

EDI CENTRAL LIMITED

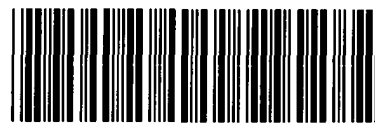
Directors' report and financial statements

For the year ended 31 December 2016

Registered number SC282046

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EDI CENTRAL LIMITED
Directors' Report and Financial Statements
For the year ended 31 December 2016

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EDI CENTRAL LIMITED

Officers and professional advisers

For the year ended 31 December 2016

The Board of Directors

E W Adair
H A Rutherford
I Whyte
G K Barrie
G J Munro

Registered Office

3 Cockburn Street
Edinburgh
EH1 1QB

Auditor

Scott-Moncrieff
Chartered Accountants
& Statutory Auditor
Exchange Place 3
Semple Street
Edinburgh
EH3 8BL

EDI CENTRAL LIMITED

Directors' report

For the year ended 31 December 2016

The directors have pleasure in presenting the report and the financial statements of the company for the year ended 31 December 2016.

Principle activities, business review and future developments

EDI Central Ltd is a company limited by shares which is incorporated and domiciled in Scotland. It is a wholly owned subsidiary of The EDI Group Ltd (EDI) whose ultimate parent is The City of Edinburgh Council.

The principal activity of the company had been the leasing of one property in central Edinburgh. The property was leased by the company from its owner, The City of Edinburgh Council, and in turn was leased on to a tenant. This arrangement was unwound in 2012 and the company sole activity now is the receipt of the amount due under the 2012 agreement.

Over the early part of 2017 the Council conducted a review of its approach to the use of surplus land and its interactions with the property market. On land and buildings which are no longer being used for Council activities, the Council has concluded that such land and buildings will be used to deliver affordable housing. As a result, the group will have no future pipeline of projects which leads to the conclusion that the group and this company should begin a process of managed closure. The Council as shareholder has instructed the directors to begin this process.

No timescale has been set for the closure to be completed. The Council's intention is that the group will fulfil all current project obligations. When a project or development reaches a gateway decision point, the Council and the company will assess the optimum route for completing the development including the option of the development being taken forward from within the Council.

It is the opinion of the directors at the date of this report that it is not possible to indicate a date when the company's operational activities will cease. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years.

Directors

The directors who served the company during the year were as follows:

E W Adair
G K Barrie (appointed 10 March 2016)
J E A Watt (resigned 31 May 2016)
H A Rutherford
I Whyte
F W Ross (resigned 10 March 2016)
G J Munro
D C Benson (resigned 31 May 2016)

Directors' responsibilities

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 the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union. 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 the profit or loss of the company for that period.

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

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

EDI CENTRAL LIMITED

Directors' report (continued)

For the year ended 31 December 2016

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. The directors 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that ought to have been taken to ensure they are aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditor

The auditor, Scott-Moncrieff, is deemed to be reappointed under section 487 (2) of the Companies Act 2006.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Signed by order of the directors:



Date: 28th June 2017

E W Adair
Director

3 Cockburn Street
Edinburgh
EH1 1QB

EDI CENTRAL LIMITED

Independent auditor's report to the members of EDI Central Limited

For the year ended 31 December 2016

We have audited the financial statements of EDI Central Limited for the year ended 31 December 2016 which comprise of the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of financial position, statement of cash flows and the notes to the financial statements. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union.

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 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. 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 web-site at www.frc.org.uk/scope/auditscopeukprivate.

Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in the Directors' Report and in note 2 to the financial statements concerning the company's ability to continue as a going concern, as well as the post balance sheet event disclosed in note 13.

In the early part of 2017 the Group's ultimate parent, City of Edinburgh Council, concluded that the EDI Group should begin a process of managed closure. No timescale has been set for the closure to be completed. It is of the opinion of the directors at the date of this report that it is not possible to indicate a date when the company's operational activities will cease. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years. In the absence of a date as to when the company's activities will cease, a material uncertainty exists regarding the company's ability to continue as a going concern.

