



SCRAN Limited

Financial statements
for the year ended 31 March 2017

Registered number SC163518



SCRAN Limited

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SCRAN Limited

Company information

Directors

Stephen Alexander Duncan
Martin Charles Fairley

Secretary

Adam Jackson

Lawyers

Harper Macleod LLP
65 Haymarket Terrace
Edinburgh
EH12 5HD

Auditors

Deloitte LLP
One Trinity Gardens
Broad Chare
Newcastle upon Tyne
NE1 2HF

Bankers

Bank of Scotland
Royal Mile Branch
PO Box 1000
Edinburgh
BX2 1LB

Registered office

John Sinclair House
16 Bernard Terrace
Edinburgh
EH8 9NX

Registered number

SC163518

The company is registered in Scotland.

SCRAN Limited

Directors' report

The directors present their annual report on the affairs SCRAN Ltd ('the Company'), together with the financial statements and auditor's report, for the year ended 31 March 2017. Under FRS 102 and Companies Act 2006 (Strategic Report and Directors Report) Regulations 2013 s414B, the Company have elected to apply the small companies exemption and not prepare a strategic report as part of the financial statements.

Principal activity

On 22 February 2016, the assets, liabilities and undertakings of the SCRAN Trust which wholly owned SCRAN Limited were transferred to the parent undertakings Historic Environment Scotland and thus, the Company became a wholly owned subsidiary of Historic Environment Scotland at that date.

The company continued to trade up to 22 February 2016 when its trading activities were then transferred to its new parent entity Historic Environment Scotland and a fellow subsidiary Historic Environment Scotland Enterprises which was formed on 16 July 2016.

SCRAN Limited ceased trading on 22 February 2016 and it is intended that the company will be made dormant once all transactions are cleared.

There has been no trading activity in the year ended 31 March 2017.

Directors

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

Stephen Alexander Duncan (Appointed 3 March 2016)

Martin Charles Fairley (Appointed 22 February 2016)

Auditor

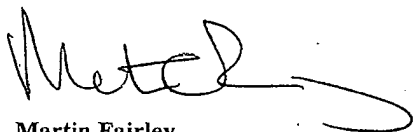
Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have been deemed re-appointed under section 487 of the 2006 Act

Approved by the Board and signed on its behalf by:



Martin Fairley
Director

25 October 2017

SCRAN Limited

Directors' responsibilities statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law including and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws, including FRS102, 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 accounting estimates that are reasonable and prudent; 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 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.

SCRAN Limited

Independent auditor's report to the members of Scran Limited

We have audited the financial statements of SCRAN Limited for the year ended 31 March 2017 which comprise the Profit and Loss Account and Other Comprehensive Income, the Balance Sheet, Statement of Changes in Equity and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 Directors' Responsibilities Statement, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31 March 2017 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.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1.2 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

Opinion 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 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.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' Report.

SCRAN Limited

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.



Paul Hewitson, ACA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Statutory Auditor
Newcastle, UK

26 October 2017

SCRAN Limited

Profit and Loss Account and Other Comprehensive Income For the year ended 31 March 2017

	Note	2017 £	2016 £
Turnover	3	-	958,436
Cost of sales		-	(126,081)
Gross profit		-	832,355
Administrative expenses		4,440	(623,871)
Operating profit		4,440	208,484
Interest payable and similar charges	7	(53)	(3,846)
Profit on ordinary activities before taxation		4,387	204,638
Tax on profit on ordinary activities	8	-	-
Profit and total comprehensive income for the year		4,387	204,638

The profit for the year resulted from the reversal of accruals made in the prior year being greater than the actual expenditure incurred.

All profits noted above relate to discontinued operations.

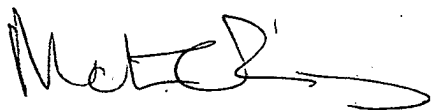
There were no recognised gains and losses other than those shown above in the current and previous year.

