

Company Registration No. SC533900 (Scotland)

**HIGHLAND & UNIVERSAL LAND LIMITED**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**  
**PAGES FOR FILING WITH REGISTRAR**

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**HIGHLAND & UNIVERSAL LAND LIMITED**

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# HIGHLAND & UNIVERSAL LAND LIMITED

## BALANCE SHEET

AS AT 31 MARCH 2023

	Notes	2023 £	£	2022 £	£
<b>Fixed assets</b>					
Investment portfolio	4		19,590,236		16,830,140
<b>Current assets</b>					
Debtors	6	2,545,500		2,204,976	
Cash at bank and in hand		24		54	
		<u>2,545,524</u>		<u>2,205,030</u>	
<b>Creditors: amounts falling due within one year</b>	7	<u>(20,471,662)</u>		<u>(18,018,901)</u>	
<b>Net current liabilities</b>			<u>(17,926,138)</u>		<u>(15,813,871)</u>
<b>Total assets less current liabilities</b>			<u>1,664,098</u>		<u>1,016,269</u>
<b>Capital and reserves</b>					
Called up share capital	9		100		100
Profit and loss reserves	10		<u>1,663,998</u>		<u>1,016,169</u>
<b>Total equity</b>			<u>1,664,098</u>		<u>1,016,269</u>

The directors of the company have elected not to include a copy of the profit and loss account within the financial statements.

These financial statements have been prepared and delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the board of directors and authorised for issue on 27/1/2023..... and are signed on its behalf by:



Pauline Bradley  
Director

Company Registration No. SC533900

# HIGHLAND & UNIVERSAL LAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 MARCH 2023

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#### 1 Accounting policies

##### Company information

Highland & Universal Land Limited is a private company limited by shares incorporated in Scotland. The registered office is 56 George Street, Edinburgh, EH2 2LR.

##### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

##### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The net current liabilities are due to amounts due to fellow group entities of £20,465,573 (2022: £18,013,395). While these amounts remain repayable on demand, the directors have received confirmation from the other group companies that there is no intention that they will be recalled in such a way that would prevent Highland & Universal Land Limited from meeting its obligations as they fall due. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

##### 1.3 Fixed asset investments

Equity investments, included in the company's investments portfolio, are measured at fair value through profit or loss.

Receivable loans are included within investments where they are internally reported and managed as part of the company's investment portfolio. Such loans may have short or long term repayment terms at the balance sheet date, however, the cash flows associated with such debt instruments are not managed in the company's projections on this basis, but rather any call for cash settlement within their terms is considered in the context of the company's overall investment strategy.

Receivable loans included within investments that are basic financial assets under s11.9 of FRS 102 are initially recognised at transaction price, and subsequently at amortised cost less any impairment, consistent with other basic financial assets. Other loans receivable are measured at fair value through profit or loss.

##### 1.4 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

# HIGHLAND & UNIVERSAL LAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

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#### 1 Accounting policies

(Continued)

##### **Basic financial assets**

Basic financial assets, which include debtors, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

##### **Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

##### **Basic financial liabilities**

Basic financial liabilities, including creditors and loans from fellow group companies, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

##### **Other financial liabilities**

Debt instruments that do not meet the conditions in FRS 102 paragraph 11.9 are subsequently measured at fair value through profit or loss. Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

#### 1.5 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.6 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

##### **Current tax**

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

# HIGHLAND & UNIVERSAL LAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

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### 1 Accounting policies

(Continued)

#### **Deferred tax**

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

#### **Key sources of estimation uncertainty**

The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are as follows.

#### **Fair value of investments**

Certain investments are included at fair value through the profit and loss. The directors apply judgement in order to assess the reasonableness of assumptions used in determining fair value.

### 3 Employees

The average monthly number of persons (including directors) employed by the company during the year was 0 (2022: 0).

# HIGHLAND & UNIVERSAL LAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2023

### 4 Investment portfolio

#### Movements in fixed asset investments

	Unlisted investments at fair value £	Debt investments at cost £	Total £
<b>Cost or valuation</b>			
At 1 April 2022	4,691,355	40,841,745	45,533,100
Additions	882,197	1,999,982	2,882,179
Valuation changes	852,917	-	852,917
Disposals	(975,000)	-	(975,000)
At 31 March 2023	5,451,469	42,841,727	48,293,196
<b>Impairment</b>			
At 1 April 2022 & 31 March 2023	-	28,702,960	28,702,960
<b>Carrying amount</b>			
At 31 March 2023	5,451,469	14,138,767	19,590,236
At 31 March 2022	4,691,355	12,138,785	16,830,140

# HIGHLAND & UNIVERSAL LAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

#### 5 Significant undertakings

The company has significant holdings in undertakings which are not consolidated:

