COMPANY REGISTRATION NUMBER: SC206930

The Edinburgh Schools Partnership Limited

Annual Report and Financial Statements

31 March 2018

The Edinburgh Schools Partnership Limited

Annual Report and Financial Statements

Year Ended 31 March 2018

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The Edinburgh Schools Partnership Limited

Officers and Professional Advisers

The Board of Directors	C J Anderson (Appointed 1 April 2017) J I Cavill N Woodburn D F Gilmour A C Ritchie M T Smith C T Solley K A McLellan (Resigned 1 April 2017)
Company Secretary	Infrastructure Managers Limited
Registered Office	2nd Floor 11 Thistle Street Edinburgh EH2 1DF
Independent Auditors	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors Level 4 Atria One 144 Morrison Street Edinburgh EH3 8EX
Bankers	Lloyds Bank Corporate Markets New Uberior House Edinburgh EH3 9BN

The Edinburgh Schools Partnership Limited

Strategic Report

Year Ended 31 March 2018

The directors present their strategic report on The Edinburgh Schools Partnership Limited ("the Company") for the year ended 31 March 2018.

Principal objectives and strategies

The Company's principal objective is to design, construct, refurbish and provide lifecycle management, facilities management, cleaning and catering to schools within the Edinburgh area over a 30 year period. Included within the project are 10 primary, 5 secondary, 3 special needs schools and 1 community centre.

Review of business

In 2016 building defects were identified which resulted in a period of school closures while rectification works were carried out with the Company incurring unavailability penalties whilst the schools were closed. The rectification works were completed in 2016. The financial impact of these rectification works and penalties were fully recognised in prior years. The Company continues to pursue various sub-contractors in relation to the building defects.

The profit for the year, after taxation, amounted to £2,402,587 (2017: loss of £2,629,452). The prior year included significant deductions incurred as a result of the historic building defects. The turnover and profit for the current year are at expected levels and in line with earlier years.

The profit for the year will be transferred to reserves.

Going concern

After reviewing the Company's forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Key performance indicators

The performance of the Company from a cash perspective is assessed six monthly by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the Group loan agreement.

Principal risks and uncertainties

Due to the nature of the Company's business, the financial risks the directors consider relevant to this Company is credit, interest rate, cash flow and liquidity risk. The credit risk is not considered significant as the client is a quasi governmental organisation.

Interest rate risk

The financial risk management objectives of the Company are to ensure that financial risks are mitigated by the use of financial instruments. The Company uses interest rate swaps to reduce its exposure to interest rate movements. Financial instruments are not used for speculative purposes.

Cash Flow and Liquidity risk

Many of the Cash Flow risks are addressed by means of contractual provisions. The Company's liquidity risk is principally managed through financing the Company by means of long term borrowings.

The Edinburgh Schools Partnership Limited

Strategic Report *(continued)*

Year Ended 31 March 2018

This report was approved by the board of directors on 25 July '18 and signed on behalf of the board by:

Martin Smith

M T Smith
Director

The Edinburgh Schools Partnership Limited

Directors' Report

Year Ended 31 March 2018

The directors present their report and the audited Annual Report and Financial Statements of the Company for the year ended 31 March 2018.

Directors

The directors who served the Company during the year and up to the date of this report were as follows:

C J Anderson
J I Cavill
N Woodburn
D F Gilmour
A C Ritchie
M T Smith
C T Solley
K A McLellan

Dividends

The directors do not recommend the payment of a dividend (2017: £nil).

Future developments

The directors intend for the Company to continue to operate in line with the financial forecast model, contractual terms and do not expect any strategic changes.

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.

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 25 July 2018 and signed by order of the board by:

Infrastructure Managers Limited
Company Secretary

The Edinburgh Schools Partnership Limited

Directors' Responsibilities Statement

Year Ended 31 March 2018

The directors are responsible for preparing the Strategic Report, 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.

