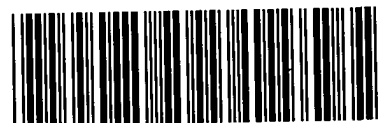


Diageo Scotland Investment Limited
(formerly Diageo Spare Company No.6 Limited)

Financial statements
30 June 2014

Registered number: 908005

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Directors' report

The directors have pleasure in submitting their annual report, together with the audited financial statements for the year ended 30 June 2014.

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

Activities

During the year ended 30 June 2014, the company started to act as an investment holding company by acquiring 33% investment in Ballindalloch Distillery LLP.

The directors foresee no changes in the company's activities. The company is incorporated and its operations are based in the United Kingdom.

The company changed its name from Diageo Spare Company No.6 Limited to Diageo Scotland Investment Limited by a resolution passed in a meeting of the Board of Directors held on 21 October 2013. The change is effective from the date of the Certificate of Incorporation on Change of Name given at Companies House on 28 October 2013.

Going concern

The only liability at the balance sheet date is in respect of a balance due to a fellow group undertaking. The directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Diageo group to continue as a going concern. On the basis of their assessment, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future as a fellow group undertaking has agreed to provide financial support for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Financial

The results for the year ended 30 June 2014 are shown on page 5.

The loss for the year transferred from reserves is £10,000 (2013 - £nil).

No dividend was paid during the year (2013 - £nil).

Directors

The directors who held office during the year were as follows:

N Makos
J J Nicholls
P D Tunnacliffe

On 1 August 2014, N Makos resigned and on 1 October 2014, I A Hockney was appointed as a director of the company.

Directors' remuneration

None of the directors received any remuneration during the year in respect of their services as directors of the company (2013 - £nil).

Directors' report (continued)

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor, KPMG LLP, has been appointed in respect of the period ended 30 June 2014.

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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

By order of the board

I A Hockney
Director
Lakeside Drive
Park Royal
London
NW10 7HQ



26 February 2015

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Diageo Scotland Investment Limited (formerly Diageo Spare Company No.6 Limited)

We have audited the financial statements of Diageo Scotland Investment Limited (formerly Diageo Spare Company No.6 Limited) for the year ended 30 June 2014 set out on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit, and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2014 and of the loss for the year ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

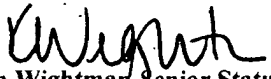
Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

Other matter – Prior period financial statements

In forming our opinion on the financial statements, which is not qualified, we note that the prior period financial statements were not audited. Consequently, International Standards on Auditing (UK and Ireland) require the auditor to state that the corresponding figures contained within these financial statements are unaudited.


Karen Wightman Senior Statutory Auditor
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

15 Canada Square
London
E14 5GL

Date: 6 March 2015

Profit and loss account

	<i>Notes</i>	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000 (unaudited)
Net interest payable	2	(10)	-
Operating loss		(10)	-
Loss on ordinary activities before taxation		(10)	-
Taxation on loss on ordinary activities	3	-	-
Loss for the financial year		(10)	-

The accounting policies and other notes on pages 7 to 12 form part of the financial statements.

There are no recognised gains and losses other than the result for the year and consequently a statement of total recognised gains and losses has not been presented as part of the financial statements.

There is no difference between the results for the years shown in the profit and loss account and the results for the relevant years restated on an historical cost basis.

All results arise from continuing operations.

Balance sheet

		30 June 2014		30 June 2013	
	Notes	£'000	£'000	£'000	£'000
				(unaudited)	(unaudited)
Fixed assets					
Investments	4		500		-
Current assets					
Debtors: amount due within one year	5	12		1	
Debtors: amount due after one year	5	878		-	
Creditor: amounts falling due within one year					
Diageo Scotland Limited	6	(1,484)		(85)	
Net current liabilities			(594)		(84)
Net liabilities			(94)		(84)
Capital and reserves					
Called up share capital	7		20		20
Profit and loss account	8		(114)		(104)
Shareholders' deficit	9		(94)		(84)

The accounting policies and other notes on pages 7 to 12 form part of the financial statements.

These financial statements on pages 5 to 12 were approved by the board of directors on 26 February 2015 and were signed on its behalf by:

I A Hockney
Director



Accounting policies

Future changes to accounting policies

The Financial Reporting Council recently issued *FRS 100 – Application of Financial Reporting Requirements*, *FRS 101 – Reduced Disclosure Framework* and *FRS 102 – The Financial Reporting Standard applicable in the UK and Republic of Ireland* which will be first effective for the company for the year ending 30 June 2016. FRS 100 sets out the overall financial reporting framework whereas FRS 101 applies to the company financial statements allowing them to apply the same accounting policies as the IFRS group accounts but with less disclosure. FRS 102 will replace the current UK GAAP standards with an IFRS based new standard and include a set of disclosure exemptions for qualifying entities formerly preparing UK GAAP financial standards. The company is currently evaluating the impact of these requirements in relation to FRS 100, FRS 101 and FRS 102.

The following accounting policies have been applied consistently in dealing with items that are considered material in relation to the company's financial statements.

Basis of preparation

The financial statements are prepared on a going concern basis under the historical cost convention and in accordance with applicable UK accounting standards.

The company is a wholly owned subsidiary of Diageo plc and is included in the consolidated financial statements of Diageo plc which are publicly available. Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard No. 1 (Revised 1996).

The company is exempt under the terms of Financial Reporting Standard No. 8 from disclosing related party transactions (but not balances) with entities that are wholly owned by a member of the Diageo plc group ("group undertakings").

