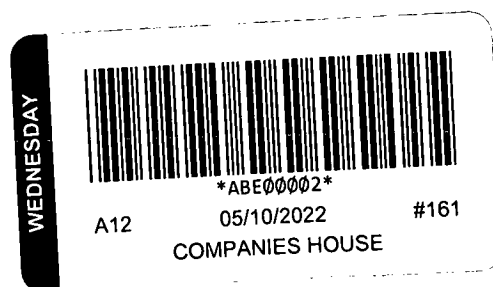


**PLOVER MANAGEMENT COMPANY LIMITED**

**Report and Financial Statements  
PERIOD FROM INCORPORATION ON 13 SEPTEMBER 2021 TO 31 MARCH 2022**

**Company Registration No. 13616743**



**PLOVER MANAGEMENT COMPANY LIMITED**

**REPORT AND FINANCIAL STATEMENTS  
PERIOD FROM INCORPORATION TO 31 MARCH 2022**

**INDEX**

**Page**

Officers and professional advisors

1

Directors' report

2 - 3

Independent auditor's report

4 - 6

Statement of income and retained earnings

7

Statement of financial position

8

Notes to the financial statements

9 - 12

**PLOVER MANAGEMENT COMPANY LIMITED**

**REPORT AND FINANCIAL STATEMENTS  
PERIOD FROM INCORPORATION TO 31 MARCH 2022**

**OFFICERS AND PROFESSIONAL ADVISORS**

**DIRECTORS**

D C Clowes (appointed 13 September 2021)

I D Dickinson (appointed 13 September 2021)

**SECRETARY**

I D Dickinson (appointed 13 September 2021, resigned 29 March 2022)

R M Tavernor (appointed 29 March 2022)

**REGISTERED OFFICE**

Ednaston Park

Painters Lane

Ednaston

Derbyshire

DE6 3FA

**AUDITOR**

Grant Thornton UK LLP

Chartered Accountants and Statutory Auditor

Regent House

80 Regent Road

Leicester

LE1 7NH

**BANKERS**

The Royal Bank of Scotland plc

49 Bishopsgate

London

EC2N 3AS

## **PLOVER MANAGEMENT COMPANY LIMITED**

### **REPORT AND FINANCIAL STATEMENTS PERIOD FROM INCORPORATION TO 31 MARCH 2022**

#### **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for the period ended 31 March 2022. This directors' report has been prepared in accordance with the provisions applicable to companies subject to the small companies exemption, provided by Section 415A of the Companies Act 2006.

#### **INCORPORATION AND COMPARATIVE PERIOD**

The company was incorporated on 13 September 2021 and this is the first accounting period. Accordingly the current period is from 13 September 2021 to 31 March 2022 and there is no comparative period.

#### **BUSINESS REVIEW**

The principal activity of the company during the period was that of a property management company. The directors are satisfied with the period under review and with the future prospects for the company.

#### **PRINCIPAL RISKS AND UNCERTAINTIES**

The principal risk for the company is non recovery of services billed to clients. This risk is mitigated by the fact that all clients are occupiers of the buildings for which the company manages common facilities.

#### **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

The company does not use derivative financial instruments. The company is exposed to interest rate movements as cash at bank is held at floating rates. There are no significant levels of bad debt in the company and as such the credit risk is not considered by the directors to be significant.

#### **GOING CONCERN**

The financial statements are prepared on a going concern basis following consideration of the related principal risks and uncertainties as disclosed in the Directors' Report. In reaching that conclusion, the directors have considered the likely trading results and cashflows for the period to 30 September 2023 (being a period of at least 12 months from the date of approval of these financial statements), and the cash and banking facilities available to the company and to the wider group.

#### **RESULTS AND DIVIDENDS**

The results of the company for the period are detailed on page 7 of these financial statements. The directors do not recommend the payment of a dividend.

#### **DIRECTORS**

The directors who served during the period and subsequently were as follows:

D C Clowes (appointed 13 September 2021)  
I D Dickinson (appointed 13 September 2021)

## **PLOVER MANAGEMENT COMPANY LIMITED**

### **REPORT AND FINANCIAL STATEMENTS PERIOD FROM INCORPORATION TO 31 MARCH 2022**

#### **DIRECTORS' REPORT (CONTINUED)**

##### **DIRECTORS' RESPONSIBILITIES STATEMENT**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'). Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

##### **AUDITOR**

In the case of each of the persons who are directors of the company at the date when this report was approved:

- so far each director is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditor is unaware; and
- each director has taken all 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.