SCRAN Limited

Balance Sheet As at 31 March 2017

	Note	2017 £	2016 £
Current assets			
Stocks	9	-	29,463
Debtors	10	1,104,060	1,101,052
Cash at bank and in hand		61,875	244,689
		<u>1,165,935</u>	<u>1,375,204</u>
Creditors: amounts falling due within one year	11	(8,846)	(220,465)
		<u>1,157,089</u>	<u>1,154,739</u>
Net current assets			
		1,157,089	1,154,739
Total assets less current liabilities		<u>1,157,089</u>	<u>1,154,739</u>
Creditors: amounts falling due after more than one year	12	-	(2,037)
		<u>1,157,089</u>	<u>1,152,702</u>
Net assets			
Capital and reserves			
Called up share capital	13	1,908,158	1,908,158
Profit and loss account		(751,069)	(755,456)
		<u>1,157,089</u>	<u>1,152,702</u>
Shareholders' funds			
		<u>1,157,089</u>	<u>1,152,702</u>

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



Martin Fairley
Director

Date: 25 October 2017

Company registered number: Registered number SC163518

SCRAN Limited

Statement of changes in equity At 31 March 2017

	Called-up share capital £	Profit and loss account £	Total £
Balance at 1 April 2016	1,908,158	(755,456)	1,152,702
Profit after tax for the year	-	4,387	4,387
	<u>1,908,158</u>	<u>(751,069)</u>	<u>1,157,089</u>
Issue of share capital	-	-	-
Balance at 31 March 2017	<u>1,908,158</u>	<u>(751,069)</u>	<u>1,157,089</u>

SCRAN Limited

Notes to the accounts

(forming part of the financial statements)

1 Accounting policies

SCRAN Limited is a company limited by shares and incorporated and domiciled in the UK. The company is registered in Scotland and is a public benefit entity.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council.

The Company's parent undertaking at 31 March 2017, Historic Environment Scotland, includes the Company in its consolidated financial statements. The consolidated financial statements of Historic Environment Scotland are prepared in accordance with FRS102 charities SORP and are available to the public and may be obtained from Longmore House, Salisbury Place, Edinburgh EH9 1SH.

The Company's registered office is disclosed within the company information detailed on page 3 of the accounts. In these financial statements, the company has applied the exemptions available under FRS102 in respect of the cashflow statement and related notes and in respect of related party disclosure. Exemptions have been taken in these separate Company financial statements in relation to share-based payments, financial instruments, and presentation of a cash flow statement and remuneration of key management personnel.

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

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

On 1 April 2016 the activities of the Company were transferred to the parent undertaking Historic Environment Scotland and a fellow subsidiary of the parent, Historic Environment Scotland Enterprises Limited. As the activities are no longer continuing within the company in the opinion of the directors it is not appropriate to prepare the financial statement on a going concern basis.

All net assets with the exception of the bank account were transferred over on 1 April 2016. The accruals shown in the balance sheet at 31 March 2017 relate to costs incurred during the year to ensure corporate compliance and accrued royalties due to the owner of the images that SCRAN Ltd own the licences to use.

1.3 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- (b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.4 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.

SCRAN Limited

Notes to the accounts (forming part of the financial statements)

Cash

Cash comprises cash balances held in the Company's bank account.

1.5 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell.

1.6 Impairment excluding stocks, and deferred tax assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised on profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indication that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss has been recognised.

1.7 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.8 Expenses

Interest payable

Interest payable and similar charges includes bank and card charges.

1.9 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 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. Deferred tax balances are not discounted.

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.

Notes to the accounts

(forming part of the financial statements)

2 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in note 1, the directors may be required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. There are no such judgements within these financial statements and no estimates or assumptions.

