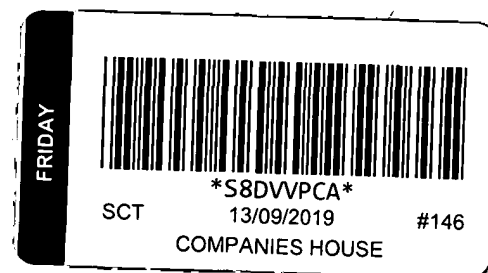


# **Tay Euro Fund Limited**

**Annual report and financial statements**

**For the year ended 31 March 2019**

**Registered number: SC128863**



## **Contents**

	<b>Page(s)</b>
Company information	2
Directors' report	3
Directors' responsibilities statement	4
Independent auditor's report to the members of Tay Euro Fund Limited	5 - 6
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9 - 12

## **Company Information**

### **Directors**

Iain Scott  
Douglas Colquhoun

### **Secretary**

Stuart Clarke

### **Independent auditor**

Wylie & Bisset LLP  
168 Bath Street  
Glasgow  
G2 4TP

### **Registered office**

Atrium Court  
50 Waterloo Street  
Glasgow  
G2 6HQ

## **Tay Euro Fund Limited**

### **Annual report and financial statements**

**31 March 2019**

---

#### **Directors' report**

The directors present their report and audited financial statements of the Company, registered number SC128863, for the year ended 31 March 2019.

#### **Principal activity and review of the business**

Investment activity has now ceased and the Company is in the process of being wound down. The directors no longer consider the Company to be operating as a going concern. Any assets will be realised in the normal course of business and no amendment has been made to the balances in the financial statements. The profit and loss account for the year is set out on page 7. Scottish Enterprise, the Company's ultimate parent entity has provided the Company with loan funding in past years. No terms have been set for repayment of the loan and no interest is charged on the amounts due.

#### **Proposed dividend**

The directors do not recommend the payment of a dividend.

#### **Directors**

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

Iain Scott  
Douglas Colquhoun

#### **Political contributions**

The company made no political donations or incurred any political expenditure during the year.

#### **Directors' statement as to 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 aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

#### **Auditor**

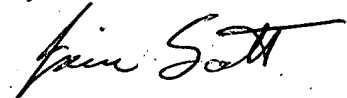
Wylie & Bisset LLP was appointed as auditor to the company from March 2018, for a maximum period of 4 years, following a competitive tender process undertaken by Scottish Enterprise, the Company's ultimate parent undertaking. A new competitive tender process will be undertaken by Scottish Enterprise to appoint auditors for future accounting periods.

#### **Small Company Exemption**

This report has been prepared in accordance with the special provisions of Chapter 5 of Part 15 of the Companies Act 2006.

The company has also taken advantage of the exemptions contained within section 414(b) of the Companies Act 2006 from preparing a strategic report as the company is considered to be small under the small companies regime.

By order of the board



Iain Scott  
Director

21 June 2019

Registered office: Atrium Court, 50 Waterloo Street, Glasgow G2 6HQ.

---

**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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business. As explained in note 1, the directors do not believe that it is appropriate to prepare the financial statements on a going concern basis.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

---

# **Independent auditor's report to the members of Tay Euro Fund Limited**

## **Opinion**

We have audited the financial statements of Tay Euro Fund Limited (the 'company') for the year ended 31 March 2019 set out on pages 7 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

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 loss 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.

## **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 our 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.

# Independent auditor's report to the members of Tay Euro Fund Limited (continued)

## Matters on which we are required to report by exception

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 material misstatements in the Directors' Report.

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 and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

## 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's 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.

  
Scott Gillon BA(Hons) FCCA, CA (Senior Statutory Auditor)

for and on behalf of Wylie & Bisset LLP

21 June 2019

Chartered Accountants  
Statutory Auditor

168 Bath Street  
Glasgow  
G2 4TP

**Tay Euro Fund Limited**  
**Annual report and financial statements**  
**31 March 2019**

---

**Profit and loss account**  
**for the year ended 31 March 2019**

		<b>2019</b>	<b>2018</b>
	<b>Notes</b>	<b>£</b>	<b>£</b>
Operating expenditure		(1,860)	(3,396)
<b>Operating loss</b>	<b>2</b>	<b>(1,860)</b>	<b>(3,396)</b>
Interest receivable and similar income		1	125
<b>Loss on ordinary activities before taxation</b>		<b>(1,859)</b>	<b>(3,271)</b>
Tax on loss on ordinary activities	<b>3</b>	-	-
<b>Loss for the financial year</b>	<b>8</b>	<b>(1,859)</b>	<b>(3,271)</b>

There were no recognised gains or losses other than as shown in the profit and loss account above in the current and previous year.

The notes on pages 9 to 12 form part of these financial statements.



