

Elgin Health (Easter Ross) Holdings Limited
Annual Report and Financial Statements
31 March 2019

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Elgin Health (Easter Ross) Holdings Limited

Annual Report and Financial Statements

Year Ended 31 March 2019

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Elgin Health (Easter Ross) Holdings Limited

Officers and Professional Advisers

The board of directors	R Christie M Donn J Gordon F Laing
Company secretary	Infrastructure Managers Limited
Registered office	11 Thistle Street Edinburgh EH2 1DF
Independent auditors	Johnston Carmichael LLP Chartered Accountants & Statutory Auditors 7-11 Melville Street Edinburgh EH3 7PE
Bankers	Bank of Scotland New Uberior House 11 Earl Grey Street Edinburgh EH3 9BN
Solicitors	Dentons UKMEA LLP 1 George Square Glasgow G2 1AL

Elgin Health (Easter Ross) Holdings Limited

Directors' Report

Year Ended 31 March 2019

The directors present their report and the audited Annual Report and Financial Statements of Elgin Health (Easter Ross) Holdings Limited ("the Company") for the year ended 31 March 2019.

Principal Activities

The principal activity of the Company is that of a Holding Company to Elgin Health (Easter Ross) Limited.

Performance Review

The profit for the financial year, after taxation, amounted to £100,609 (2018: £51,597).

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

In its role as a holding company there are no key performance indicators for the directors to monitor. However, from a group point of view the performance of the investment is assessed every six months by testing the cash resources against the bank lending covenants. The key indicator being the debt service cover ratio. The investment 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:

M Donn	
J Gordon	
R Burge	(Appointed 6 November 2018, Resigned 8 May 2019)
R Christie	
F Laing	(Appointed 1 March 2019)
M Smith	(Resigned 1 March 2019)

Dividends

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

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.

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.

Elgin Health (Easter Ross) Holdings Limited

Directors' Report *(continued)*

Year Ended 31 March 2019

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 12/8/19..... and signed by order of the board by:



Infrastructure Managers Limited
Company Secretary

Elgin Health (Easter Ross) Holdings Limited

Directors' Responsibilities Statement

Year Ended 31 March 2019

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.

Elgin Health (Easter Ross) Holdings Limited

Independent Auditor's Report to the Members of Elgin Health (Easter Ross) Holdings Limited

Opinion

We have audited the financial statements of Elgin Health (Easter Ross) Holdings Limited (the 'company') for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice) and Chapter 1A Small Entities.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019, and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- 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.

Elgin Health (Easter Ross) Holdings Limited

Independent Auditor's Report to the Members of Elgin Health (Easter Ross) Holdings Limited (continued)

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion 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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report. We have nothing to report in respect of the following matters in relation to which 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Elgin Health (Easter Ross) Holdings Limited

Independent Auditor's Report to the Members of Elgin Health (Easter Ross) Holdings Limited *(continued)*

Responsibilities of directors

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 and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

Auditor's 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 auditor's 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.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Elgin Health (Easter Ross) Holdings Limited

Independent Auditor's Report to the Members of Elgin Health (Easter Ross) Holdings Limited *(continued)*

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Use of our report

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.

Johnston Carmichael LLP

**Irvine Spowart (Senior Statutory Auditor)
For and on behalf of Johnston Carmichael LLP
Chartered Accountants
Statutory Auditor**

18 August 2019

7-11 Melville Street
Edinburgh
EH3 7PE

Elgin Health (Easter Ross) Holdings Limited

Statement of Comprehensive Income

Year Ended 31 March 2019

	Note	2019 £	2018 £
Income from shares in Group undertakings	6	100,609	51,597
Other interest receivable and similar income	7	113,646	113,646
Interest payable and similar expenses	8	(113,646)	(113,646)
Profit before taxation		100,609	51,597
Tax on profit	9	—	—
Profit for the financial year and total comprehensive income		100,609	51,597

All the activities of the Company are from continuing operations.

The notes on pages 12 to 17 form part of the Annual Report and Financial Statements.

