COMPANY REGISTRATION NUMBER: SC190800

Kinnoull House Limited

Annual Report and Financial Statements

31 December 2018

Kinnoull House Limited

Annual Report and Financial Statements

Year Ended 31 December 2018

Contents **Page**

Kinnoull House Limited

Officers and Professional Advisers

The board of directors	David Gilmour John Cavill
Company secretary	Infrastructure Managers Limited
Registered office	2nd Floor 11 Thistle Street Edinburgh EH2 1DF
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors Level 4 Atria One 144 Morrison Street Edinburgh EH3 8EX
Bankers	Royal Bank of Scotland Plc 49 Charing Cross London SW1A 2DX
Solicitors	CMS Cameron McKenna LLP Mitre House 160 Aldersgate Street London EC1A 4DD

Kinnoull House Limited

Directors' Report

Year Ended 31 December 2018

The directors present their report and the audited Annual Report and Financial Statements of Kinnoull House Limited ("the Company") for the year ended 31 December 2018.

Principal Activities

The Company trades as a property developer and operator, with the sole purpose of providing and operating office accommodation and car parking space to Perth & Kinross Council under Private Finance Initiative ("PFI") arrangements. The project commencement date was 11 September 2000 and the project has a term of 25 years with an optional 15 year extension.

Performance Review

The profit for the financial year, after taxation, amounted to £1,724,883 (2017: £1,336,551).

The profit for the financial year will be transferred to reserves.

The directors are satisfied with the overall performance of the Company and do not foresee any significant change in the Company's activities in the coming financial year.

Key Performance Indicators

The performance of the Company from a cash perspective is assessed six monthly by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the Group loan agreement.

Directors

The directors who served the Company during the year and up to the date of this report were as follows:

David Gilmour
John Cavill

Dividends

Particulars of dividends paid are detailed in note 10 to the financial statements.

Financial Instruments

Due to the nature of the Company's business, the financial risks the directors consider relevant to this Company is credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is a quasi governmental organisation.

Interest rate risk

The financial risk management objectives of the Company are to ensure that financial risks are mitigated by the use of financial instruments. The Company uses interest rate swaps to reduce its exposure to interest rate movements. Financial instruments are not used for speculative purposes.

Cash Flow and Liquidity risk

Many of the Cash Flow risks are addressed by means of contractual provisions. The Company's liquidity risk is principally managed through financing the Company by means of long term borrowings.

Qualifying Third Party Indemnity Provisions

The Company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Kinnoull House Limited

Directors' Report *(continued)*

Year Ended 31 December 2018

Small Company Provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Disclosure of Information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware; and

- they have taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The auditors are deemed to have been re-appointed in accordance with section 487 of the Companies Act 2006.

This report was approved by the board of directors on 28/06/19 and signed by order of the board by:

Infrastructure Managers Limited
Company Secretary

Kinnoull House Limited

Directors' Responsibilities Statement

Year Ended 31 December 2018

The directors are responsible for preparing the Directors' Report and the Annual Report and Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare the Annual Report and Financial Statements for each financial year. Under that law the directors have prepared the Annual Report and Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS 102), and applicable law).

Under company law the directors must not approve the Annual Report and Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for that period.

In preparing the Annual Report and Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 have been followed, subject to any material departures disclosed and explained in the Annual Report and Financial Statements; and
- prepare the Annual Report and 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 Annual Report and Financial Statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Report on the Audit of the Financial Statements

Opinion

In our opinion, Kinnoull House Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 December 2018; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions Relating to Going Concern

ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the Company's trade, suppliers and the wider economy.

Reporting on Other Information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for 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 to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the Financial Statements and the Audit

Responsibilities of the Directors for the Financial Statements

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' 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 or error, and to issue an auditors' report that includes our opinion. 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 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 further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of This Report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other Required Reporting

Companies Act 2006 Exception Reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Entitlement to Exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Paul Cheshire (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Edinburgh

28/06/19

Kinnoull House Limited

Statement of Comprehensive Income

Year Ended 31 December 2018

	Note	2018 £	2017 £
Turnover	4	**3,104,884**	2,919,756
Cost of sales		**(189,312)**	(386,850)
Gross profit		**2,915,572**	2,532,906
Administrative expenses		**(389,242)**	(357,810)
Operating profit	5	**2,526,330**	2,175,096
Other interest receivable and similar income	7	**33,816**	10,965
Interest payable and similar expenses	8	**(384,297)**	(480,964)
Profit before taxation		**2,175,849**	1,705,097
Tax on profit	9	**(450,966)**	(368,546)
Profit for the financial year		**1,724,883**	1,336,551
Fair value movements on cash flow hedging instruments, net of tax		**143,105**	195,031
Total comprehensive income for the year		**1,867,988**	1,531,582

All the activities of the Company are from continuing operations.

