

Registered number SC108259

The Glasgow Caledonian University Company Limited

**Directors' Report and Financial Statements
For the year ended 31 July 2017**

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The Glasgow Caledonian University Company Limited

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The Glasgow Caledonian University Company Limited

Company Information

Registered Office

The Britannia Building
City Campus
Cowcaddens Road
Glasgow
G4 0BA

Directors

J G Jack
G Milne (to 23 November 2017)
H Brooke
Professor J Miller (from 23 November 2017)

Secretary

J Hulme

Bankers

Bank of Scotland plc
167-201 Argyle Street
Glasgow
G2 8BU

Auditor

KPMG LLP
319 St Vincent Street
Glasgow
G2 5AS

Solicitors

Thorntons Law LLP
15 Melville Street
Edinburgh
EH3 7PE

Anderson Strathern LLP

George House
50 George Square
Glasgow
G2 1EH

The Glasgow Caledonian University Company Limited

Directors' Report For the year ended 31 July 2017

The directors present their report and financial statements for the year ended 31 July 2017. The registered number of the company is SC108259.

Activity

The company's principal activity during the year was the provision of training, consultancy and research.

Principal activity and review of business

The company made an operating profit after interest of £423k (2016: £335k) from turnover of £776k (2016: £810k).

In an increasingly competitive market the company aims to achieve business growth in its principal activities in future years, capitalising on its parent undertaking's commercialisation activity.

Results and dividends

The company achieved a profit before tax of £423k (2016: £335k) and made a payment under Gift Aid to Glasgow Caledonian University of £423k (2016: £335k). No dividend is proposed.

Directors and their interests

The directors that served during the year to 31 July 2017 were as follows:

J G Jack
G Milne (to 23 November 2017)
H Brooke
Professor J Miller (from 23 November 2017)

During the year the company maintained insurance to cover the directors against liabilities in relation to the company, except for claims arising in respect of exclusions under that policy. These primarily refer to intentionally fraudulent acts, dishonesty, wrongful or reckless trading which should have been known to the directors, and omissions or similar, except when following a successful defence to any resultant action.

The directors received no remuneration and had no interest in the shares of the company during the year.

Directors' statement as to disclosure of information to auditor

So far as the directors are aware, there is no relevant audit information (as defined by section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

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

On behalf of the board



H Brooke
Director

The Britannia Building
City Campus
Cowcaddens Road
Glasgow
G4 0BA

23 November 2017

The Glasgow Caledonian University Company Limited

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), including 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 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;
- 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.

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 The Glasgow Caledonian University Company Limited

Opinion

We have audited the financial statements of The Glasgow Caledonian University Company Limited for the year ended 31 July 2017 which comprise the Statement of Income & Retained Earnings, Balance Sheet and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Directors' report

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

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

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

Matters on which we are required to report by exception

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

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

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement 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; 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.

Independent Auditor's Report to the Members of The Glasgow Caledonian University Company Limited (continued)

Auditor's responsibilities

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

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

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

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



Andrew Shaw (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
319 St Vincent Street
Glasgow,
G2 5AS

24 November 2017

The Glasgow Caledonian University Company Limited

Statement of Income & Retained Earnings For the year ended 31 July 2017

	Note	2017 £000	2016 £000
Turnover		776	810
Operating costs		(363)	(479)
Operating profit	2	<u>413</u>	<u>331</u>
Interest receivable and similar income	4	10	4
Profit on ordinary activities before taxation		<u>423</u>	<u>335</u>
Tax on profit on ordinary activities	5	<u>(80)</u>	<u>(67)</u>
Profit after tax		<u>343</u>	<u>268</u>
Retained earnings			
Gift aid payment		(423)	(335)
Current tax credit	5	<u>80</u>	<u>67</u>
Effect of gift aid		<u>343</u>	<u>268</u>
Retained earnings		<u>-</u>	<u>-</u>

All activities during the year are continuing.

There were no recognised gains or losses other than the result for the year.