The Edinburgh Schools Partnership Limited

Independent Auditors' Report to the Members of The Edinburgh Schools Partnership Limited

Year Ended 31 March 2018

Report on the audit of the financial statements

Opinion

In our opinion, The Edinburgh Schools Partnership Limited's financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of Financial Position as at 31 March 2018; the Statement of Comprehensive Income and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

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

- 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Company's ability to continue as a going concern.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Strategic report and directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

Auditors' 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 auditors' 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 FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Mark Hoskyns-Abrahall (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants & Statutory Auditors
Edinburgh

25 July 2018

The Edinburgh Schools Partnership Limited

Statement of Comprehensive Income

Year Ended 31 March 2018

	Note	2018 £	2017 £
Turnover	4	**12,470,033**	6,291,958
Cost of sales		**(9,891,231)**	(8,683,236)
Gross profit/(loss)		**2,578,802**	(2,391,278)
Administrative expenses		**(761,850)**	(1,960,397)
Operating profit/(loss)	5	**1,816,952**	(4,351,675)
Other interest receivable and similar income	7	**4,989,803**	4,899,917
Interest payable and similar expenses	8	**(3,932,772)**	(3,893,211)
Profit/(loss) before taxation		**2,873,983**	(3,344,969)
Tax on profit/(loss)	9	**(471,396)**	715,517
Profit/(loss) for the financial year		**2,402,587**	(2,629,452)
Fair value movements on cash flow hedging instruments, net of tax		**1,746,250**	261,419
Total comprehensive income/expense for the financial year		**4,148,837**	(2,368,033)

All the activities of the Company are from continuing operations.

The Edinburgh Schools Partnership Limited

Statement of Financial Position

As at 31 March 2018

	Note	2018 £	2017 £
Current assets			
Debtors: amounts falling due within one year	10	**3,560,529**	5,054,332
Debtors: amounts falling due after more than one year	10	**63,504,730**	65,954,303
Cash at bank and in hand		**8,712,568**	8,095,169
		75,777,827	79,103,804
Creditors: amounts falling due within one year	11	**(5,932,026)**	(7,019,289)
Net current assets		**69,845,801**	72,084,515
Total assets less current liabilities		**69,845,801**	72,084,515
Creditors: amounts falling due after more than one year	12	**(61,186,380)**	(66,117,725)
Provisions for liabilities			
Taxation including deferred taxation	13	**(5,582,318)**	(5,730,607)
Other provisions	13	**–**	(1,307,918)
		(5,582,318)	(7,038,525)
Net assets/(liabilities)		**3,077,103**	(1,071,735)
Capital and reserves			
Called up share capital	16	**83,395**	83,395
Hedging reserve	17	**(6,558,102)**	(8,304,352)
Retained earnings	17	**9,551,810**	7,149,222
Total shareholders' funds/(deficit)		**3,077,103**	(1,071,735)

The Annual Report and Financial Statements were approved by the board of directors and authorised for issue on 25 July 2018, and are signed on behalf of the board by:

Martin Smith

M T Smith
Director

Company registration number: SC206930

The notes on pages 13 to 23 form part of the Annual Report and Financial Statements.

The Edinburgh Schools Partnership Limited

Statement of Changes in Equity

Year Ended 31 March 2018

	Called up share capital £	Hedging reserve £	Retained earnings £	Total £
At 1 April 2016	83,395	(8,565,771)	9,778,674	1,296,298
Loss for the financial year			(2,629,452)	(2,629,452)
Other comprehensive income for the year:				
Fair value movements on cash flow hedging instruments, net of tax	–	261,419	–	261,419
Total comprehensive income for the financial year	–	261,419	(2,629,452)	(2,368,033)
At 31 March 2017	83,395	(8,304,352)	7,149,223	**(1,071,734)**
Profit for the financial year			2,402,587	**2,402,587**
Other comprehensive income for the year:				
Fair value movements on cash flow hedging instruments, net of tax	–	1,746,250	–	**1,746,250**
Total comprehensive income for the financial year	–	1,746,250	2,402,587	**4,148,837**
At 31 March 2018	83,395	(6,558,102)	9,551,810	**3,077,103**

Included in the fair value movement on cash flow hedging instruments is £1,637,270 (2017: £1,691,072) that was recycled through Interest Payable in the Statement of Comprehensive Income.