Kinnoull House Limited

Statement of Financial Position

As at 31 December 2018

	Note	2018 £	2017 £
Fixed assets			
Tangible assets	**11**	**12,587,305**	12,881,869
Current assets			
Debtors: amounts falling due within one year	**12**	**349,758**	357,221
Debtors: amounts falling due after more than one year	**12**	**20,795**	50,105
Cash at bank and in hand		**5,887,515**	5,676,647
		6,258,068	6,083,973
Creditors: amounts falling due within one year	**13**	**(2,272,724)**	(2,171,599)
Net current assets		**3,985,344**	3,912,374
Total assets less current liabilities		**16,572,649**	16,794,243
Creditors: amounts falling due after more than one year	**14**	**(2,641,815)**	(4,297,495)
Provisions for liabilities			
Taxation including deferred taxation	**15**	**(652,684)**	(663,728)
Net assets		**13,278,150**	11,833,020
Capital and reserves			
Called up share capital	**18**	**134,000**	134,000
Hedging reserve	**19**	**(94,591)**	(237,696)
Retained earnings	**19**	**13,238,741**	11,936,716
Total shareholders' funds		**13,278,150**	11,833,020

The Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 28/05/19, and are signed on behalf of the board by:

David Gilmour

David Gilmour
Director

Company registration number: SC190800

The notes on pages 11 to 20 form part of the Annual Report and Financial Statements.

Kinnoull House Limited

Statement of Changes in Equity

Year Ended 31 December 2018

	Note	Called up share capital £	Hedging reserve £	Retained earnings £	Total £
At 1 January 2017		134,000	(432,727)	10,937,543	10,638,816
Profit for the financial year				1,336,551	1,336,551
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		–	195,031	–	195,031
Total comprehensive income for the year		–	195,031	1,336,551	1,531,582
Dividends paid and payable	**10**	–	–	(337,378)	(337,378)
Total investments by and distributions to owners		–	–	(337,378)	(337,378)
At 31 December 2017		134,000	(237,696)	11,936,716	**11,833,020**
Profit for the financial year				1,724,883	**1,724,883**
Other comprehensive income for the year:					
Fair value movements on cash flow hedging instruments, net of tax		–	143,105	–	**143,105**
Total comprehensive income for the year		–	143,105	1,724,883	**1,867,988**
Dividends paid and payable	**10**	–	–	(422,858)	**(422,858)**
Total investments by and distributions to owners		–	–	(422,858)	**(422,858)**
At 31 December 2018		134,000	(94,591)	13,238,741	**13,278,150**

Included in the fair value movement on cash flow hedging instruments is £167,635 (2017: £238,224) that was recycled through Interest Payable in the statement of comprehensive income.

1. General information

Kinnoull House Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 2nd Floor, 11 Thistle Street, Edinburgh, EH2 1DF.

The Company trades as a property developer and operator, with the sole purpose of providing and operating office accommodation and car parking space to Perth & Kinross Council under Private Finance Initiative ("PFI") arrangements. The project commencement date was 11 September 2000 and the project has a term of 25 years with an optional 15 year extension.

The Company's functional and presentation currency is the pound sterling.

2. Statement of compliance

The individual financial statements of Kinnoull House Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Accounting policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed further in the accounting policies.

The accounting policies stated below have been consistently applied to the years presented, unless otherwise stated.

(b) Disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of BIIF Holdco Limited which can be obtained from Companies House. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:

(a) No cash flow statement has been presented for the Company.
(b) Disclosures in respect of financial instruments have not been presented.

The Company is wholly owned by BIIF Holdco Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

3. Accounting policies ***(continued)***

(c) Judgments and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported. These estimates and judgments are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty are as follows:

i) Impairment of assets

The carrying value of those assets recorded in the Company's Statement of Financial Position could be materially reduced where circumstances exist which might indicate that an asset has been impaired and an impairment review is performed. Impairment reviews consider the fair value and/or value in use of the potentially impaired asset or assets and compares that with the carrying value of the asset or assets in the Statement of Financial Position. Any reduction in value arising from such a review would be recorded in the Statement of Comprehensive Income. Impairment reviews involve the significant use of assumptions. Consideration has to be given as to the price that could be obtained for the asset or assets, or in relation to a consideration of value in use, estimates of the future cash flows that could be generated by the potentially impaired asset or assets, together with a consideration of an appropriate discount rate to apply to those cash flows.

