

REGISTERED NUMBER: 02725709 (England and Wales)

**Report of the Directors and
Financial Statements for the Year Ended 30 November 2019
for
Uttoxeter Estates Limited**



Uttoxeter Estates Limited

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for the Year Ended 30 November 2019**

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Uttoxeter Estates Limited
Company Information
for the Year Ended 30 November 2019

DIRECTORS:

G C Gusterson
M J Clements

REGISTERED OFFICE:

Park Point
17 High Street
Longbridge
Birmingham
B31 2UQ

REGISTERED NUMBER:

02725709 (England and Wales)

AUDITOR:

KPMG LLP
Statutory Auditor
One Snowhill
Snow Hill Queensway
Birmingham
West Midlands
B4 6GH

Uttoxeter Estates Limited
Report of the Directors
for the Year Ended 30 November 2019

The directors present their report with the financial statements of the company for the year ended 30 November 2019.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property investment.

DIVIDENDS

No dividends will be distributed for the year ended 30 November 2018.

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

DIRECTORS

G C Gusterson has held office during the whole of the period from 1 December 2018 to the date of this report.

Other changes in directors holding office are as follows:

R T Wood - resigned 31 July 2019

M J Clements was appointed as a director after 30 November 2019 but prior to the date of this report.

R J Hudson ceased to be a director after 30 November 2019 but prior to the date of this report.

GOING CONCERN

The financial position of the company is set out in the Balance Sheet and the accompanying Notes to the Financial Statements.

The company has satisfactory financial resources. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. In doing so, the directors have considered the latest guidelines from the Financial Reporting Council regarding the preparation of financial statements on a going concern basis.

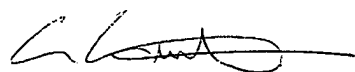
DISCLOSURE OF INFORMATION TO AUDITOR

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

AUDITOR

KPMG LLP, our appointed auditor, have conducted the audit for the year ended 30 November 2019 and have expressed a willingness to remain in office. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed reappointed as auditor in the absence of an Annual General Meeting.

ON BEHALF OF THE BOARD:



.....
G C Gusterson - Director

Date: 23rd July 2020

Uttoxeter Estates Limited

**Statement of Directors' Responsibilities
for the Year Ended 30 November 2019**

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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are 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, and 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 UTTOXETER ESTATES LIMITED

Opinion

We have audited the financial statements of Uttoxeter Estates Limited ("the company") for the year ended 30 November 2019 which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 November 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 *Reduced Disclosure Framework* 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analyzed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Gordon Docherty (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
 One Snowhill
 Snow Hill Queensway
 Birmingham
 B4 6GH

Date: 23 July 2020

Uttoxeter Estates Limited

**Statement of Comprehensive Income
for the Year Ended 30 November 2019**

	Notes	2019 £	2018 £
TURNOVER	3	1,139	16,500
Cost of sales		<u>(5,185)</u>	<u>(4,156)</u>
GROSS (LOSS)/PROFIT		(4,046)	12,344
Administrative expenses		<u>(5,500)</u>	<u>(5,590)</u>
		(9,546)	6,754
Other operating income	4	-	37,014
Gain/(loss) on revaluation of investment property		<u>(15,772)</u>	<u>2,726</u>
OPERATING (LOSS)/PROFIT		(25,318)	46,494
Interest payable and similar expenses	6	<u>(113,751)</u>	<u>(94,452)</u>
LOSS BEFORE TAXATION	7	(139,069)	(47,958)
Tax on loss	8	<u>25,497</u>	<u>(36,115)</u>
LOSS FOR THE FINANCIAL YEAR		(113,572)	(84,073)
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		<u>(113,572)</u>	<u>(84,073)</u>

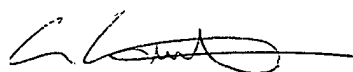
The notes form part of these financial statements

Uttoxeter Estates Limited (Registered number: 02725709)

**Balance Sheet
30 November 2019**

	Notes	2019 £	2018 £
FIXED ASSETS			
Investment property	10	230,000	230,000
CURRENT ASSETS			
Debtors	11	5,095,051	5,076,342
Cash at bank		<u>217,905</u>	<u>216,283</u>
		5,312,956	5,292,625
CREDITORS			
Amounts falling due within one year	12	<u>(5,105,252)</u>	<u>(4,968,966)</u>
NET CURRENT ASSETS		<u>207,704</u>	<u>323,659</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		437,704	553,659
PROVISIONS FOR LIABILITIES	13	<u>(35,890)</u>	<u>(38,273)</u>
NET ASSETS		<u><u>401,814</u></u>	<u><u>515,386</u></u>
CAPITAL AND RESERVES			
Called up share capital	14	100	100
Fair value reserve		171,959	185,348
Retained earnings		<u>229,755</u>	<u>329,938</u>
SHAREHOLDER FUNDS		<u><u>401,814</u></u>	<u><u>515,386</u></u>