Elgin Health (Easter Ross) Holdings Limited

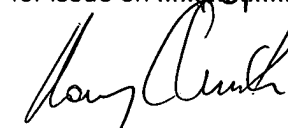
Statement of Financial Position

As at 31 March 2019

	Note	2019 £	2018 £
Fixed assets			
Investments	11	100,000	100,000
Current assets			
Debtors: amounts falling due after more than one year	12	806,103	806,103
Net current assets		<u>806,103</u>	<u>806,103</u>
Total assets less current liabilities		<u>906,103</u>	<u>906,103</u>
Creditors: amounts falling due after more than one year	13	<u>(806,103)</u>	<u>(806,103)</u>
Net assets		<u>100,000</u>	<u>100,000</u>
Capital and reserves			
Called up share capital	14	1,000	1,000
Share premium account	15	99,000	99,000
Retained earnings	15	—	—
Total shareholders' funds		<u>100,000</u>	<u>100,000</u>

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

The Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 13/5/19, and are signed on behalf of the board by:



R Christie
Director

Company registration number: SC243125

The notes on pages 12 to 17 form part of the Annual Report and Financial Statements.

Elgin Health (Easter Ross) Holdings Limited

Statement of Changes in Equity

Year Ended 31 March 2019

		Called up share capital £	Share premium account £	Retained earnings £	Total £
At 1 April 2017		1,000	99,000	–	100,000
Profit for the financial year		—	—	51,597	51,597
Total comprehensive income for the year		—	—	51,597	51,597
Dividends paid and payable	10	—	—	(51,597)	(51,597)
Total investments by and distributions to owners		—	—	(51,597)	(51,597)
At 31 March 2018		1,000	99,000	–	100,000
Profit for the financial year		—	—	100,609	100,609
Total comprehensive income for the year		—	—	100,609	100,609
Dividends paid and payable	10	—	—	(100,609)	(100,609)
Total investments by and distributions to owners		—	—	(100,609)	(100,609)
At 31 March 2019		1,000	99,000	–	100,000

The notes on pages 12 to 17 form part of the Annual Report and Financial Statements.

Elgin Health (Easter Ross) Holdings Limited

Notes to the Annual Report and Financial Statements

Year Ended 31 March 2019

1. General information

Elgin Health (Easter Ross) Holdings Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in Scotland. The address of its registered office is 11 Thistle Street, Edinburgh, EH2 1DF.

The principal activity of the Company is that of a Holding Company to Elgin Health (Easter Ross) Limited.

The Company's functional and presentation currency is the pound sterling. Monetary amounts in these financial statements are rounded to the nearest pound.

2. Statement of compliance

The individual financial statements of Elgin Health (Easter Ross) Holdings 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 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A have been applied, other than where additional disclosure is required to show a true and fair view.

3. Accounting policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

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 judgment in the process of applying the Company's accounting policies. The areas involving a higher degree of judgment 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 Company has taken advantage of the exemption in FRS 102 Section 7 'Statement of Cash Flows' part 1B, which states that a small company is not required to prepare a cash flow statement.

The Company has also 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.

(c) Consolidation

The entity has taken advantage of the option not to prepare consolidated financial statements contained in section 398 of the Companies Act 2006 on the basis that the entity and its subsidiary undertakings comprise a small group.

Elgin Health (Easter Ross) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2019

3. Accounting policies *(continued)*

(d) Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements 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.

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, at amortised cost, 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.

ii) Market rate of interest

The directors have reviewed the interest rates applied to the subordinated loan stock and consider these to be at a market rate.

(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. The directors periodically evaluate 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.

(f) Investments

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Elgin Health (Easter Ross) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2019

3. Accounting policies *(continued)*

(g) 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.

4. Auditors remuneration

The audit fee of £1,000 (2018: £1,000) was borne by the subsidiary company Elgin Health (Easter Ross) Limited. Auditor's remuneration is payable to Johnston Carmichael LLP.

5. Particulars of employees and directors

The average number of persons employed by the Company during the financial year, including the directors, amounted to nil (2018: nil). The directors, who are also key management personnel, did not receive any remuneration from the Company during the year (2018: £nil).

