

**COMPANIES HOUSE
EDINBURGH**

27 SEP 2018

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Scotmid-Miller (Great Junction Street) Limited

Directors' Report and Financial Statements

For the year ended 31 December 2017

Registered Number SC221874

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Directors' Report

The directors have pleasure in presenting their report and audited financial statements for the year ended 31 December 2017.

Principal activity

The principal activity of the company is that of residential property development.

Results and dividends

The loss for the year ended 31 December 2017 is set out in the profit and loss account on page 5. The directors are unable to recommend the payment of a dividend (2016: £nil).

Directors

The directors of the company during the year and to the date of this report were as follows:

John R Brodie
Ian Murdoch
Julie Jackson

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

The directors have taken advantage of the Small Company exemptions provided by Section 414B of the Companies Act 2006 and have not prepared a Strategic Report.

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



Ian Murdoch
Director

21 September 2018

Miller House
2 Lochside View
Edinburgh
EH12 9DH

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 applicable law and Section 1A of FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

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; and
- 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 are 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, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Independent auditor's report to the members of Scotmid-Miller (Great Junction Street) Limited

Opinion

We have audited the financial statements of Scotmid-Miller (Great Junction Street) Limited ("the company") for the year ended 31 December 2017, which comprise the Profit and Loss Account and Other Comprehensive Income, Statement of Changes in Equity, 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 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

Independent auditor's report to the members of Scotmid-Miller (Great Junction Street) Limited *(continued)*

We have nothing to report these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 2, 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.

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.



21 September 2018

Hugh Harvie (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EG

Profit and Loss Account and Other Comprehensive Income

For the year ended 31 December 2017

	Note	2017 £	2016 £
Administrative expenses		(1,138)	(936)
Loss on ordinary activities before taxation	2	(1,138)	(936)
Tax on loss on ordinary activities	3	-	-
Loss on ordinary activities after taxation		(1,138)	(936)

There are no recognised items of Other Comprehensive Income other than those disclosed above.

The results for the financial year have been derived from continuing activities.

The notes on pages 8 to 11 form part of these financial statements.

Statement of Changes in Equity

For the year ended 31 December 2017

	Share capital £	Profit and loss account £	Total equity £
Balance at 1 January 2016	100	(33,247)	(33,147)
Loss for the year	-	(936)	(936)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2016	100	(34,183)	(34,083)
Loss for the year	-	(1,138)	(1,138)
	<hr/>	<hr/>	<hr/>
Balance at 31 December 2017	100	(35,321)	(35,221)
	<hr/>	<hr/>	<hr/>

The notes on pages 8 to 11 form part of these financial statements.

Balance Sheet

As at 31 December 2017

	Note	2017 £	2016 £
Current assets			
Debtors: amounts falling due within one year	4	400	400
Cash at bank		14,644	14,676
		<u>15,044</u>	<u>15,076</u>
Creditors: amounts falling due within one year	5	(50,265)	(49,159)
Net liabilities		<u>(35,221)</u>	<u>(34,083)</u>
Capital and reserves			
Called up share capital	6	100	100
Profit and loss account		(35,321)	(34,183)
Equity shareholders' deficit		<u>(35,221)</u>	<u>(34,083)</u>

The notes on pages 8 to 11 form part of these financial statements.

These financial statements were approved by the board of directors on 21 September 2018 and were signed on its behalf by:



Ian Murdoch
 Director

Notes *(forming part of the financial statements)*

1. Accounting Policies

Scotmid-Miller (Great Junction Street) Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK. The registered address is Miller House, 2 Lochside View, Edinburgh Park, Edinburgh, EH12 9DH.

These financial statements were prepared in accordance with Section 1A Small entities of Financial Report Standard 102, *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (FRS 102) as issued in August 2014. The presentation currency of these financial statements is Sterling.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Under Section 1A Small entities of FRS 102, the company is not required to prepare a cash flow statement.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

The financial statements have been prepared under the going concern basis, notwithstanding the loss of £1,138 (2016: £936) incurred for the financial year and net liabilities of £35,221 (2016: £34,083) at the financial year end, which the directors believe to be appropriate for the following reasons.