3 Turnover

	2017 £	2016 £
Sales of books, images and reproductions	-	820,365
Rendering of services	-	138,071
Total turnover	<u>-</u>	<u>958,436</u>

	2017 £	2016 £
By activity		
Subscriptions	-	115,105
Images sale	-	728,633
Books and publications	-	91,732
Consultancy	-	19,596
Administration fee	-	3,370
	<u>-</u>	<u>958,436</u>

4 Expenses and auditors' remuneration

Auditor's remuneration:

	2017 £	2016 £
Audit of financial statements	<u>2,400</u>	<u>9,000</u>

SCRAN Limited

Notes to the accounts (forming part of the financial statements)

5 Staff numbers and costs

The Company employed no staff during the year or prior year.

6 Directors' remuneration

The Directors received no remuneration during the year or prior year.

7 Interest payable and similar charges

	2017 £	2016 £
Bank charges	<u>53</u>	<u>3,846</u>

8 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2017 £	2016 £
Profit for the year	4,387	204,638
Total tax expense	-	-
Profit excluding taxation	<u>4,387</u>	<u>204,638</u>
Tax using the UK corporation tax rate of 20% (2016: 20%)	877	40,928
Non-deductible expenses	-	2,868
Capital allowances	-	(503)
Recognition of previously unrecognised tax losses	(877)	(43,293)
Total tax expense included in profit or loss	<u>-</u>	<u>-</u>

With effect from 01 April 2017 the UK corporation tax rate has decreased to 19%

SCRAN Limited

Notes to the accounts (forming part of the financial statements)

9 Stock

	2017 £	2016 £
Books	-	29,463

10 Debtors: due within one year

	2017 £	2016 £
Trade debtors	-	193,426
Amounts owed by group undertakings	1,101,852	855,035
Taxation and social security	2,208	32,368
Prepayments and accrued income	-	20,223
	<u>1,104,060</u>	<u>1,101,052</u>

11 Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	-	11,855
Amounts owed to group undertakings	-	93,908
Other creditors	6,446	50,093
Accruals and deferred income	2,400	64,609
	<u>8,846</u>	<u>220,465</u>

12 Creditors: amounts falling after more than one year

	2017 £	2016 £
Accruals and deferred income	-	2,037

SCRAN Limited

Notes to the accounts (forming part of the financial statements)

13 Share capital

	2017 £	2016 £
<i>Allotted, called up and fully paid</i> 1,908,158 ordinary shares of £1 each	<u>1,908,158</u>	<u>1,908,158</u>

14 Related parties

The Company transferred net assets to its ultimate controlling organisation Historic Environment Scotland on 01 April 2016. The value of the net assets were £165,189.

	Net assets transferred 2017 £	2016 £		
Historic Environment Scotland	165,189	-		
	<u>165,189</u>	<u>-</u>		
			Receivables outstanding 2017 £	2016 £
Historic Environment Scotland	1,101,852	855,035	Creditors outstanding 2017 £	2016 £
	<u>1,101,852</u>	<u>855,035</u>		

The value of the net assets transferred to Historic Environment Scotland is included in the receivables outstanding balance as at 31 March 2017.

15 Controlling Party

The ultimate parent and ultimate controlling organisation, and the smallest and largest undertaking for which the company is a member and for which group financial statements are prepared is Historic Environment Scotland, a registered charity. Historic Environment Scotland (HES) is a Non Departmental Public Body, formed under the Historic Environment Scotland Act 2014. The address of registered office and its principal place of business is: Longmore House, Salisbury Place, Edinburgh EH9 1SH. Copies of the financial statements of Historic Environment Scotland are available from this same address.

16 Proposed treatment of loss

The Company will become dormant but will not be dissolved as it holds the rights for images that are sold through Historic Environment Scotland's other subsidiary Historic Environment Scotland Enterprises (HESE).

SCRAN Limited

Notes to the accounts (forming part of the financial statements)

17 Post balance sheet events

There are no material post balance sheet events that require to be adjusted in the accounts or to be disclosed.