(d) Revenue recognition

Turnover represents the value of rental income and service charges receivable during the year, wholly within the UK, excluding Value Added Tax.

3. **Accounting policies** *(continued)*

(e) Income tax

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

i) Current Tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the statement of comprehensive income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

(f) Fixed assets

The Company has taken the transition exemption in FRS 102 Section 35.10(i) that allows the Company to continue the service concession arrangement accounting policies from previous UK GAAP.

The Company is accounting for the concession asset based on the inability to substantially transfer all the risks and rewards of ownership to the customer, with this arrangement the costs incurred by the Company on the design and construction of the assets have been treated as a fixed asset within these financial statements.

(g) Depreciation

Depreciation is calculated so as to write off the cost or valuation of an asset, less its residual value, over the useful economic life of that asset as follows:

Buildings	-	4% straight line

3. Accounting policies *(continued)*

(h) Impairment of fixed assets

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

(i) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of six months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

(j) Borrowings

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

(k) Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the statement of financial position and the amount of the provision as an expense. Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

(l) Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

3. Accounting policies *(continued)*

Financial instruments *(continued)*

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. 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 entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the statement of comprehensive income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

(m) Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash flows arising on variable rate interest loan arrangements, with the net effect of exchanging the cash flows arising under those arrangements for a stream of fixed interest cash flows ("interest rate swaps").

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement. Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in a hedging reserve in equity and any ineffective portion is recognised immediately in the Statement of Comprehensive Income. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Statement of Comprehensive Income in the same period in which the hedged item affects net profit or loss or the hedging relationship is terminated and the underlying position being hedged has been extinguished.

4. Turnover

Turnover arises from:

	2018	2017
	£	£
Rendering of services	**3,104,884**	2,919,756

The whole of the turnover is attributable to the principal activity of the Company wholly undertaken in the United Kingdom.

5. Operating profit

Operating profit or loss is stated after charging:

	2018	2017
	£	£
Depreciation of tangible assets	**294,564**	294,564
Fees payable for the audit of the annual report and financial statements	**9,894**	9,606

Included in the fee above is £2,010 (2017: £1,951) for the audit of the immediate parent entity Kinnoull House Holdings Limited.

6. Particulars of employees and directors

The average number of persons employed by the Company during the financial year, including the directors, amounted to nil (2017: nil). The directors did not receive any remuneration from the Company during the year (2017: £nil).

7. Other interest receivable and similar income

	2018	2017
	£	£
Interest on cash and cash equivalents	**33,816**	10,965

8. Interest payable and similar expenses

	2018	2017
	£	£
Interest on bank loans and overdrafts	**231,134**	315,801
Interest due to Group undertakings	**153,163**	165,163
	384,297	480,964

9. Tax on profit

Major components of tax expense

	2018	2017
	£	£
Current tax:		
UK current tax expense	**462,010**	396,138

9. Tax on profit *(continued)*

	2018	2017
	£	£
Deferred tax:		
Origination and reversal of timing differences	**(12,343)**	(31,238)
Effect of changes in tax rates	**1,299**	3,646
Total deferred tax	**(11,044)**	(27,592)
Tax on profit	**450,966**	368,546

Reconciliation of tax expense

The tax assessed on the profit for the year is higher than (2017: higher than) the standard rate of corporation tax in the UK of 19% (2017: 19.25%).

	2018	2017
	£	£
Profit before taxation	**2,175,849**	1,705,097
Profit by rate of tax	**413,412**	328,173
Effect of expenses not deductible for tax purposes	**36,255**	36,726
Tax rate changes	**1,299**	3,646
Total tax charge	**450,966**	368,545

10. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2018	2017
	£	£
Dividends on equity shares of £3.16 (2017: £2.51)	**422,857**	337,378

11. Tangible assets

	Buildings
	£
Cost	
At 1 January 2018 and 31 December 2018	**17,982,476**
Depreciation	
At 1 January 2018	**5,100,607**
Charge for the year	**294,564**
At 31 December 2018	**5,395,171**
Carrying amount	
At 31 December 2018	**12,587,305**
At 31 December 2017	12,881,869

12. Debtors

Debtors amounts falling due within one year are as follows:

	2018	2017
	£	£
Trade debtors	**329,639**	342,913
Prepayments and accrued income	**16,054**	10,243
Other debtors	**4,065**	4,065
	349,758	357,221

Debtors amounts falling due after more than one year are as follows:

	2018	2017
	£	£
Deferred tax asset	**20,795**	50,105

13. Creditors: amounts falling due within one year

	2018	2017
	£	£
Bank loans and overdrafts	**1,375,311**	1,287,272
Trade creditors	**23,645**	37,045
Amounts owed to Group undertakings	**609,940**	535,735
Accruals and deferred income	**118,420**	170,859
Taxation and social security	**145,408**	140,688
	2,272,724	2,171,599

The amounts owed to Group undertakings consists of subordinated debt £108,552 (2017: £96,132), interest due on subordinated debt £45,307 (2017: £49,395), and Group relief £456,081 (2017: £390,208). Amounts relating to Group relief are not interest bearing, unsecured and repayable on demand. For disclosure relating to subordinated debt, see note 14.