Miller Homes Limited and Scottish Midland Co-op Society Limited have indicated to the directors of the company that they will continue to make available to the company such funds as are necessary to enable it to continue to trade and to meet its liabilities as they fall due. As with any company placing reliance on other group companies for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Accordingly, the directors continue to adopt the going concern basis in preparing the annual financial statements. The financial statements do not include any adjustments that would result in the going concern basis of preparation being inappropriate.

Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Notes (continued)

1. Accounting Policies (continued)

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2. Expenses and auditor's remuneration

This is stated after charging:

	2017 £	2016 £
<i>Auditor's remuneration:</i>		
Audit of these financial statements	500	500
<i>Amounts receivable by auditors and their associates in respect of:</i>		
Other services relating to taxation	500	400
	<hr/>	<hr/>

The company has no employees (2016: nil). The directors did not receive any remuneration from the company during the year (2016: £nil).

Notes (continued)

3. Taxation

	2017 £	2016 £
Analysis of credit for the year		
UK Corporation tax		
Total current tax credit	-	-
	<hr/>	<hr/>
Tax credit for the year	-	-
	<hr/>	<hr/>

Factors affecting the tax credit for the year:

The current tax credit for the year is higher (2016: higher) than the standard rate of corporation tax in the UK of 19.25% (2016: 20%).

Current tax reconciliation

	2017 £	2016 £
Loss for the year before taxation	(1,138)	(936)
Total tax credit	-	-
	<hr/>	<hr/>
Loss excluding taxation	(1,138)	(936)
Current tax at 19.25% (2016: 20%)	(219)	(187)
<i>Effect of:</i>		
Current year losses for which no deferred tax is recognised	219	187
	<hr/>	<hr/>
Total tax credit	-	-
	<hr/>	<hr/>

Current tax has been charged at 19.25% (2016: 20%) in the reconciliation above. The corporate tax reduced to 19% from 1 April 2017 and will reduce to 17% from 1 April 2020.

There are tax losses carried forward of £58,000 (2016: £57,000) in respect of which no deferred tax asset has been recognised because it is not possible to confirm with reasonable assurance that sufficient future taxable profit will be available against which the company can utilise its tax losses.

4. Debtors

	2017 £	2016 £
Unpaid share capital	50	50
Corporation tax recoverable	350	350
	<hr/>	<hr/>
	400	400
	<hr/>	<hr/>

Notes (continued)

5. Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	6,300	5,700
Amounts due to related undertakings	41,678	41,172
Amounts due to shareholders	2,287	2,287
	<hr/>	<hr/>
	50,265	49,159
	<hr/>	<hr/>

6. Called up share capital

	2017 £	2016 £
<i>Allotted, called up and unpaid:</i>		
50 Class A ordinary shares of £1 each	50	50
50 Class B ordinary shares of £1 each	50	50
	<hr/>	<hr/>
	100	100
	<hr/>	<hr/>

The A&B shares have equal voting rights and rank *pari passu* as set out in the Articles of Association.

7. Related party disclosures

The Company is controlled jointly by Scottish Midland Co-op Society Limited and Miller Homes Holdings Limited.

At the year-end £1,143 (2016: £1,143) was owed to Miller Homes Holdings Limited and £1,144 (2016: £1,144) to Scottish Midland Co-op Society Limited in respect of balancing payments for transfer pricing adjustments. At the year end £40,853 (2016: £40,347) was owed to Miller Homes Limited and £825 (2016: £825) to Miller Residential Development Services Limited, both subsidiaries of Miller Homes Holdings Limited.

8. Accounting estimates and judgements

Key sources of estimation uncertainty

The Company believes that there are no areas of material estimation uncertainty which affect the financial results.

No deferred tax asset has been recognised due to uncertainty over future profits against which it can be utilised.

Critical accounting judgements in applying the Company's accounting policies

The Company believes that the major judgement applied is the use of the going concern principle which supports the valuation of assets included in the Balance Sheet.