The notes on pages 13 to 23 form part of the Annual Report and Financial Statements.

The Edinburgh Schools Partnership Limited

Statement of Cash Flows

Year Ended 31 March 2018

	Note	2018 £	2017 £
Cash generated from operations	18	**1,931,657**	(7,675,687)
Interest paid		**(2,992,412)**	(3,198,953)
Interest received		**4,603,744**	4,899,917
Tax received/(paid)		**96,345**	(331,094)
Net cash from/(used in) operating activities		**3,639,334**	(6,305,817)
Cash flows from financing activities			
Repayments of borrowings		**(3,021,935)**	(3,460,004)
Proceeds from loans from group undertakings		–	5,500,000
Net cash (used in)/from financing activities		**(3,021,935)**	2,039,996
Net increase/(decrease) in cash and cash equivalents		**617,399**	(4,265,821)
Cash and cash equivalents at beginning of year		**8,095,169**	12,360,990
Cash and cash equivalents at end of year		**8,712,568**	8,095,169

The notes on pages 13 to 23 form part of the Annual Report and Financial Statements.

1. General information

The Edinburgh Schools Partnership Limited ("the Company") is a private company limited by shares and is incorporated and domiciled in the UK. The address of its registered office is 2nd Floor, 11 Thistle Street, Edinburgh, EH2 1DF.

The Company was formed to design, construct, refurbish and provide lifecycle maintenance, facilities management, cleaning and catering to schools within the Edinburgh area over a 30 year period.

The Company's functional and presentation currency is the pound sterling.

2. Statement of compliance

The individual financial statements of The Edinburgh Schools Partnership 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.

3. Accounting policies

(a) Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities.

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) Going concern

The directors have reviewed forecasts of future cash flows and no breaches in covenants have occurred or are forecast and the Company has net current assets and positive reserves. The directors believe that there is a reasonable expectation that the Company has sufficient resources to continue as a going concern for the foreseeable future, therefore the accounts have been prepared on a going concern basis.

3. Accounting policies *(continued)*

(c) Judgments and key sources of estimation uncertainty

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

Significant judgments

The judgments (apart from those involving estimations) that management has made in the process of applying the entity's accounting policies and that have the most significant effect on the amounts recognised in the financial statements are as follows:

i) Hedge accounting and consideration of the fair value of derivative financial instruments

The Company uses derivative financial instruments to hedge certain economic exposures in relation to movements in interest rates as compared with the position that was expected at the date the underlying transaction being hedged was entered into. The Company fair values its derivative financial instruments and records the fair value of those instruments on its Statement of Financial Position. No market prices are available for these instruments and consequently the fair values are determined by calculating the present value of the estimated future cashflows based on observable yield curves. There is also a judgment on whether an economic hedge relationship exists in order to achieve hedge accounting. Appropriate documentation has been prepared detailing the economic relationship between the hedging instrument and the underlying loan being hedged.

ii) Deferred taxation

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Judgment is required in the case of the recognition of deferred taxation assets, the Directors have to form an opinion as to whether it is probable that the deferred taxation asset recognised is recoverable against future taxable profits arising. This exercise of judgment requires the Directors to consider forecast information over a long time horizon having regard to the risks that the forecasts may not be achieved and then form a reasonable opinion as to the recoverability of the deferred taxation asset.

Key sources of estimation uncertainty

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.

3. Accounting policies *(continued)*

ii) Accounting for service concession arrangements

Accounting for the service concession contract and finance debtors requires estimation of service margins, finance debtor interest rates and associated amortisation profile which is based on forecast results of the contract.

(d) Revenue recognition

Turnover represents the services' share of the management services income received by the Company for the provision of a PFI asset to the customer. This income is received over the life of the concession period. Management service income is allocated between turnover, finance debtor interest and reimbursement of finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract.

(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.

ii) Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences 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 recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is also recognised on the revaluations of derivative financial instruments, with the movements going through the Statement of Comprehensive Income.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the deferred tax asset or liability.

3. Accounting policies *(continued)*

(f) Finance debtor

The Company has taken the transition exemption in FRS 102 Section 35.10(i) that allows the Company to continue the service concession arrangement accounting policies from previous UK GAAP.

