporting legislation. We assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items, including assessing the financial statement disclosures and agreeing them to supporting documentation when necessary.

The Company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect: health and safety, anti-bribery, employment law, environmental law.

Auditing standards limit the required audit procedures to identify non-compliance with these non-direct laws and regulations to inquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. These limited procedures did not identify actual or suspected non-compliance.

We assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. As required by auditing standards, we performed procedures to address the risk of management override of controls. On this audit we do not believe there is a fraud risk related to revenue recognition. We did not identify any additional fraud risks.

In response to risk of fraud, we also performed procedures including: identifying journal entries to test based on risk criteria and comparing the identified entries to supporting documentation; evaluating the business purpose of significant unusual transactions; assessing significant accounting estimates for bias; and assessing the disclosures in the financial statements.



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

### Report on the audit of the financial statements (*continued*)

#### Detecting irregularities including fraud (*continued*)

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

#### Other information

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the strategic report and the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information 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 other information.

#### Opinions on other matters prescribed by the Companies Act 2006

Based solely on our work on the other information undertaken during the course of the audit:

- we have not identified material misstatements in the directors' report or the strategic report;
- in our opinion, the information given in the directors' report and the strategic report is consistent with the financial statements;
- in our opinion, the directors' report and the strategic report have 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.

We have nothing to report in these respects.



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

### **Respective responsibilities and restrictions on use**

#### *Responsibilities of directors for the financial statements*

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for: the preparation of the financial statements including 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 for the audit of the financial statements*

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

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

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

Our 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.

A handwritten signature in black ink, appearing to read 'John Poole'.

*John Poole (Senior Statutory Auditor)*  
**for and on behalf of KPMG, Statutory Auditor**  
Chartered Accountants  
The Soloist Building  
1 Lanyon Place  
Belfast  
BT1 3LP

10 November 2023



**Profit and Loss Account and Other Comprehensive Income**  
*for the year ended 30 June 2023*

During the current financial year and preceding financial year the company has not traded and has received no income and incurred no expenditure. Consequently, the company made neither a profit nor a loss and no other gains or losses have been recognised.

There are no items of other comprehensive income.

**Balance Sheet**  
*at 30 June 2023*

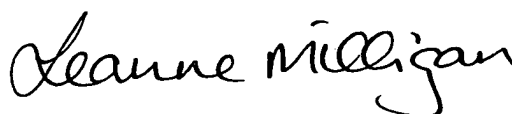
	<i>Note</i>	30 June 2023 £000	30 June 2022 £000
<b>Current assets</b>			
Debtors	3	5,726	5,726
<b>Creditors: amounts falling due within one year</b>	4	(4)	(4)
<b>Net current assets</b>		<u>5,722</u>	<u>5,722</u>
<b>Net assets</b>		<u>5,722</u>	<u>5,722</u>
<b>Capital and reserves</b>			
Called up share capital	5	5,000	5,000
Profit and loss account		722	722
<b>Shareholder's funds</b>		<u>5,722</u>	<u>5,722</u>

Notes on pages 9 to 12 form part of the financial statements.

These financial statements were approved by the board of directors on 25 October 2023 and were signed on its behalf by:



**WFP Cheevers**  
*Chairman*



**L Milligan**  
*Director*

Company registered number: SC146437

**Statement of Changes in Equity**  
*for the year ended 30 June 2023*

	<b>Called up share capital £000</b>	<b>Other reserve £000</b>	<b>Profit and loss account £000</b>	<b>Total equity £000</b>
<b>Balance at 1 January 2021 and 1 July 2022</b>	5,000	-	722	5,722
Total comprehensive income for the year	-	-	-	-
<b>Balance at 30 June 2022 and 30 June 2023</b>	<b>5,000</b>	<b>-</b>	<b>722</b>	<b>5,722</b>

Notes on pages 9 to 12 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”). 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 online and may be obtained from <https://find-and-update.company-information.service.gov.uk/>. 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 year;
- 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 9.

#### **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 (30 June 2022: £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 year or prior period. The directors who held office during the year received remuneration from McLaughlin & Harvey Construction Limited. There were no staff in the current year or preceding period.

### 3 Debtors

	30 June 2023 £000	30 June 2022 £000
<b>Due within one year:</b>		
Amounts owed by group undertakings	5,726	5,726
	<u>5,726</u>	<u>5,726</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

### 4 Creditors: amounts falling due within one year

	30 June 2023 £000	31 June 2022 £000
Amounts owed to group undertakings	4	4
	<u>4</u>	<u>4</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand.

### 5 Capital and reserves

#### Share capital

	30 June 2023 £000	30 June 2022 £000
<b>Allotted, called up and fully paid</b>		
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.

## **Notes** *(continued)*

### **6 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.

### **7 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.

### **8 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.

### **9 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 that the financial statements have not been prepared on a going concern basis. The valuation of the assets included in the Balance Sheet reflect the fact the company is no longer considered to be a going concern.