Name of undertaking	Registered office	Nature of business	Class of shares held	% Held	
				Direct	Indirect
Caxton LVA LLP	1	Land Development	Ordinary	50.00	-
North Curry LVA LLP	1	Land Development	Ordinary	50.00	-
Dartmouth LVA LLP	1	Land Development	Ordinary	50.00	-
Broadmayne LVA LLP	1	Land Development	Ordinary	33.33	-
East Brent LVA LLP	1	Land Development	Ordinary	50.00	-
West Huntspill LVA LPP	1	Land Development	Ordinary	50.00	-
Inverdunning (Hatton Mains) 2 Ltd		Land Development	Ordinary	50.00	-
Stalbridge LVA LLP	1	Land Development	Ordinary	50.00	-
Martock LVA LLP	1	Land Development	Ordinary	50.00	-
Keinton Mandeville LVA LLP	1	Land Development	Ordinary	50.00	-
Landkey LVA LLP	1	Land Development	Ordinary	50.00	-
Merriot Garden Centre LVA LLP	1	Land Development	Ordinary	50.00	-
Langport LVA LLP	1	Land Development	Ordinary	50.00	-
Sturminster LVA LLP	1	Land Development	Ordinary	50.00	-
Yeovil LVA LLP	1	Land Development	Ordinary	50.00	-
Westbury LVA LLP	1	Land Development	Ordinary	50.00	-
Chudleigh LVA LLP	1	Land Development	Ordinary	33.33	-
Wells LVA LLP	1	Land Development	Ordinary	50.00	-
Marlborough LVA LLP	1	Land Development	Ordinary	33.33	-
Birkenhead LVA LLP	1	Land Development	Ordinary	33.33	-
Boston LVA LLP	1	Land Development	Ordinary	33.33	-
Leek LVA LLP	1	Land Development	Ordinary	33.33	-
Spalding LVA LLP	1	Land Development	Ordinary	33.33	-
Coatbridge LVA LLP	1	Land Development	Ordinary	33.33	-
Sparkford Two LVA LLP	1	Land Development	Ordinary	50.00	-
Henbury LVA	1	Land Development	Ordinary	50.00	-
North Petherton LVA	1	Land Development	Ordinary	50.00	-
Dilton Marsh LVA LLP	1	Land Development	Ordinary	33.33	-
Newquay LVA LLP	1	Land Development	Ordinary	50.00	-
Wellington LVA LLP	1	Land Development	Ordinary	50.00	-
Wincanton LVA LLP	1	Land Development	Ordinary	33.33	-
Castle Carry LVA LLP	1	Land Development	Ordinary	50.00	-
Rowde LVA LLP	1	Land Development	Ordinary	50.00	-
Trull LVA LLP	1	Land Development	Ordinary	33.33	-
Looe LVA LLP	1	Land Development	Ordinary	50.00	-
Crowborough LVA LLP	1	Land Development	Ordinary	50.00	-
Flaxby Park Limited	3	Land Development	Ordinary	100.00	-
Bude LVA LLP	1	Land Development	Ordinary	33.00	-
Highly LVA LLP	1	Land Development	Ordinary	33.00	-
Mount Sandford LVA LLP	1	Land Development	Ordinary	33.00	-
Wadebridge LVA LLP	1	Land Development	Ordinary	33.00	-
Broadclyst LVA LLP	1	Land Development	Ordinary	33.00	-



# HIGHLAND & UNIVERSAL LAND LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### FOR THE YEAR ENDED 31 MARCH 2023

#### 5 Significant undertakings (Continued)

- 1 - 247 Westury, Sherborne, Dorset, DT9 3EJ
- 2 - 56 George Street, Edinburgh, EH2 2LR
- 3 - Level 4 Dashwood House, 6 Old Broad Street, London, EC2M 1QS

#### 6 Debtors

	2023	2022
	£	£
<b>Amounts falling due within one year:</b>		
Amounts due from group entities	100	100
Amounts due from related parties	2,064,394	1,869,202
Other debtors	481,006	335,674
	<u>2,545,500</u>	<u>2,204,976</u>

Amounts due from fellow group entities and related parties are unsecured, interest free and repayable on demand, however, the company has indicated that it will not seek repayment of these amounts within the next year.

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

	2023	2022
	£	£
Amounts due to group entities	20,465,573	18,013,395
Amounts due to related parties	18	-
Accruals	6,071	5,506
	<u>20,471,662</u>	<u>18,018,901</u>

Amounts due to fellow group entities are unsecured, interest free and repayable on demand.

A cross-company guarantee totalling £15,290,773 (2022: £15,107,451) exists in favour of the Royal Bank of Scotland Plc among Gloag Investments Limited, HGT Finance A Limited, Highland & Universal Investments Limited, Highland & Universal Land Limited and Appindale Limited.

#### 8 Deferred tax

The company has unrecognised tax losses of £9,600 (2022: £9,600). These losses have not been recognised due to uncertainty of recoverability.

#### 9 Called up share capital

	2023	2022	2023	2022
	Number	Number	£	£
<b>Ordinary share capital</b>				
<b>Issued and fully paid</b>				
Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

# **HIGHLAND & UNIVERSAL LAND LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

***FOR THE YEAR ENDED 31 MARCH 2023***

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### **10 Profit and loss reserves**

Profit and loss reserves are the cumulative net profits or losses in the statement of comprehensive income.

Movement on these reserves are set out in the statement of changes in equity.

### **11 Audit report information**

As the income statement has been omitted from the filing copy of the financial statements, the following information in relation to the audit report on the statutory financial statements is provided in accordance with s444(5B) of the Companies Act 2006:

The auditor's report was unqualified.

The senior statutory auditor was Barry Masson and the auditor was Johnston Carmichael LLP.

### **12 Control**

The directors regard Gloag Investments Group Limited, a company incorporated in Scotland, as the ultimate parent company. The financial statements of Gloag Investments Group Limited are available at its registered office, 56 George Street, Edinburgh, EH2 2LR.

In the opinion of the directors, Dame Ann Gloag is the ultimate controlling party by virtue of her interest in Gloag Investments Group Limited.