The Company is accounting for the concession asset based on the ability to substantially transfer all the risks and rewards of ownership to the customer, with this arrangement the costs incurred by the Company on the design and construction of the assets have been treated as a finance debtor within these financial statements.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of six months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

(h) Borrowings

Borrowings are recognised at amortised cost using the effective interest rate method. Under the effective interest rate method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the Statement of Comprehensive Income over the life of the borrowings. Borrowings with maturities greater than twelve months after the reporting date are classified as non-current liabilities.

(i) Provisions

Provisions are recognised when the entity has an obligation at the reporting date as a result of a past event, it is probable that the entity will be required to transfer economic benefits in settlement and the amount of the obligation can be estimated reliably. Provisions are recognised as a liability in the Statement of Financial Position and the amount of the provision as an expense. Provisions are initially measured at the best estimate of the amount required to settle the obligation at the reporting date and subsequently reviewed at each reporting date and adjusted to reflect the current best estimate of the amount that would be required to settle the obligation. Any adjustments to the amounts previously recognised are recognised in profit or loss unless the provision was originally recognised as part of the cost of an asset.

(j) Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price and subsequently at amortised cost, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

3. Accounting policies *(continued)*

Financial instruments *(continued)*

Other financial instruments are subsequently measured at fair value, with any changes recognised in the Statement of Comprehensive Income, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in the Statement of Comprehensive Income immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in the Statement of Comprehensive Income immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the Statement of Financial Position. Finance costs and gains or losses relating to financial liabilities are included in the Statement of Comprehensive Income. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

(k) Hedge accounting

The Company has entered into an arrangement with third parties that is designed to hedge future cash flows arising on variable rate interest loan arrangements, with the net effect of exchanging the cash flows arising under those arrangements for a stream of fixed interest cash flows ("interest rate swaps").

To qualify for hedge accounting, documentation is prepared specifying the hedging strategy, the component transactions and methodology used for effectiveness measurement. Changes in the carrying value of financial instruments that are designated and effective as hedges of future cash flows ("cash flow hedges") are recognised directly in a hedging reserve in equity and any ineffective portion is recognised immediately in the Statement of Comprehensive Income. Amounts deferred in equity in respect of cash flow hedges are subsequently recognised in the Statement of Comprehensive Income in the same period in which the hedged item affects net profit or loss or the hedging relationship is terminated and the underlying position being hedged has been extinguished.

4. Turnover

Turnover arises from:

	2018	2017
	£	£
Rendering of services	**12,470,033**	6,291,958

The whole of the turnover is attributable to the principal activity of the Company wholly undertaken in the United Kingdom.

5. Operating profit/(loss)

Operating profit or loss is stated after charging:

	2018	2017
	£	£
Fees payable for the audit of the annual report and financial statements	**15,974**	15,427

Included in the fee above is £2,341 (2017: £2,060) for the audit of the immediate parent entity ESP (Holdings) Limited.

6. Particulars of employees and directors

The average number of persons employed by the Company during the financial year, including the directors, amounted to nil (2017: nil). The directors did not receive any remuneration from the Company during the year (2017: £nil).

7. Other interest receivable and similar income

	2018	2017
	£	£
Interest on cash and cash equivalents	**47,516**	37,051
Finance debtor interest	**4,556,229**	4,862,866
Gain on financial instruments	**386,058**	–
	4,989,803	4,899,917

8. Interest payable and similar expenses

	2018	2017
	£	£
Interest on bank loans and overdrafts	**3,008,128**	3,198,953
Interest due to Group undertakings	**876,232**	388,667
Loss on financial instruments	–	224,509
Other interest payable and similar expenses	**48,412**	81,082
	3,932,772	3,893,211

9. Tax on profit/(loss)

Major components of tax expense/(income)

	2018 £	2017 £
Current tax:		
UK current tax expense	**287,669**	–
Adjustments in respect of prior periods	**19,241**	(1,230)
Total current tax	**306,910**	(1,230)
Deferred tax:		
Origination and reversal of timing differences	**164,486**	(520,901)
Impact of change in tax rate	–	(193,386)
Total deferred tax	**164,486**	(714,287)
Tax on profit/(loss)	**471,396**	(715,517)

Reconciliation of tax expense/(income)

The tax assessed on the profit for the year is lower than (2017: lower than) the standard rate of corporation tax in the UK of 19% (2017: 20%).