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 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter 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.

EDI CENTRAL LIMITED

Independent auditor's report to the members of EDI Central Limited

For the year ended 31 December 2016

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 prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemption in preparing the directors' report; or
- the directors were not exempt from the requirement to prepare a strategic report.



Nick Bennett (Senior Statutory Auditor)
for and on behalf of Scott-Moncrieff, Statutory Auditor
Chartered Accountants
Exchange Place 3
Semple Street
Edinburgh
EH3 8BL

Date: 28th June 2017

EDI CENTRAL LIMITED

Statement of profit or loss and other comprehensive Income

For the year ended 31 December 2016

| | Note | 2016 £ | 2015 £ |
|--|------|----------------------|----------------------|
| Revenue | | - | - |
| Cost of sales | | - | - |
| Gross profit | | <u>-</u> | <u>-</u> |
| Administrative expenses | | (2,875) | (10,952) |
| Operating loss | | <u>(2,875)</u> | <u>(10,952)</u> |
| Interest receivable | 6 | 73,623 | 84,554 |
| Interest payable and similar charges | | - | (797) |
| Profit on ordinary activities before taxation | | <u>70,748</u> | <u>72,805</u> |
| Tax on profit on ordinary activities | 7 | 575 | - |
| Profit for the financial year | | <u><u>71,323</u></u> | <u><u>72,805</u></u> |

There are no other items of comprehensive income or expense in the current or prior year and therefore no statement of comprehensive income is shown.

EDI CENTRAL LIMITED

Statement of changes in equity

For the year ended 31 December 2016

| | Issued capital £ | Retained earnings £ | Total equity £ |
|-----------------------------|---------------------------------|------------------------------------|-------------------------------|
| Balance at 1 January 2016 | 100 | 1,722,998 | 1,723,098 |
| Profit for the year | - | 71,323 | 71,323 |
| Balance at 31 December 2016 | <u>100</u> | <u>1,794,321</u> | <u>1,794,421</u> |

| | Issued capital £ | Retained earnings £ | Total equity £ |
|-----------------------------|---------------------------------|------------------------------------|-------------------------------|
| Balance at 1 January 2015 | 100 | 1,650,193 | 1,650,293 |
| Profit for the year | - | 72,805 | 72,805 |
| Balance at 31 December 2015 | <u>100</u> | <u>1,722,998</u> | <u>1,723,098</u> |

The retained earnings reserve represents profits and losses retained in the current and previous period

EDI CENTRAL LIMITED
Statement of financial position
As at 31 December 2016

| | 31 December 2016 | 31 December 2015 | 1 January 2015 |
|-------------------------------------|---------------------|---------------------|-------------------|
| ASSETS | | | |
| CURRENT ASSETS | | | |
| Trade and other receivables | 8 2,143,534 | 2,372,873 | 2,812,578 |
| Cash and cash equivalents | 862 | 201 | 43 |
| TOTAL ASSETS | <u>2,144,396</u> | <u>2,373,074</u> | <u>2,812,621</u> |
| EQUITY | | | |
| ISSUED CAPITAL AND RESERVES | | | |
| Issued share capital | 9 100 | 100 | 100 |
| Retained profits | 1,794,321 | 1,722,998 | 1,650,194 |
| TOTAL EQUITY | <u>1,794,421</u> | <u>1,723,098</u> | <u>1,650,294</u> |
| CURRENT LIABILITIES | | | |
| Trade and other payables | 10 349,975 | 649,976 | 1,162,327 |
| TOTAL EQUITY AND LIABILITIES | <u>2,144,396</u> | <u>2,373,074</u> | <u>2,812,621</u> |

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006).