The financial statements were approved by the Board of Directors on 23rd July 2020 and were signed on its behalf by:



.....
G C Gusterson - Director

The notes form part of these financial statements

Uttoxeter Estates Limited

**Statement of Changes in Equity
for the Year Ended 30 November 2019**

	Called up share capital £	Retained earnings £	Fair value reserve £	Total equity £
Balance at 1 December 2017	100	352,087	372,272	724,459
Changes in equity				
Dividends	-	(125,000)	-	(125,000)
Total comprehensive loss	-	(84,073)	-	(84,073)
Transfer of net unrealised gains to fair value reserve	-	186,924	(186,924)	-
	<u>100</u>	<u>329,938</u>	<u>185,348</u>	<u>515,386</u>
Balance at 30 November 2018				
Changes in equity				
Total comprehensive loss	-	(113,572)	-	(113,572)
Transfer of net realised gains from fair value reserve	-	13,389	(13,389)	-
	<u>100</u>	<u>229,755</u>	<u>171,959</u>	<u>401,814</u>
Balance at 30 November 2019				

The notes form part of these financial statements

Uttoxeter Estates Limited

**Notes to the Financial Statements
for the Year Ended 30 November 2019**

1. STATUTORY INFORMATION

Uttoxeter Estates Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

Uttoxeter Estates Limited

Notes to the Financial Statements - continued for the Year Ended 30 November 2019

2. ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 "Reduced Disclosure Framework" ("FRS 101"). The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

In preparing these financial statements, the company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The company has taken advantage of the disclosure exemptions included within paragraph 8 of FRS 101. The main impact of these disclosure exemptions is that these financial statements do not include a cash flow statement, financial instruments, fair value and related party disclosures or comparative information in respect of certain assets. Where required, equivalent disclosures are given in the consolidated financial statements of St.Modwen Properties PLC.

Going concern

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Report of the Directors on page 2.

The Company participates in the Group's centralised treasury arrangements, and as such the Company's funding requirements are directly linked to the Group's overall financial position. At 31 May 2020 the Group had £550m of committed facilities in place. The Group's committed facilities comprise a £475m revolving credit facility, with £75m maturing in December 2023 and the balance maturing in December 2024, and a £75m Homes England loan with a maturity date of October 2025.

The Group has prepared a going concern assessment for a period of at least 12 months from the date of approval of these financial statements, which includes modelling severe but plausible financial scenarios that take into consideration the current economic environment due to COVID-19. In all scenarios, the Group expects to operate within the level of its current borrowing facilities. The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the half year results. The Directors have considered the potential range of future financial performance and several steps have been taken to ensure that the Group maintains a strong balance sheet and liquidity position. This includes securing access to funding under the Government's Covid Corporate Financing Facility (CCFF) should that be required in the event of a severe deterioration in market conditions and agreeing an amendment of the interest cover covenants on our Group debt facilities.

The detailed review of the going concern assumption included an assessment of future funding requirements based on cash flow forecasts, valuation projections and the ability of the Group to meet amended covenants on existing borrowing facilities, all over a period extending to 30 November 2021. The Group has no debt maturities during this period. The directors were satisfied that the forecasts and projections were based on realistic assumptions and that the sensitivities applied in reviewing the severe but plausible downside scenario adopted were appropriate and considered the potential impacts of COVID-19. The review shows that the Group maintains significant borrowing headroom and continues to meet all of its covenants under the severe but plausible downside scenario adopted. Therefore, the directors are satisfied that the Group will have sufficient ongoing facilities available throughout the period to 30 November 2021 used to assess the going concern assumption.

As a result of the above the Company's ultimate parent, St. Modwen Properties PLC, have provided a letter of support to confirm their intention to continue to operate a centralised Group treasury arrangement, facilitating the Company to enable it to meet its liabilities as they fall due for a period of at least 12 months from the date of these financial statements. Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Uttoxeter Estates Limited

Notes to the Financial Statements - continued for the Year Ended 30 November 2019

2. ACCOUNTING POLICIES - continued

Going concern

The company has satisfactory financial resources. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook. After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements. In doing so, the directors have considered the latest guidelines from the Financial Reporting Council regarding the preparation of financial statements on a going concern basis.