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

Grant Thornton UK LLP were appointed as the first auditor of the company. Grant Thornton UK LLP have expressed their willingness to continue in office as auditor of the company and a resolution for that reappointment will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board

*R M Tavernor*

R M Tavernor  
Secretary  
30/9/2022

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLOVER MANAGEMENT COMPANY LIMITED**

### **Opinion**

We have audited the financial statements of Plover Management Company Limited (the 'company') for the period ended 31 March 2022 which comprise the Statement of Income and Retained Earnings, the Statement of Financial Position, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 2022 and of its result for the period 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 are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the Company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the Company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Based on the work we have performed; we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include 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.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLOVER MANAGEMENT COMPANY LIMITED (CONTINUED)**

### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information 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.

### **Matters on which we are required to report under the Companies Act 2006**

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.

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

We have nothing to report in respect of the following matters in relation to which 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. The directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report or from the requirements to prepare a strategic report.

### **Responsibilities of directors for the financial statements**

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PLOVER MANAGEMENT COMPANY LIMITED (CONTINUED)**

### **Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud.**

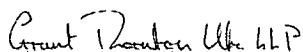
Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting frameworks (FRS 102 and Companies Act 2006) and the relevant tax compliance regulations in the jurisdictions in which the company operates.
- We enquired of management concerning the company's policies and procedures relating to:
  - ♦ the identification, evaluation and compliance with laws and regulations;
  - ♦ the detection and response to the risks of fraud; and
  - ♦ the establishment of internal controls to mitigate risks related to fraud or non-compliance with laws and regulations.
- We enquired of management whether they were aware of any instances of non-compliance with laws and regulations or whether they had any knowledge of actual, suspected or alleged fraud.
- We corroborated the results of our enquires to relevant supporting documentation.
- We assessed the susceptibility of the Company's financial statements to material misstatement, including how fraud might occur and the risk of management override of controls. Audit procedures performed by the engagement team included:
  - ♦ evaluation of the programmes and controls established to address the risks related to irregularities and fraud;
  - ♦ testing manual journal entries, in particular journal entries relating to management estimates and entries determined to be large or relating to unusual transactions;
  - ♦ identifying and testing related party transactions.
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error and detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it.
- Assessment of the appropriateness of the collective competence and capabilities of the engagement team included consideration of the engagement team's:
  - ♦ understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation;
  - ♦ knowledge of the industry in which the client operates;
  - ♦ understanding of the legal and regulatory requirements specific to the entity/regulated entity including:
    - the provisions of the applicable legislation
    - the regulators rules and related guidance, including guidance issued by relevant authorities that interprets those rules
    - the applicable statutory provisions.

### **Use of our 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.



Christopher Frostwick  
(Senior Statutory Auditor)  
for and on behalf of

**Grant Thornton UK LLP**  
Statutory Auditor, Chartered Accountants  
East Midlands  
30/9/2022



**PLOVER MANAGEMENT COMPANY LIMITED****STATEMENT OF INCOME AND RETAINED EARNINGS  
PERIOD FROM INCORPORATION TO 31 MARCH 2022**

	Note	2022 £
<b>TURNOVER</b>	4	-
Cost of sales		-
<b>GROSS PROFIT</b>		-
Admin expenses		-
<b>OPERATING PROFIT</b>	5	-
Interest payable and similar charges		-
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-
Tax on profit on ordinary activities	6	-
<b>PROFIT AFTER TAXATION</b>		-
Retained profits at incorporation		-
Retained profits at 31 March		-

Turnover and operating profit are derived from continuing operations.

All activities are classed as continuing activities.

There is no other comprehensive income for the period.

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

# **PLOVER MANAGEMENT COMPANY LIMITED**

## **STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2022**

	Note	2022 £
<b>CURRENT ASSETS</b>		
Debtors	7	282
Cash at bank	8	140
		<hr/> 422
<b>CREDITORS: amounts falling due within one year</b>	9	(411)
<b>NET CURRENT ASSETS</b>		<hr/> 11
<b>TOTAL ASSETS LESS CURRENT LIABILITIES: BEING NET ASSETS</b>		<hr/> <hr/> 11
<b>CAPITAL AND RESERVES</b>		
Called up share capital	10	11
Profit and loss account	11	-
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<hr/> <hr/> 11

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These financial statements were approved by the Board of Directors and authorised for issue on 30/9/2022

Signed on behalf of the Board of Directors

*David Clowes*

D C Clowes  
Director

Company Registration Number: 13616743

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

## **PLOVER MANAGEMENT COMPANY LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS PERIOD FROM INCORPORATION TO 31 MARCH 2022**

#### **1 COMPANY INFORMATION**

Plover Management Company Limited is a private company limited by shares, incorporated in England and Wales. Its registered office is Ednaston Park, Painters Lane, Ednaston, Derbyshire DE6 3FA.

The company's principal activities are as disclosed in the Directors' Report on page 2 of these Financial Statements.

#### **2 BASIS OF PREPARATION**

The financial statements have been prepared in accordance with applicable 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 with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The financial statements are presented in Sterling (£).