These financial statements were authorised for issue by the Board of Directors on 28th June 2017, and are signed on its behalf by:



.....
E W Adair
Director

Company Registration Number: SC282046

EDI CENTRAL LIMITED**Statement of cash flows****For the year ended 31 December 2016**

| | 2016 | 2015 |
|---|-------------------|-------------------|
| | £ | £ |
| Cash flow from operating activities | | |
| Profit before tax | 70,748 | 72,805 |
| Interest received | (73,623) | (84,554) |
| Interest paid | - | 797 |
| | <u> </u> | <u> </u> |
| Operating loss | (2,875) | (10,952) |
| Adjustments for: | | |
| Decrease in trade and other receivables | 229,914 | 439,704 |
| Decrease in trade and other payables | (300,001) | (512,351) |
| | <u> </u> | <u> </u> |
| Cash flows from operations | (72,962) | (83,599) |
| Income taxes received | - | - |
| Interest paid | - | (797) |
| Interest received | 73,623 | 84,554 |
| | <u> </u> | <u> </u> |
| Net cash flow from operating activities | 661 | 158 |
| Net increase in cash and cash equivalents | 661 | 158 |
| Cash and cash equivalents as at 1 January 2016 | 201 | 43 |
| | <u> </u> | <u> </u> |
| Cash and cash equivalents as at 31 December 2016 | 862 | 201 |
| | <u> </u> | <u> </u> |

The accompanying notes on pages 10 to 15 form part of these financial statements

EDI CENTRAL LIMITED

Notes to the financial statements

For the year ended 31 December 2016

1. Presentation of financial statements

The company's financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006.

These are the first financial statements prepared under IFRS as adopted by the EU. The directors consider there were no material changes to the financial statements under UK GAAP prepared previously by the company.

New accounting standards adopted during the year

The following new standards, amendments to standards and interpretations are mandatory for the first time for the financial year beginning 1 January 2016 and have been adopted by the company:

Disclosure initiative (Amendments to IAS 1)

The above amendment is not considered to have materially impacted the financial statements of the company.

New standards and interpretations issued not applied

The International Accounting Standards Board ("IASB") and IFRIC have issued the following standards and interpretations, which may have an impact on the company, with an effective date for financial years beginning on or after the dates disclosed below and therefore after the date of these financial statements:

| <i>International Accounting Standards and Interpretations</i> | | <i>Effective for annual periods beginning on or after</i> |
|---|---|---|
| Amendments to IAS 7 | Statement of cash flows: disclosure initiative* | 1 January 2017 |
| Amendments to IAS 12 | Recognition of Deferred Tax Assets for Unrealised Losses* | 1 January 2017 |
| IFRS 9 | Financial instruments | 1 January 2018 |
| Amendments to IAS 1 | Presentation of financial statements | 1 January 2018 |
| Amendments to IAS 39 | Financial Instruments: Recognition and Measurement | 1 January 2018 |
| Amendments to IFRS 7 | Financial Instruments: Disclosures | 1 January 2018 |

*not yet adopted for use in the European Union

The directors have reviewed the requirements of the new standards and interpretations listed above and they are not expected to have a material impact on the company's financial statements in the period of initial application.

EDI CENTRAL LIMITED

Notes to the financial statements

For the year ended 31 December 2016

2. Going concern

As described in the Directors' Report, the group's ultimate shareholder, The City of Edinburgh Council, has concluded that the group should begin a process of closure. At the date of this report no timescale has been set or proposed for that closure and the Council has confirmed that the group and its subsidiaries will fulfil their development commitments. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years.

Each operating Company, and the Group, as part of its regular evaluation of liquidity risk, models the principal risks and uncertainties in its cash flow projections for the foreseeable future. This has included a range of trading and closure scenarios.

After discussions with the shareholder and after assessing the availability of cash balances under a range of scenarios, the Directors have formed the opinion that the Company has adequate resources to continue in business for the foreseeable future. Accordingly, the financial statements have been prepared on the going concern basis.

3. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and in accordance with UK companies' legislation, as applicable to companies reporting under IFRS. These financial statements therefore comply with IFRS as adopted by the EU.

The principal accounting policies adopted to prepare the financial statements are set out below.

Critical accounting estimates and sources of estimation uncertainty

In applying the accounting policies, the directors may at times, require to make critical accounting judgements and estimates about the carrying amount of assets and liabilities. These estimates and assumptions, when made, are based on historical experience and other factors that the directors consider are relevant.

The directors consider that there are no accounting estimates that have been made; or sources of uncertainty in the current year or prior year that would have a material effect on these financial statements.

Financial instruments

Financial instruments are measured initially at cost, which is the fair value of what was paid or received to acquire or incur them.

After initial recognition, financial assets and liabilities may be classified into the following categories: financial assets or liabilities at fair value through profit or loss; held to maturity investments; available for sale financial assets; loans and receivables and other financial liabilities at amortised cost.

EDI CENTRAL LIMITED

Notes to the financial statements

For the year ended 31 December 2016

3. Accounting policies (continued)

The company has the following categories of financial assets and liabilities:

Trade and other receivables

Trade and other receivables are initially measured at fair value, which is the original invoice amount, and subsequently measured at amortised cost, using the effective interest method. A provision for impairment is accounted for when management deems that specific receivable balances will not be collected. The amount of the impairment loss is recognised in the income statement. Bad debts are written off when they are identified as being bad.

Trade and other payables

Trade payables are initially measured at fair value and subsequently measured at amortised cost, using the effective interest method.

Current and deferred taxation

The charge for current tax is based on the results for the year as adjusted for items which are non-assessable or disallowed. It is calculated using rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. In principle, deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited in the income statement, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the company intends to settle its current tax assets and liabilities on a net basis.

4. Directors

No directors received emoluments from EDI Central Limited in the year or the previous year. There were no other transactions with directors in the year.

5. Auditor's remuneration

During the year the following fees for audit services were paid to the company's auditor:

| | 2016 | 2015 |
|--|-------|-------|
| | £ | £ |
| Fees payable to the company's auditor for audit services | 2,500 | 2,500 |

6. Interest receivable

Interest receivable represents the unwinding of non-current debtors to net present value.

EDI CENTRAL LIMITED

Notes to the financial statements

For the year ended 31 December 2016

7. Corporation tax
(a) Analysis of charge in the year

| | 2016 | 2015 |
|--------------|-------------------|-------------------|
| | £ | £ |
| Current tax: | | |
| Intercompany | (575) | - |
| | <u> </u> | <u> </u> |

(b) Factors affecting tax credit in the year

The tax assessed for the year is different from that calculated using the standard rate of corporation tax in the UK of 20.00% (2015: 20.25%). The differences are explained below:

| | 2016 | 2015 |
|---|-------------------|-------------------|
| | £ | £ |
| Profit on ordinary activities before tax | 70,748 | 72,805 |
| | <u> </u> | <u> </u> |
| Profit on ordinary activities multiplied by standard rate of corporation tax of 20.00% (2015: 20.25%) | 14,150 | 14,741 |
| Effects of: | | |
| Expenses not deductible for tax purposes | - | 1,635 |
| Adjustment to brought forward values | - | (59,346) |
| Group relief claimed | (575) | - |
| Adjust deferred tax to average rate | (123) | 4,685 |
| Losses surrendered | 575 | 744 |
| Deferred tax not recognised | (14,602) | 37,541 |
| | <u> </u> | <u> </u> |
| Current tax credit in the year | (575) | - |
| | <u> </u> | <u> </u> |

(c) Factors affecting future tax charges

There are no specific factors which have been identified that will affect future tax charges.