Turnover

Turnover is recognised when performance obligations are satisfied by transferring a promised good or service to a customer. Turnover is measured at the fair value of the consideration received excluding discounts, VAT and other sales taxes or duty. Any non-cash consideration is measured at fair value and any deferred consideration is measured at present value, unless the deferral is for a period of one year or less, in which case no adjustment is made to the consideration.

Rental Income

Rental income from leases granted, adjusted for the impact of any cash incentives given to the lessee and to reflect any rent free incentive periods, is recognised in the Profit and Loss Account on a straight- line basis over the lease term.

Investment property

Investment properties are properties which are held either to earn rental income or for capital appreciation or both. Investment properties are carried at fair value following initial recognition at the present value of the consideration payable. To establish fair value, investment properties are independently valued on the basis of market value. Any unrealised surplus or deficit arising is recognised in the profit and loss account for the year and subsequently transferred to the fair value reserve. Investment properties are not depreciated.

Once classified as an investment property, a property remains in this category until development with a view to sale commences, at which point the asset is transferred to inventories at current valuation.

Where an investment property is being redeveloped for continued use as an investment property, the property remains within investment property and any movement in valuation is recognised in the profit and loss account. Capital expenditure, including capitalised interest on qualifying assets and labour costs where applicable, that is directly attributable to the redevelopment or refurbishment of investment property, up to the point of it being completed for its intended use, is included in the carrying value of the property.

Investment property disposals are recognised on completion. Profits and losses arising are recognised through the profit and loss account and the profit or loss on disposal is determined as the difference between the sales proceeds and the carrying amount of the asset.

Uttoxeter Estates Limited

Notes to the Financial Statements - continued for the Year Ended 30 November 2019

2. ACCOUNTING POLICIES - continued

Financial instruments

Financial assets and financial liabilities are recognised when the company becomes a party to the contractual provisions of the instrument.

Trade and other debtors

Trade and other debtors are initially recognised at fair value and subsequently carried at amortised cost less any allowance for expected credit losses. The expected credit losses on trade and other debtors are estimated using a provision matrix based on the company's historical credit loss experience, adjusted for factors that are specific to the individual debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date. Balances are written off when the probability of recovery is assessed as being remote.

Cash and cash equivalents

Cash and cash equivalents comprises cash balances and short-term deposits with banks with initial maturity less than three months.

Trade and other creditors

Trade and other creditors are initially recognised at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method. Where payment is on deferred terms the liability is initially recorded by discounting the nominal amount payable to net present value. The discount to nominal value is amortised over the period of the deferred arrangement and charged to finance costs.

Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from, or paid to, the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date. Full payment is made for transfer pricing adjustments and group relief surrendered between group undertakings.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, using the rates of tax expected to apply based on legislation enacted or substantively enacted at the balance sheet date.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws substantively enacted at the balance sheet date.

Leases

Rental income from leases granted, adjusted for the impact of any cash incentives given to the lessee and to reflect any rent-free incentive periods, is recognised on a straight-line basis over the lease term.

Key sources of estimation uncertainty

In the application of the company's accounting policies outlined above, the directors are required to make estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and so actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis and revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The key assumptions concerning the future, and other key sources of estimation uncertainty at the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

Uttoxeter Estates Limited

Notes to the Financial Statements - continued for the Year Ended 30 November 2019

2. ACCOUNTING POLICIES - continued

Valuation of investment property

investment properties are held at fair value, which is determined by independent valuations undertaken by external valuation experts in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors. These valuations are based on prevailing market conditions and evidence of transaction prices for similar properties together with assumptions including yields, estimated rental values, gross development values and the appropriateness of remediation expenditure and costs to complete. Market conditions and assumptions are expected to change over time and any increase in yields or costs to complete or any decreases in estimated rental values or gross development values in subsequent periods would result in a decrease in the fair value of investment properties. The company adopts the valuation performed by its independent valuers as the fair value of its investment properties, following review by management.

New Accounting Standards

The impacts of adopting IFRS 9 Financial Instruments, IFRS 15 Revenue from Contracts with Customers and IFRS 16 Leases is set out below, with consequential amendments to the accounting policies made as required. The adoption of the other interpretations and amendments has had no material impact to the financial statements.

IFRS 9 Financial Instruments

IFRS 9 Financial Instruments, which is effective for the company's year ending 30 November 2019, concerns the classification, measurement and disclosure of financial instruments. The classification of all financial assets of the company will change from loans and receivables to amortised cost, but this has not had a quantitative impact on the financial statements as loans and receivables have previously, subsequent to initial recognition, measured at amortised cost. The classification of all other financial instruments has remained unchanged.

