Taylor Clark Properties Limited

Directors' report and financial statements

Registered number SC26722

31 March 2020

Contents

Directors and advisers

Directors

C E Madelin ACMA
R J Harvey (resigned 15 July 2020)
B J Wilson (appointed 15 July 2020)

Secretary

Taylor Clark Limited

Registered office

185 St Vincent Street
Glasgow
G2 5QD

London office

20 York Street
London
W1U 6PU

Auditor

KPMG LLP
15 Canada Square
Canary Wharf
London
E14 5GL

Bankers

Clydesdale Bank Plc

Directors' Report

The directors present their annual report and the audited financial statements for the year ended 31 March 2020.

Results

The results for the year are set out in the profit and loss account on page 7 and the related notes. The Directors of the Company have not identified any significant impact in relation to Brexit.

Employees

The company does not employ any staff.

Political contributions

The company made no political donations or incurred any political expenditure during the year (*2019: nil*).

Directors

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

C E Madelin ACMA
R J Harvey (resigned 15 July 2020)
B J Wilson (appointed 15 July 2020)

Directors' indemnity

The Group maintains a Directors and Officers liability insurance policy which indemnifies the directors of the Company if a claim is made against them in their capacity as a director of the Company.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

KPMG LLP will not be reappointed as auditors of the Company. A new audit firm will be appointed by shareholder resolution in due course.

In preparing this Directors' Report advantage has been taken of the small companies' exemption available under the Companies Act 2006.

By order of the board

CMadelin

C E Madelin
Director

185 St Vincent Street
Glasgow
G2 5QD

23 December 2020

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

KPMG

Independent auditor's report to the members of Taylor Clark Properties Limited

Opinion

We have audited the financial statements of Taylor Clark Properties Limited ("the company") for the year ended 31 March 2020 which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 analysed 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;

Independent auditor's report to the members of Taylor Clark Properties Limited (continued)

- 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.

Independent auditor's report to the members of Taylor Clark Properties Limited (continued)

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.

Adrian Wilcox (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
Canary Wharf
London
E14 5GL

24 December 2020

Profit and Loss Account and Other Comprehensive Income
for the year ended 31 March 2020

	Note	2020 £000	2019 £000
Administrative expenses		(3)	(7)
Loss before taxation		(3)	(7)
Tax on loss	4	1	1
Loss for the financial year		(2)	(6)
Total comprehensive income for the year		(2)	(6)

There was no other comprehensive income for the current or preceding financial year other than that included in the profit and loss account. All results relate to continuing operations.

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

Balance Sheet
at 31 March 2020

	Note	**2020**		2019	
		£000	**£000**	£000	£000
Fixed assets					
Investments	5		-		-
Current assets					
Debtors	6	**18,862**		18,864	
Net current assets			**18,862**		18,864
Net assets			**18,862**		18,864
Capital and reserves					
Called up share capital	7		**17,500**		17,500
Profit and loss account	7		**1,362**		1,364
Shareholders' funds			**18,862**		18,864

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

These financial statements were approved by the board of directors on 23 December 2020 and were signed on its behalf by:

C E Madelin
Director

Company Number: SC26722

Statement of Changes in Equity

	Called up Share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 April 2018	**17,500**	**1,370**	**18,870**
Total comprehensive income for the year			
Loss	-	(6)	(6)
Total comprehensive income for the year	-	(6)	(6)
Balance at 31 March 2019	**17,500**	**1,364**	**18,864**
Balance at 1 April 2019	**17,500**	**1,364**	**18,864**
Total comprehensive income for the year			
Loss	-	(2)	(2)
Total comprehensive income for the year	-	(2)	(2)
Balance at 31 March 2020	**17,500**	**1,362**	**18,862**

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

Notes

(forming part of the financial statements)

1 Accounting policies

Taylor Clark Properties Limited (the "Company") is a private company incorporated, domiciled and registered in Scotland in the UK. The registered number is SC26722 and the registered address is 185 St Vincent Street, Glasgow, G2 5QD, United Kingdom.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (*"FRS 102"*). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Taylor Clark Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Taylor Clark Limited are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF4 3UZ. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Taylor Clark Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

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

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 11.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

On the basis of their assessment of the Company's financial position and the fact that it is a holding company with minimal activity or costs, they have determined that it has no cash requirements 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.

The Directors have assessed that the decision of the UK to leave the EU and the uncertainty of the future relationship between the UK and the EU does not have an impact on the going concern of the Company.

Notes *(continued)*

1.3 Basic financial instruments

Investments in jointly controlled entities

These are separate financial statements of the Company. Investments in jointly controlled entities are carried at cost less impairment.

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of interest for a similar debt instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.4 Interest income and interest payable

Interest income and interest payable is recognised in the profit and loss account as they accrue, using the effective interest method.