	2018 £	2017 £
Profit/(loss) before taxation	**2,873,983**	(3,344,969)
Profit/(loss) by rate of tax	**546,057**	(668,994)
Adjustment to tax charge in respect of prior periods	**19,241**	(1,230)
Effect of expenses not deductible for tax purposes	**(93,902)**	148,093
Effect of change in tax rates	–	(193,386)
Total tax charge/(credit)	**471,396**	(715,517)

10. Debtors

Debtors amounts falling due within one year are as follows:

	2018 £	2017 £
Trade debtors	**89,321**	1,364,265
Prepayments and accrued income	**450,031**	414,499
Corporation tax repayable	**96,345**	403,255
Finance debtor	**2,866,841**	2,815,314
Other debtors	**57,991**	56,999
	3,560,529	5,054,332

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

	2018 £	2017 £
Deferred tax asset	**2,155,366**	2,870,602
Finance debtor	**61,349,364**	63,083,701
	63,504,730	65,954,303

10. Debtors *(continued)*

The movement in the finance debtor is analysed as follows:

	2018 £	2017 £
At beginning of year	**65,899,015**	68,970,814
Repayments	**(1,682,810)**	(3,071,799)
At end of year	**64,216,205**	65,899,015

11. Creditors: amounts falling due within one year

	2018 £	2017 £
Bank loans and overdrafts	**2,382,837**	2,959,785
Trade creditors	**1,648,914**	2,771,308
Amounts owed to Group undertakings	**1,343,474**	467,242
Accruals and deferred income	**406,673**	445,902
Taxation and social security	**150,128**	375,052
	5,932,026	7,019,289

Amounts owed to Group undertakings relate to £1,343,474 (2017: £467,242) for accrued interest on the subordinated loan notes. The accrued interest is unsecured, repayable on demand and incurs interest at LIBOR plus 2%.

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

	2018 £	2017 £
Bank loans and overdrafts	**45,789,038**	48,185,612
Amounts owed to Group undertakings	**6,702,366**	6,702,366
Derivative financial liability	**8,694,976**	11,229,747
	61,186,380	66,117,725

a) The bank loan is secured by a bond and floating charge over all the assets, rights and undertakings of the Company. The loan is repayable under an instalment scheme whereby small repayments are made in the first few years of the loan. The full amount of loan at 31 March 2018 is £48,617,411 (2017: £51,639,346). Issue costs of £445,536 (2017: £507,045) have been set off against the total loan drawdowns.

b) Amounts owed to Group undertakings - In November 2001 the Company issued £9,742,310 subordinated loan notes to its immediate parent company, ESP (Holdings) Limited, with a further £1,035,373 issued in April 2004 and £5,500,000 issued in December 2016. The loan notes bear interest of 13.07% per annum and payment of capital falls due in the year 2033. The Coupon on the principal amount accrues daily and is payable in cash on 30 September and 31 March each year. The investment sum was advanced under a subordinated loan agreement and is therefore unsecured, and would rank alongside ordinary creditors in the event of a winding up.

13. Provisions for liabilities

	Lifecycle	Deferred tax (note 14)	Total
	£	£	**£**
At 1 April 2017	1,307,918	5,730,607	**7,038,525**
Charge against provision	(1,307,918)	(148,289)	**(1,456,207)**
At 31 March 2018	–	5,582,318	**5,582,318**

Lifecycle Provision
The lifecycle provision related to maintaining the schools to their contractual specification. This work is subcontracted out over a 30 year period and represents the maximum amount that can be claimed at the balance sheet date for all maintenance work to date. The provision was fully utilised by March 2018.