The introduction of an expected credit loss model has resulted in the company evaluating its provision against trade and other debtors using a probability-weighted approach of a range of possible outcomes, which differs from the existing approach of providing against estimated irrecoverable trade and other debtors past due. The new standard has not had a material impact on the financial statements of the company as at 30 November 2019.

IFRS 15 Revenue from Contracts with Customers

IFRS 15 Revenue from Contracts with Customers, which is effective for the company's year ending 30 November 2019, replaces a number of existing standards and interpretations and introduces a five-step, principles-based, model for the recognition of turnover.

The new standard does not apply to the rental income turnover stream, which is accounted for under IFRS 16 Leases, but does apply to the remainder of the company's revenue streams. The company has applied IFRS 15 retrospectively to each prior reporting period presented on adoption.

Applying IFRS 15 for the year ended 30 November 2019 has not had a material impact on turnover recognised.

IFRS 16 Leases

IFRS 16 Leases is not mandatorily effective for the company until the year ending 30 November 2020, but the company has early adopted the standard at the same time as IFRS 9 Financial Instruments and IFRS 15 Revenue from Contracts with Customers in the year ending 30 November 2019.

The company is not party to any lease contracts where it acts as a lessee or a lessor and has no activities within the scope of this standard.

Uttoxeter Estates Limited

**Notes to the Financial Statements - continued
for the Year Ended 30 November 2019**

3. TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the company.

An analysis of turnover by class of business is given below:

	2019	2018
	£	£
Rental income	<u>1,139</u>	<u>16,500</u>
	<u><u>1,139</u></u>	<u><u>16,500</u></u>

An analysis of turnover by geographical market is given below:

	2019	2018
	£	£
United Kingdom	<u>1,139</u>	<u>16,500</u>
	<u><u>1,139</u></u>	<u><u>16,500</u></u>

4. OTHER OPERATING INCOME

	2019	2018
	£	£
Other income	-	14
Profit/(loss) on sale of investment property	<u>-</u>	<u>37,000</u>
	<u><u>-</u></u>	<u><u>37,014</u></u>

5. EMPLOYEES AND DIRECTORS

There were no staff costs for the year ended 30 November 2019 nor for the year ended 30 November 2018.

	2019	2018
	£	£
Directors' remuneration	<u>-</u>	<u>-</u>

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	2019	2018
	£	£
Shareholder interest	<u>113,751</u>	<u>94,452</u>

7. LOSS BEFORE TAXATION

Auditor remuneration was borne by the ultimate parent company, St Modwen Properties PLC. The fee payable for the audit of the financial statements was £4,500 (2018: £4,500) and the fee payable for tax compliance services was £1,000 (2018: £1,000).

Uttoxeter Estates Limited

**Notes to the Financial Statements - continued
for the Year Ended 30 November 2019**

8. TAXATION

Analysis of tax (income)/expense

	2019	2018
	£	£
Current tax:		
Tax	(23,114)	23,181
Deferred tax	<u>(2,383)</u>	<u>12,934</u>
Total tax (income)/expense in statement of comprehensive income	<u>(25,497)</u>	<u>36,115</u>

Factors affecting the tax expense

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2019	2018
	£	£
Loss before income tax	<u>(139,069)</u>	<u>(47,958)</u>
Loss multiplied by the standard rate of corporation tax in the UK of 19% (2018 - 19%)	(26,423)	(9,112)
Effects of:		
Taxation on investment property	317	3,437
Adjustments in respect of prior years	<u>609</u>	<u>41,790</u>
Tax (income)/expense	<u>(25,497)</u>	<u>36,115</u>

Legislation substantively enacted at 30 November 2019 included provisions which reduced the main rate of corporation tax from 19% to 17% with effect from 1 April 2020. Current tax has therefore been provided at 19% and deferred tax at 17%.

9. DIVIDENDS

	2019	2018
	£	£
Ordinary B shares of 1 each		
Final	<u>-</u>	<u>125,000</u>

10. INVESTMENT PROPERTY

	Total
	£
FAIR VALUE	
At 1 December 2018	230,000
Additions	15,772
Revaluations	<u>(15,772)</u>
At 30 November 2019	<u>230,000</u>
NET BOOK VALUE	
At 30 November 2019	<u>230,000</u>
At 30 November 2018	<u>230,000</u>

Uttoxeter Estates Limited

**Notes to the Financial Statements - continued
for the Year Ended 30 November 2019**

10. INVESTMENT PROPERTY - continued

Freehold investment properties were revalued as at 30 November 2019 and 30 November 2018 by Cushman & Wakefield, Chartered Surveyors in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors, on the basis of market value. The independent valuers provide the fair value of the company's properties every 6 months.