1.5 Impairment of financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss up to the amount of the initial impairment recognized.

1.6 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which 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 measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Notes *(continued)*

2 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2020 £000	2019 £000
Auditor's remuneration – audit of these financial statements	2	4

Amounts receivable by the Company's auditor and its associates in respect of services to the Company other than the audit of the Company's financial statements have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's parent, Taylor Clark Limited.

3 Staff numbers and costs

The Company employed no staff in either the current or preceding financial year.

None of the directors received any remuneration during the year for their services to the Company *(2019: none).*

4 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2020 £000	2019 £000
UK corporation tax		
Current tax on loss for the year	(1)	(1)
Total tax credit	(1)	(1)

The tax credit in the current/preceding year is recognised wholly in the profit and loss account.

Reconciliation of effective tax rate

	2020 £000	2019 £000
Loss for the year	(2)	(6)
Total tax credit	(1)	(1)
Loss excluding taxation	(3)	(7)
Tax using the UK corporation tax rate of 19% *(2019: 19%)*	(1)	(1)
Total tax credit included in profit or loss	(1)	(1)

Notes *(continued)*

4 Taxation *(continued)*

In accordance with FRS 102.29, deferred tax assets are only recognised to the extent that it is probable they are recoverable against future taxable profits or deferred tax liability reversals. Accordingly a deferred tax asset of £nil *(2019: £nil)* has not been recorded on the grounds that there is currently insufficient evidence that the asset will be recoverable against suitable taxable profits in the short term.

A UK corporation rate of 19% (effective 1 April 2020) was substantively enacted on 17 March 2020, reversing the previously enacted reduction in the rate from 19% to 17%. This will increase the company's future current tax charge accordingly.

5 Fixed asset investments

The Company has the following investments in subsidiaries and jointly controlled entities as at year end:

	Aggregate of capital and reserves	Profit or loss for the year	Registered office address	Class of shares held	Ownership 31.03.2020	Ownership 31.03.2019
	£000	£000			%	%
Subsidiary: TCP Pilgrim Limited	-	-	20, York Street, London, England, W1U 6PU	Ordinary	100	100
Joint venture: Bowmore Estates Limited	-	-	Tenens House, Kingfisher Business Park, London Road, Thrupp, Stroud, Gloucestershire, GL5 2BY	Ordinary	-	50

The Company's investment in Bowmore Estates Limited ("Bowmore") was acquired in the year ended 31 March 2005. Bowmore is a property development company incorporated in England and Wales. The Company owns 50% of the voting rights of Bowmore and exercised joint control. In December 2018 Bowmore entered into members' voluntary liquidation and therefore the investment has been written-off. In November 2019 the final account of liquidation was received confirming Bowmore Estates affairs were fully wound up.

Notes *(continued)*

6 Debtors

	2020	2019
	£000	£000
Amounts due within one year		
Amounts due from parent company	**18,861**	18,863
Group relief receivable	**1**	1
	18,862	18,864

All amounts shown under debtors fall due for payment within one year.

7 Capital and reserves

Share capital

	2020	2019
	£000	£000
Allotted, called up and fully paid		
17,500,000 *(2019: 17,500,000)* Ordinary shares of £1 each	**17,500**	17,500

Profit and loss account

	2020	2019
	£000	£000
At beginning of year	**1,364**	1,370
Loss for the financial year	**(2)**	(6)
At end of year	**1,362**	1,364

8 Commitments

The Company held no capital commitments as at 31 March 2020 *(2019: none).*

9 Related parties

As the Company is a wholly owned subsidiary of Taylor Clark Limited, the Company has taken advantage of the exemption contained in FRS 102.33 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

Notes *(continued)*

10 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Taylor Clark Limited which is incorporated in Great Britain and registered in England and Wales.

The largest and smallest group in which the results of the Company are consolidated is that headed by Taylor Clark Limited, 20 York Street, London, W1U 6PU, United Kingdom. The consolidated accounts of this company are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF4 3UZ.

Mr R Clark and his family are the ultimate controlling parties of the Company.

11 Accounting estimates and judgements

The preparation of financial statements requires the use of accounting estimates and judgments, and requires management to exercise judgment in applying accounting policies. No significant judgments or accounting estimates were required in the preparation of these financial statements.

In the application of the Company's accounting policies which are described in Note 1, the directors are required to make judgements, estimates and assumptions about 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 considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. 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.

In determining the carrying value of the fixed asset investments the company needs to make estimates over the recoverable amount. The carrying value reported in the financial statements represents the director's best estimate of the recoverable amount after considering the future prospects of the subsidiary and the joint venture.

There are no other critical judgements or key sources of estimation uncertainty that the directors have made in the process of applying the company's accounting policies that would have a significant effect on the amounts recognised in the financial statements.