The company is exempt from the requirement to prepare consolidated accounts under section 400 of the Companies Act 2006 as its results are included in the published consolidated financial statements of Diageo plc. These financial statements present information about the company as an individual undertaking and not about its group.

Going concern

The financial statements have been prepared on a going concern basis as a fellow group undertaking has agreed to provide financial support for the foreseeable future. The only liabilities at the balance sheet date are in respect of balances due to fellow group undertakings.

Fixed asset investments

Investments are stated individually at cost less, where appropriate, provision for impairment in value where such impairment is expected by the directors to be permanent.

Accounting policies (continued)

Taxation

Current tax, including UK corporation tax and overseas tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted at the balance sheet date. Except as otherwise required by FRS 19, deferred tax is provided in full on timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less tax, in the future. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Any interest or penalties on tax liabilities are provided in the tax charge.

Notes to the financial statements

1. Operating costs

The auditor's remuneration of £2,300 (2013 - £nil) was paid on behalf of the company by a fellow group undertaking. There were no fees payable to the auditor in respect of non-audit services (2013 - £nil).

The company did not employ any staff during either the current or prior year.

None of the directors received any remuneration during the financial year in respect of their services as directors of the company (2013 - £nil).

2. Net interest payable

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000 (unaudited)
Interest payable on loan from fellow group undertaking: Diageo Scotland Limited	(21)	-
Less:		
Interest receivable on loan to associate undertaking: Ballindalloch Distillery LLP	11	-
	(10)	-

3. Taxation

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000 (unaudited)
(i) Analysis of taxation credit for the year		
Current tax	-	-
Deferred tax	-	-
Taxation on loss on ordinary activities	-	-

Notes to the financial statements (continued)**3. Taxation (continued)**

	Year ended 30 June 2014 £'000	Year ended 30 June 2013 £'000 (unaudited)
(ii) Factors affecting current tax credit for the year		
Loss on ordinary activities before taxation	(10)	-
Taxation on loss on ordinary activities at UK corporation tax rate of 22.5% (2013 - 23.75%)	2	-
Expenses not deductible for tax purposes	(5)	-
Group relief received for nil consideration	3	-
Current ordinary tax credit for the year	-	-

4. Fixed assets investments

	Associate undertaking £'000
Cost and net book value	
At 30 June 2013	-
Additions	500
At 30 June 2014	500

On 21 October 2013, the company authorised a capital contribution to Ballindalloch Distillery LLP, a limited liability partnership incorporated in Scotland in the value of £500,000, representing a 33% membership interest in the LLP.

The associate undertaking and the percentage of equity owned by the company as at 30 June 2014:

Direct holding:

Associate undertaking	Country of incorporation	Principal activity	Membership interest held
Ballindalloch Distillery LLP	Scotland	Production of premium drinks	33%

The investment in associate undertaking is held at cost less, where appropriate, provision for impairment in value.

In the opinion of the directors, the investment in the company's associate undertaking is worth at least the amount at which it is stated in the financial statements.

Notes to the financial statements (continued)

5. Debtors

	30 June 2014		30 June 2013	
	Amounts due within one year	Amounts due after one year	Amounts due within one year (unaudited)	Amounts due after one year (unaudited)
Amount owed by fellow group undertaking:				
Justerini & Brooks, Limited	1	-	1	-
Amount owed by associate undertaking:				
Ballindalloch Distillery LLP	11	878	-	-
	<u>12</u>	<u>878</u>	<u>1</u>	<u>-</u>

Amount owed by fellow group undertaking is unsecured, interest free, and are repayable on demand.

Amount owed by Ballindalloch Distillery LLP is a loan which bears interest at a floating rate of interest, is unsecured and repayable on 23 October 2028.

6. Creditors

The amounts owed to fellow group undertaking include a loan of £1,399,000 (2013 - £nil) which is repayable on demand and bears interest at a floating rate rate of interest and a loan of £85,000 (2013 - £85,000) which is unsecured, interest free and repayable on demand.

7. Share capital

	30 June 2014 £'000	30 June 2013 £'000 (unaudited)
<i>Allotted, called up and fully paid:</i>		
100 (2013 - 100) ordinary shares of £200 each	20	20

8. Reserves

	Profit and loss account £'000
At 30 June 2013	(104)
Loss for the financial year	(10)
At 30 June 2014	<u>(114)</u>

Notes to the financial statements (continued)

9. Reconciliation of movement in shareholders' deficit

	30 June 2014 £'000	30 June 2013 £'000 (unaudited)
Loss for the financial year	(10)	-
Net reduction in shareholders' deficit	(10)	-
Shareholders' deficit at the beginning of the year	(84)	(84)
Shareholders' deficit at the end of the year	(94)	(84)

10. Related party transactions

Transactions between the company and its related party, Ballindalloch Distillery LLP (group undertaking not wholly owned by Diageo group) are made on terms equivalent to those that prevail in arm's length transactions.

Transactions between the company and other group undertaking not wholly owned by Diageo group were as follows:

At 30 June 2014, amounts owed by fellow group undertakings include £11,000 (2013 - £nil) in respect of amounts owed by group undertakings not wholly owned by the Diageo group.

At 30 June 2014, long term loan to a fellow group undertaking comprises £878,000 (2013 - £nil) in respect of a loan provided to a fellow group undertaking not wholly owned by the Diageo group.

11. Immediate and ultimate parent undertaking

The immediate parent undertaking of the company is Diageo Scotland Limited, a company incorporated and registered in Scotland.

The ultimate parent undertaking of the company is Diageo plc, a company incorporated and registered in England. The consolidated financial statements of Diageo plc can be obtained from the registered office at Lakeside Drive, Park Royal, London NW10 7HQ.