The Glasgow Caledonian University Company Limited

Balance sheet As at 31 July 2017

	Note	2017 £000	2016 £000
Current assets			
Debtors	7	266	207
Cash at bank		494	516
		<u>760</u>	<u>723</u>
Creditors: amounts falling due within one year	8	(650)	(613)
Net current assets		<u>110</u>	<u>110</u>
Total assets less current liabilities		<u>110</u>	<u>110</u>
Net assets		<u>110</u>	<u>110</u>
Capital and reserves			
Ordinary share capital	9	110	110
Profit and loss account		-	-
Shareholders' funds	9	<u>110</u>	<u>110</u>

These financial statements were approved by the board of directors on 23 November 2017 and were signed on its behalf by:



H Brooke
Director

Company registered number: SC108259

The Glasgow Caledonian University Company Limited

Notes to the Financial Statements

1. Accounting policies

Basis of preparation

These financial statements are prepared under the historical cost convention and in accordance with applicable UK accounting standards, including Financial Reporting Standard 102 – ‘The Financial Reporting Standard applicable in the UK and Republic of Ireland (‘FRS 102’)

 and with the Companies Act 2006.

As the Company is a wholly owned subsidiary of the group, the Company has taken advantage of the exemption contained in section 33.1A of FRS 102 and has therefore not disclosed transactions or balances with entities which form part of the group as related parties.

Under section 1.11 of FRS 102, the Company is exempt from the requirement to prepare a cash flow statement and related notes on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

Going concern

The company’s business activities, together with any factors likely to affect its future development, performance and position are set out in the directors’ report. Based on this, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future and thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

Turnover consists of the invoiced value (excluding VAT) for goods and services supplied.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Investments

Non-current asset investments are held on the Balance Sheet at market value with movements recognised in the profit or loss. Current asset investments are held at fair value with movements recognised in the profit or loss.

Interest receivable and Interest payable

Other interest receivable and similar income include interest receivable on funds invested.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

2. Operating profit

Operating profit is stated after charging:

Auditor’s remuneration:

External auditor’s remuneration in respect of audit services
External auditor’s remuneration in respect of non-audit services

2017	2016
£000	£000

3	3
2	2
<u>5</u>	<u>5</u>

The Glasgow Caledonian University Company Limited

Notes to the Financial Statements

3. Staff and director's emoluments

The company employs no staff other than its directors who received no remuneration during the year.

4. Interest receivable and similar income

	2017 £000	2016 £000
Income from investments	8	-
Bank interest receivable	2	4
	<u>10</u>	<u>4</u>

5. Taxation

Factors affecting the tax change for the current year:

The current tax charge is lower (2016: lower) than the standard rate of corporation tax in the UK 19% (2016: 20%) the differences are explained below:

Current Tax reconciliation	2017 £000	2016 £000
Profit on ordinary activities before taxation	<u>423</u>	<u>335</u>
Current tax at 19% (2016: 20%)	80	67
Current tax credit within equity	<u>(80)</u>	<u>(67)</u>
Total current tax charge	<u>-</u>	<u>-</u>

There are no factors that may affect future and total tax charges.

6. Investments

The company owns a nominal shareholding in Glycologic Limited which was formed in 1999. The principal activity of the organisation is the provision to industry of systems for the delivery of pharmaceuticals, clinical nutrients and drugs. The shareholding represents 1,973 £0.01 ordinary shares in Glycologic Limited.

7. Debtors

	2017 £000	2016 £000
Trade debtors	166	121
Prepayments and accrued income	100	77
Amounts owing from Glasgow Caledonian University	-	5
Other debtors	-	4
	<u>266</u>	<u>207</u>

The Glasgow Caledonian University Company Limited

Notes to the Financial Statements

8. Creditors: Amounts falling due within one year

	2017 £000	2016 £000
Trade creditors	26	19
Accruals and deferred income	160	197
Amount due to Glasgow Caledonian University	444	385
Other creditors	20	15
	<u>650</u>	<u>613</u>

9. Capital and reserves

	2017 £000	2016 £000
Allotted, called up and fully paid		
110,000 ordinary shares of £1 each	<u>110</u>	<u>110</u>

Shareholders' funds

	Shareholder funds £000
At 1 August 2016	110
Profit for the financial year	343
Current tax credit	80
Gift aid payment	(423)
At 31 July 2017	<u>110</u>

10. Parent undertaking

The company is under the ultimate control of the Court of Glasgow Caledonian University, which owns 100% of the issued share capital.

The financial statements of the company are consolidated within the accounts of Glasgow Caledonian University and copies of Glasgow Caledonian University group financial statements can be obtained from Glasgow Caledonian University, 70 Cowcaddens Road, Glasgow G4 0BA.