14. Creditors: amounts falling due after more than one year

	2018	2017
	£	£
Bank loans and overdrafts	**1,475,687**	2,850,726
Amounts owed to Group undertakings	**1,033,330**	1,141,882
Accruals and deferred income	**10,477**	10,151
Derivative financial liability	**122,321**	294,736
	2,641,815	4,297,495

Included within creditors: amounts falling due after more than one year is an amount of £433,761 (2017: £613,008) in respect of liabilities payable or repayable by instalments which fall due for payment after more than five years from the reporting date.

14. Creditors: amounts falling due after more than one year *(continued)*

The bank loan is secured by a fixed and floating charge over the assets of the Company. The loan is repayable under an instalment scheme whereby it is repayable over a period of 20 years by way of semi-annual payments commencing 10 March 2001. The final payment is due on 10 September 2020. The loan bears interest at LIBOR plus 1.15% however the Company has an interest rate swap arrangement receiving LIBOR and paying interest fixed at 5.585% for the full amount of the loan drawn, hence fixing the total interest payable on the bank loan to 6.735%. The full amount of the loan drawdown at 31 December 2018 is £2,850,998 (2017: £4,137,998) (see note 13).

Amounts owed to Group undertakings - In March 2001 the Company issued a £1,764,000 Coupon Bearing Investment Sum to its immediate parent company, Kinnoull House Holdings Limited. The investment bears a coupon of 12.94% per annum and the principal is repayable over a period of 25 years by way of semi-annual payments. The final payment is due on 10 September 2025. The investment sum was advanced under a subordinated loan agreement and is therefore unsecured, and would rank alongside ordinary creditors in in the event of a winding up.

15. Provisions for liabilities

	Deferred tax (note 16) £
At 1 January 2018	**663,728**
Deferred tax	**(11,044)**
At 31 December 2018	**652,684**

16. Deferred tax

The deferred tax included in the statement of financial position is as follows:

	2018 £	2017 £
Included in debtors (note 12)	**20,795**	50,105
Included in provisions for liabilities (note 15)	**(652,684)**	(663,728)
	(631,889)	(613,623)

The deferred tax account consists of the tax effect of timing differences in respect of:

	2018 £	2017 £
Accelerated capital allowances	**652,684**	663,728
Derivative financial instruments	**(20,795)**	(50,105)
	631,889	613,623

The net deferred tax liability expected to reverse in 2019 is £12,137. This relates to the reversal of timing differences on capital allowances.

	2017 £
Opening balance	613,623
Movement through the profit or loss	(11,044)
Movement through other comprehensive income	29,310
Closing balance	**631,889**

17. Financial instruments

The fair values of the interest rate swap have been calculated by discounting the fixed cash flows at forecasted forward interest rates over the term of the financial instrument. The bank borrowing and finance debtor are both held at amortised cost.

18. Called up share capital

Issued, called up and fully paid

	2018		2017	
	No.	**£**	No.	£
'A' type shares of £1 each	**67,000**	**67,000**	67,000	67,000
'B' type shares of £1 each	**67,000**	**67,000**	67,000	67,000
	134,000	**134,000**	134,000	134,000

"A" and "B" shares have equal ranking and voting rights.

19. Reserves

The hedging reserve records fair value movements on cash flow and net investment hedging instruments.

Retained earnings records retained earnings and accumulated losses.

20. Related party transactions

The Company is wholly owned by Kinnoull House Holdings Limited and has taken advantage of the exemption in section 33 of FRS 102 'Related Party Disclosures', that allows it not to disclose transactions with wholly owned members of a group.

21. Controlling party

The immediate parent undertaking is Kinnoull House Holdings Limited.

The intermediate parent undertaking is BIIF Holdco Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of BIIF Holdco Limited consolidated financial statements can be obtained from the Company Secretary at Cannon Place, 78 Cannon Street, London, EC4N 6AF.

The ultimate parent and controlling party is BIIF L.P. BIIF L.P. is owned by a number of investors with no one investor having individual control.