The investment property balance includes the impact of cumulative revaluation movements and would have been included on a historical cost basis at £22,151 (2018: £6,379).

11. DEBTORS

	2019	2018
	£	£
Trade debtors	3,969	8,700
Amounts owed by group undertakings	5,067,642	5,067,642
Corporation tax	23,426	-
Other tax and social security	14	-
	<u>5,095,051</u>	<u>5,076,342</u>

All amounts owed by group undertakings are interest free and repayable on demand.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2019	2018
	£	£
Trade creditors	104,341	104,341
Amounts owed to group undertakings	4,992,175	4,794,302
Corporation tax	-	23,697
Other tax and social security	-	42,790
Other creditors	1,836	1,836
Accruals and deferred income	6,900	2,000
	<u>5,105,252</u>	<u>4,968,966</u>

All amounts owed to group undertakings are interest free and repayable on demand.

13. PROVISIONS FOR LIABILITIES

	2019	2018
	£	£
Deferred tax		
Property revaluations	<u>35,890</u>	<u>38,273</u>
		Deferred
		tax
		£
Balance at 1 December 2018		38,273
Credit to Statement of Comprehensive Income during year		<u>(2,383)</u>
Balance at 30 November 2019		<u>35,890</u>

Uttoxeter Estates Limited

Notes to the Financial Statements - continued for the Year Ended 30 November 2019

14. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value:	2019	2018
Number:	Class:		£	£
81	Ordinary A	1	81	81
19	Ordinary B	1	<u>19</u>	<u>19</u>
			<u>100</u>	<u>100</u>

Prior to 27 November 2015 the A and B shares ranked pari passu in all respects except voting. The B shares were entitled to 19% of all votes, but were entitled to 26% of all votes under the following circumstances:

- altering the Memorandum or Articles of Association;
- altering the rights attaching to any shares in the capital of the company;
- any contract or arrangement of payment (other than a payment of a dividend, a distribution or a payment under the Articles), with or to any holder of any A shares or any person or company connected with any A shareholder;
- increasing or reducing the capital of the company, authorising the purchase by the company of its own shares, the issues of any shares or the grant of any option or other right to subscribe for any security convertible into shares of the company or entering into of any agreement for the same; or
- the appointment or removal of any B director.

From 27 November 2015, the A and B shares rank pari passu in all respects save as noted below, but shall be deemed to form separate classes of shares.

The B shares will not be entitled to receive a dividend except as noted in the contingent liability note. The B shares will not be entitled to a return of capital on liquidation, capital reduction or otherwise. The holders of the B shares shall not be entitled to receive notice of, attend or speak at any general meeting of the company and shall not be entitled to vote at any such meeting or on a written resolution nor shall such shareholders be entitled to appoint directors to the board of the company.

Following the receipt of a total sum of £625,000 as set out in the contingent liability note, the B shareholders shall transfer their shares to St. Modwen Properties PLC for £1.

15. ULTIMATE PARENT COMPANY

The company's immediate and ultimate parent company is St. Modwen Properties PLC, a company registered in England and Wales. Copies of the group annual report and financial statements of St. Modwen Properties PLC are available from the registered office of Park Point, 17 High Street, Longbridge, B31 2UQ. This is the smallest and largest group into which this company is consolidated.

16. CONTINGENT LIABILITIES

Provided that the Company has sufficient distributable reserves at the relevant time, the company will pay a dividend on the B shares amounting to £125,000 on each of the five anniversaries from the 27 November 2015, making a total payment of £625,000. Total payments made at 30 November 2019 amount to £375,000 so the contingent liability at 30 November 2019 is now £250,000. If the company is unable to make any payments, then St. Modwen Properties PLC, the ultimate parent company, will make the payments instead.

17. RELATED PARTY DISCLOSURES

At the year end the company had amounts owed by St. Modwen Properties PLC of £5,067,642 (2018: £5,067,642) and owed to St. Modwen Properties PLC of £4,992,175 (2018: £4,794,302). There was interest paid of £113,680 (£94,452) to St. Modwen Properties PLC during the period which has been recognised in the statement of comprehensive income.

Uttoxeter Estates Limited

**Notes to the Financial Statements - continued
for the Year Ended 30 November 2019**

18. POST BALANCE SHEET EVENTS

The unprecedented recent events related to COVID-19 have started to cause significant disruption to the global and UK economy. The duration and magnitude of this disruption and hence the impact on our financial results are impossible to predict at present. However, these events have occurred since the balance sheet date and as a result are considered to be non-adjusting post balance sheet events.