8. Trade and other receivables

Current

| | 2016 | 2015 |
|------------------------------------|-------------------|-------------------|
| | £ | £ |
| Amounts owed by group undertakings | 257,064 | 21,392 |
| Other debtors | 535,000 | 535,000 |
| | <u> </u> | <u> </u> |
| | 792,064 | 556,932 |

Non-current

| | | |
|---------------|-------------------|-------------------|
| Other debtors | 1,351,470 | 1,815,941 |
| | <u> </u> | <u> </u> |
| | 2,143,534 | 2,372,873 |

EDI CENTRAL LIMITED

Notes to the financial statements

For the year ended 31 December 2016

9. Share capital

Allotted, called up and fully paid:

| | 2016 | | 2015 | |
|----------------------------|------|-----|------|-----|
| | No. | £ | No. | £ |
| Ordinary shares of £1 each | 100 | 100 | 100 | 100 |

10. Trade and other payables

| | 2016 £ | 2015 £ |
|--|-----------|-----------|
| Amounts owed to associate undertakings | 347,125 | 647,126 |
| Accruals | 2,850 | 2,850 |
| | 349,975 | 649,976 |

11. Parent undertakings and related party transactions

The company is wholly owned by The EDI Group Limited, a company registered in Scotland. The financial statements of the parent undertaking are available at the company's registered office.

The ultimate controlling party is The City of Edinburgh Council.

At the balance sheet date the company owed £347,125 (2015: £647,126) to The City of Edinburgh Council.

12. Financial instruments and risk management

The company has the following categories of financial instruments at the balance sheet date:

| | 2016 £ | 2015 £ |
|--|-----------|-----------|
| Financial assets | | |
| Financial assets at amortised cost | | |
| - Trade and other receivables | 2,143,534 | 2,372,873 |
| | 2,143,534 | 2,372,873 |
| | | |
| | 2016 £ | 2015 £ |
| Financial liabilities | | |
| Financial liabilities measured at amortised cost | | |
| - Trade and other payables | 349,975 | 649,976 |
| | 349,975 | 649,976 |

EDI CENTRAL LIMITED

Notes to the financial statements

For the year ended 31 December 2016

12. Financial instruments and risk management (continued)

Capital risk management

The company aims to manage its overall capital structure to ensure it continues to operate as a going concern. The company's capital structure represents the equity attributable to the shareholders of the company together with borrowings and cash equivalents. The directors are closely involved in the running of the company and are therefore fully aware of the capital position of the company at any point in time and any changes that circumstances bring. As a result, they are in a position to address any issues that may arise on a timely basis.

Risk management objectives

The Board is charged with the overall responsibility of establishing and monitoring the company's risk management policies and processes in order to identify, analyse and monitor the risks that are faced by the company. The company does not enter into or trade financial instruments for speculative purposes.

Fair values

The directors consider that the carrying values of all the company's financial assets and liabilities approximate their fair values at the balance sheet dates.

The company does not hold any financial instruments that are classified as fair value through the profit or loss or available for sale and therefore are measured at fair value.

Market Risk

The company does not hold any inventory or property that is at risk of falling in value due to market conditions.

The sole activity of EDI Central Limited is the recovery of the debtor balance, which has a set repayment mechanism for the sums due. The directors of the company therefore do not deem it subject to market risk.

Credit risk

The only significant debtor subject to credit risk is that of the balance owed by the NCP debtor. This has set repayment terms and in the past there have been no issues noted in relation to slow or non-payment. On this basis the directors deem the credit risk of the company to be low.

Liquidity Risk

The only liquidity risk the company faces is in relation to the recovery of the NCP debtor. This has set repayment terms and in the past there have been no issues in relation to slow or non-payment. On this basis the directors deem the liquidity risk of the company to be low.

13. Post Balance Sheet Event

On 23rd February 2017, the Company's ultimate shareholder, The City of Edinburgh Council, decided that the company should begin a process of closure. At the date of these Financial Statements no timescale has been set or proposed for that closure and the Council has confirmed that the company will fulfil its development commitments. The directors envisage that a managed process of development completions and cessation will therefore take place over a short number of years.