14. Deferred tax

The deferred tax included in the statement of financial position is as follows:

	2018	2017
	£	£
Included in debtors (note 10)	**2,155,366**	2,870,602
Included in provisions for liabilities (note 13)	**(5,582,318)**	(5,730,607)
	(3,426,952)	(2,860,005)

The deferred tax account consists of the tax effect of timing differences in respect of:

	2018	2017
	£	£
Accelerated capital allowances	**5,582,318**	5,730,607
Unused tax losses	**(652,697)**	(933,519)
Other short term timing differences	**(24,523)**	(28,026)
Derivative Financial Instruments	**(1,478,146)**	(1,909,057)
	3,426,952	2,860,005

The net deferred tax liability expected to increase in 2019 is £136,849. This primarily relates to the decreased level of tax losses, slightly offset by the timing differences on capital allowances and short term timing differences.

	2018
	£
Opening balance	2,860,005
Movement through the profit or loss	136,037
Movement through other comprehensive income	430,910
Closing balance	**3,426,952**

15. Financial instruments

The carrying amount for each category of financial instrument is as follows:

	2018 £	2017 £
Financial assets that are debt instruments measured at amortised cost		
Financial assets that are debt instruments measured at amortised cost	**64,216,205**	65,899,015
Financial liabilities measured at fair value through profit or loss		
Financial liabilities measured at fair value through profit or loss	**(8,694,976)**	(11,229,747)
Financial liabilities measured at amortised cost		
Financial liabilities measured at amortised cost	**(55,319,777)**	(58,341,712)

The fair values of the interest rate swap have been calculated by discounting the fixed cash flows at forecasted forward interest rates over the term of the financial instrument. The bank borrowing and finance debtor are both held at amortised cost.

Hedge accounting

Derivatives are financial instruments that derive their value from the price of an underlying item, such as interest rates or other indices. The Company's use of derivative financial instruments is described below.

Interest rate swaps

The Company has entered into two interest rate swaps with third parties for the same notional amount as all of the Company's variable rate borrowings with banks which has the commercial effect of swapping the variable rate interest coupon on those loans for a fixed rate coupon. The bank loans and related interest rate swaps amortise at the same rate over the life of the loan/swap arrangements. The two interest rate swaps were entered into on 15 November 2001 and 6 April 2004 and both expire on 31 March 2031.

The Directors believe that the hedging relationship between the interest rate swaps and related variable rate bank loans is highly effective and as a consequence have concluded that these derivatives meet the definition of a cash flow hedge and have formally designated them as such.

Carrying value of all derivative financial instruments

All of the Company's derivative financial instruments are carried at fair value. The net carrying value of all derivative financial instruments at 31 March 2018 amounted to net liabilities of £8,694,976 (2017: £11,229,747). The effective portion of the movements in the fair value of these derivative financial instruments have been recorded in the cash flow hedge reserve amounting to a credit of £2,148,713(2017: credit of £178,181). The ineffective portion of the movements in the fair value have been recorded in the profit and loss amounting to a credit of £386,058 (2017: debit of £224,509).

16. Called up share capital

Issued, called up and fully paid

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	83,395	83,395	83,395	83,395

17. Reserves

The hedging reserve records fair value movements on cash flow and net investment hedging instruments.

Retained earnings records retained earnings and accumulated losses.

18. Cash generated from operations

	2018	2017
	£	£
Profit/(loss) for the financial year	2,402,587	(2,629,452)
Adjustments for:		
Other interest receivable and similar income	(4,989,803)	(4,899,917)
Interest payable and similar expenses	3,932,772	3,893,211
Tax on profit/(loss)	471,396	(715,517)
Changes in:		
Trade and other debtors	2,824,884	1,897,325
Trade and other creditors	(1,402,261)	946,806
Provisions	(1,307,918)	(6,168,143)
	1,931,657	(7,675,687)

19. Related party transactions

The Company is wholly owned by ESP (Holdings) Limited and has 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.

20. Controlling party

The immediate and ultimate parent undertaking is ESP (Holdings) Limited, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. The accounts of ESP (Holdings) Limited registered at 2nd Floor, 11 Thistle Street, Edinburgh, EH2 1DF can be obtained from the Registrar of Companies.