**Tay Euro Fund Limited**  
Annual report and financial statements  
31 March 2019

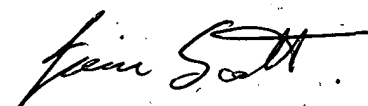
---

Balance sheet  
As at 31 March 2019

	Notes	2019 £	2018 £
<b>Fixed assets – investments</b>	<b>4</b>	-	-
		-	-
<b>Current assets</b>			
Debtors	<b>5</b>	697,062	698,921
		697,062	698,921
<b>Creditors: amounts falling due within one year</b>	<b>6</b>	(835,310)	(835,310)
<b>Net current liabilities</b>		(138,248)	(136,389)
<b>Total assets less current liabilities</b>		(138,248)	(136,389)
<b>Net liabilities</b>		(138,248)	(136,389)
<b>Capital and reserves</b>			
Called up share capital	<b>7</b>	100	100
Profit and loss account	<b>8</b>	(138,348)	(136,489)
<b>Deficit on shareholder's funds</b>		(138,248)	(136,389)

The notes on pages 9 to 12 form part of these financial statements.

The financial statements on pages 7 to 12 were authorised and approved by the Board of Directors on 21 June 2019 and were signed on its behalf by:



Iain Scott  
**Director**

21 June 2019

Registered Number: SC128863

## **Notes to the financial statements**

As at 31 March 2019

### **1. Accounting policies**

Tay Euro Fund Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with the Financial Reporting 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. All amounts in the financial statements have been rounded to the nearest £1.

The Company's ultimate parent undertaking, Scottish Enterprise, includes the Company in its consolidated financial statements. The consolidated financial statements of Scottish Enterprise are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from The Company Secretary, Scottish Enterprise, Atrium Court, 50 Waterloo Street, Glasgow, G2 6HQ. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes
- Related party disclosures

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

#### **1.1 Going concern**

The directors no longer consider the Company to be operating as a going concern. Any assets remaining will be realised within the normal course of business and no amendment has been made to the balances in the financial statements. Scottish Enterprise has agreed to waive repayment of its loan until the Company is in a position to do so.

#### **1.2 Interest**

Interest income is recognised on an accrued basis and is credited to the profit and loss account when it becomes due.

#### **1.3 Taxation**

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 adjustments to tax payable in respect of previous years.

## Notes to the financial statements (continued)

As at 31 March 2019

### 2. Operating loss

This is stated after charging:

	2019	2018
	£	£
Auditor's remuneration – audit of these financial statements	900	900

#### (i) Directors' emoluments

No directors who held office during the year received any emoluments from any sources for their services to the company.

### 3. Taxation

	2019	2018
	£	£
UK corporation tax for the period	-	-

#### Factors affecting current tax charge

The tax assessed on the loss on ordinary activities for the year is higher (2018: higher) than the standard rate of corporation tax in the UK of 19% (2018: 19%).

	2019	2018
	£	£
Loss on ordinary activities before tax	(1,859)	(3,271)
Loss on ordinary activities multiplied by UK corporation tax of 19% (2018: 19%)	(353)	(621)
Effect of losses available for group relief	353	621
<b>Total current tax charge</b>	-	-

Reductions in the tax rate to 17% (effective from 1 April 2020) were substantively enacted on 15 September 2016. This will reduce the company's future current tax charge accordingly.

## Notes to the financial statements (continued)

As at 31 March 2019

### 4. Fixed assets - investments

	Unlisted equity investment
<b>Cost</b>	<b>£</b>
At 1 April 2018	1,476
Additions	-
Transferred to parent company	(1,476)
At 31 March 2019	-
<b>Provisions</b>	
At 1 April 2018	1,476
Transferred to parent company	(1,476)
At 31 March 2019	-
<b>Net book value at 31 March 2019</b>	-
Net book value at 31 March 2018	-

On 13 November 2018, the Company transferred its equity investment to Scottish Enterprise, for market value, which was nil.

### 5. Debtors

	2019	2018
	£	£
Amount due from parent undertaking	697,062	698,036
Corporation Tax debtor	-	885
	<u>697,062</u>	<u>698,921</u>

**Tay Euro Fund Limited**

Annual report and financial statements

31 March 2019

**Notes to the financial statements (continued)**

As at 31 March 2019

**6. Creditors: amounts falling due within one year**

	2019	2018
	£	£
Accruals	2,820	2,820
Scottish Enterprise	832,490	832,490
	<u>835,310</u>	<u>835,310</u>

**7. Share capital**

	2019	2018
	£	£
Allotted, called up and fully paid 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

**8. Statement of movements on shareholder's funds**

	Profit and loss account	Called up share capital	Shareholder funds
	£	£	£
Balance at 1 April 2018	(136,489)	100	(136,389)
Loss for the financial year	(1,859)	-	(1,859)
Balance at 31 March 2019	<u>(138,348)</u>	<u>100</u>	<u>(138,248)</u>