6. Income from shares in group undertakings

	2019 £	2018 £
Income from Group undertakings	<u>100,609</u>	<u>51,597</u>

7. Other interest receivable and similar income

	2019 £	2018 £
Interest from Group undertakings	<u>113,646</u>	<u>113,646</u>

8. Interest payable and similar expenses

	2019 £	2018 £
Interest due to Group undertakings	57,128	57,128
Subordinated debt interest payable	<u>56,518</u>	<u>56,518</u>
	<u>113,646</u>	<u>113,646</u>

Elgin Health (Easter Ross) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2019

9. Tax on profit

Reconciliation of tax income

The tax assessed on the profit for the year is lower than (2018: lower than) the standard rate of corporation tax in the UK of 19% (2018: 19%).

	2019 £	2018 £
Profit before taxation	100,609	51,597
Profit by rate of tax	19,116	9,804
Non taxable dividend income	(19,116)	(9,804)
Total tax credit	—	—

10. Dividends

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

	2019 £	2018 £
Interim dividend of £1.006 (2018: £0.516) per ordinary share	100,609	51,597

11. Investments

	Shares in Group £
Cost	
At 1 April 2018 and 31 March 2019	100,000
Impairment	
At 1 April 2018 and 31 March 2019	—
Carrying amount	
At 31 March 2019	100,000
At 31 March 2018	100,000

Subsidiaries, associates and other investments

The company owns 100% of the issued share capital of Elgin Health (Easter Ross) Limited.

	2019 £	2018 £
Aggregate capital and reserves	572,579	375,429
Profit for the year	209,990	184,189

The directors have reviewed the investment forecasts and projections and have a reasonable expectation that no impairment indicators exist and the investment will continue in operational existence for the foreseeable future.

Elgin Health (Easter Ross) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2019

12. Debtors

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

	2019	2018
	£	£
Amounts owed by Group undertakings	<u>806,103</u>	<u>806,103</u>

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

	2019	2018
	£	£
Amounts owed to Group undertakings	<u>405,212</u>	<u>405,212</u>
Subordinated debt	<u>400,891</u>	<u>400,891</u>
	<u>806,103</u>	<u>806,103</u>

In May 2004 the Company borrowed £806,103 in Subordinated debt provided by Elgin Infrastructure Limited (50%) and Aberdeen Infrastructure Limited (50%) the interest rate of the loan is 14.1% per annum with the capital element being repaid by a one off payment in the year 2029. The Coupon on the principal accrues daily and is payable quarterly. The investment sum was advanced under a subordinated loan agreement and is therefore unsecured, and would rank alongside ordinary creditors in the case of a winding up. The directors believe that 14.1% is market value.

14. Called up share capital

Issued, called up and fully paid

	2019		2018	
	No.	£	No.	£
Ordinary shares of £0.01 each	<u>100,000</u>	<u>1,000</u>	<u>100,000</u>	<u>1,000</u>

Shares rank pari passu in all respects.

15. Reserves

Retained earnings - This reserve records retained earnings and accumulated losses.

Share premium account - This reserve records the amount above the nominal value received for shares sold, less transaction costs.

16. Contingent liabilities

The company has granted a guarantee supported by a debenture incorporation fixed and floating charges over its assets and undertaking, in security of its wholly owned subsidiary's term loan from Bank of Scotland plc. Senior debt due to Bank of Scotland plc at the year end was £4,856,451 (2018: £5,175,480).

17. Related party transactions

During the year interest of £57,128 (2018: £57,128) was paid to Elgin Infrastructure Limited. During the year interest of £56,518 (2018: £56,518) was paid to Aberdeen Infrastructure Limited.

Elgin Health (Easter Ross) Holdings Limited

Notes to the Annual Report and Financial Statements *(continued)*

Year Ended 31 March 2019

18. Controlling party

The company is owned 50% by Elgin Infrastructure Limited, which is jointly owned between Cobalt Project Investment Limited and 3i Infrastructure plc, and 50% by Aberdeen Infrastructure (No.3) Limited. There is no ultimate controlling party.