##### **Going Concern**

The financial statements are prepared on a going concern basis following consideration of the related principal risks and uncertainties as disclosed in the Directors' Report. In reaching that conclusion, the directors have considered the likely trading results and cashflows for the period to 30 September 2023 (being a period of at least 12 months from the date of approval of these financial statements), and the cash and banking facilities available to the company and to the wider group.

#### **3 SIGNIFICANT JUDGEMENTS AND ESTIMATES**

Preparation of the financial statements can require management to make significant judgements and estimates. In preparing the financial statements for Plover Management Company Limited, the directors do not consider that any significant judgements or estimates have been made.

#### **4 PRINCIPAL ACCOUNTING POLICIES**

##### **Debtors**

Debtors are measured at transaction price, less any impairment.

##### **Creditors**

Creditors are measured at transaction price.

##### **Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### **Turnover**

Turnover shown in the statement of income and retained earnings represents amounts chargeable during the period exclusive of value added tax. Turnover derived from management charges is recognised on an accruals basis.

Turnover is wholly attributable to the principal activities of the company and arises solely within the United Kingdom.

**PLOVER MANAGEMENT COMPANY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**PERIOD FROM INCORPORATION TO 31 MARCH 2022****4 PRINCIPAL ACCOUNTING POLICIES (CONTINUED)****Taxation**

Current tax is recognised for the amount of corporation tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date, except as otherwise indicated. Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is calculated using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

**Dividends**

The company does not pay dividends currently and re-invests any cash surpluses in improving the service provided to owner occupiers of the properties at Ashbourne Road, Belper DE56 2LF.

**5 OPERATING PROFIT**

Directors emoluments for services to the company are borne by Clowes Developments (UK) Limited, a related undertaking of this company. It is not practicable to split their remuneration between the services provided to Plover Management Company Limited and other group companies. Their remuneration is fully disclosed in the accounts of Clowes Developments (UK) Limited.

**6 TAX ON PROFIT ON ORDINARY ACTIVITIES****a) Analysis of charge for the period****2022****£****Current tax**

UK corporation tax at 19% based on the profit for the year

-

**Total current tax**

-

**Tax on profit on ordinary activities (see note 6b)**

-

**b) Factors affecting the tax charge for the period**

The tax assessed for the period is equal to the standard rate of corporation tax in the UK of 19%. This as shown below:

**2022****£**

Profit on ordinary activities before tax

-

Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK at 19%

-

**Tax on profit on ordinary activities (see note 6a)**

-

**PLOVER MANAGEMENT COMPANY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**PERIOD FROM INCORPORATION TO 31 MARCH 2022****7 DEBTORS**

	2022 £
Amounts due from related undertakings	271
Other debtors	11
	<u>282</u>

All debtors are due within one year.

Trade debtors are stated after a provision for bad and doubtful debts of £nil.

**8 CASH AND CASH EQUIVALENTS**

	At 13 September 2021 £	Cash flows £	At 31 March 2022 £
Cash at bank	<u>-</u>	<u>140</u>	<u>140</u>

**9 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2022 £
Amounts owed to related undertakings	140
Accruals and deferred income	271
	<u>411</u>

Amounts owed to group and related undertakings have no security, no interest and are due within 1 year.

**10, CALLED UP SHARE CAPITAL**

	2022 £
<b>Authorised</b>	
10 ordinary shares of £1.00 each	10
1 convertible preference share of £1.00	1
	<u>11</u>
<b>Called up, allotted and paid</b>	
10 ordinary shares of £1.00 each	10
1 convertible preference share of £1.00	1
	<u>11</u>

Called up share capital represents the nominal value of shares that have been issued. All shares are issued at par.

The preference share capital has been classified as equity. The preference share is convertible to one ordinary share on the sale of the last plot within the site at Ashbourne Road, Belper DE56 2LF.

**PLOVER MANAGEMENT COMPANY LIMITED****NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**  
**PERIOD FROM INCORPORATION TO 31 MARCH 2022****11 RESERVES****Profit and loss account**

The profit and loss account includes all current and prior period retained profits and losses.

**12 TRANSACTIONS WITH RELATED PARTIES**

As a wholly owned subsidiary of Clowes Estates Limited, the company is exempt from the requirements of FRS 102 to disclose transactions with other members of the group headed by Clowes Estates Limited.

The company entered into the following trading transactions with companies under common control:

Company	Description	Profit & Loss	At 31 March
		Income / (Expense)	Debtor / (Creditor)
		2022	2022
		£	£
Clowes Developments (UK) Limited	Loan	(500)	(140)

The company's immediate and ultimate parent undertaking is Clowes Estates Limited. Consolidated financial

Mr D C Clowes is the controlling party by virtue of his controlling interest in the share capital of Clowes Estates