

Company Registration Number: 01787659

Darley Stud Management Company Limited

Annual Report and Financial Statements

for the year ended 31 December 2022



Darley Stud Management Company Limited

Annual Report and Financial Statements for the year ended 31 December 2022

	Page(s)
Directors' Report	1 - 2
Independent Auditors' Report	3 - 5
Balance Sheet	6
Notes to the Financial Statements	7 - 8

Darley Stud Management Company Limited

Directors' report for the year ended 31 December 2022

The Directors present their report and the audited financial statements for the year ended 31 December 2022.

Principal activities

In prior years, Darley Stud Management Company Limited ("the Company") acted as agent for undisclosed principals. Effective from 1 January 2017, the Company ceased acting as an agent and became dormant.

Profit and loss account

The Company has not traded on its own account during the year and, accordingly, it made neither a profit nor a loss. Therefore, no profit and loss account or statement of comprehensive income is presented.

Capital and reserves

The Company has not had any transactions with equity holders during the year and therefore no statement of changes in equity is presented.

Directors

The Directors who held office during the year and up to the date of signing the financial statements are given below:

H A Anderson
J Osborne
S R Bullard
W F O'Rourke

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law). 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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.

Darley Stud Management Company Limited

Directors' report for the year ended 31 December 2022 (continued)

Statement of directors' responsibilities in respect of the financial statements (continued)

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.

The directors 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.

Statement of disclosure of information to auditors

In the case of each director in office at the date the Directors' Report is approved:

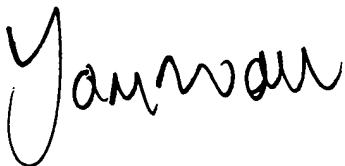
- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

In accordance with S487 of the Companies Act 2006, the Company has elected to dispense with the annual appointment of auditors and, in the absence of a specific resolution to the contrary, PricewaterhouseCoopers LLP will continue in office.

This report has been prepared in accordance with the special provisions relating to small companies within Section 415A Part 15 of the Companies Act 2006.

By order of the Board:



J Hall

Company Secretary

Date: 26 September 2023

Independent auditors' report to the members of Darley Stud Management Company Limited

Report on the audit of the financial statements

Opinion

In our opinion, Darley Stud Management Company Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 31 December 2022; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

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

Independence

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

Conclusions relating to going concern

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.

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

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the

other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

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

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 December 2022 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

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

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to the Companies' Act 2006, and we considered the extent to which non-compliance might have a material effect on the financial statements. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting inappropriate journal entries. Audit procedures performed by the engagement team included:

- Discussions with the directors including consideration of known or suspected instances of non-compliance with laws and regulations and fraud;
- Reading relevant meeting minutes including those of the board of directors; and
- Verifying that no journal entries have been posted given that the company has not traded on its own account in the year.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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

Other required reporting

Companies Act 2006 exception reporting

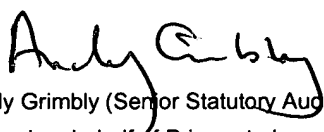
Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Andy Grimbly (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Cambridge

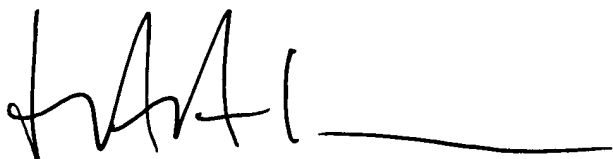
26 September 2023

Darley Stud Management Company Limited

Balance Sheet as at 31 December 2022

	Note	31 December 2022 £	31 December 2021 £
Current assets			
Cash at bank and in hand		2	2
		—	—
Net assets		2	2
		—	—
Capital and reserves			
Called up share capital	4	2	2
Profit and loss account	5	-	-
		—	—
Total shareholders' funds		2	2
		—	—

The notes on pages 7 to 8 form an integral part of these financial statements. The financial statements on pages 6 to 8 were approved and authorised for issue by the Board of Directors on 26/09/2023 and signed on its behalf by:



H A Anderson
Director

Darley Stud Management Company Limited
Company registration number: 01787659

Darley Stud Management Company Limited

Notes to the Financial Statements for the year ended 31 December 2022

1 Accounting policies

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and 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) The principal accounting policies, which have been applied consistently, are set out below.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. There are no estimates or assumptions that have a significant risk of causing a material adjustment to the financial statements.

The Company is a private limited company limited by shares and is incorporated and domiciled in England, the United Kingdom. The registered address of the Company is The Main Office, Dalham Hall Stud, Duchess Drive, Newmarket, Suffolk, CB8 9HE.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits held at call with banks. The Company's functional and presentation currency is the pound sterling.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

Cash flow statement and related party transactions

The Company has not had any transactions during the year and therefore has not presented a cash flow statement nor had any related party transactions to disclose.

2 Employee information

Apart from the directors the Company had no employees during the year (2021: nil).

3 Directors' emoluments

None of the directors received any emoluments from the Company (2021: £nil). The services to the Company do not occupy a significant amount of their time as such the Directors do not consider that they have received any remuneration for their incidental services to the Company for the years ending 31 December 2021 and 31 December 2022.

4 Called up share capital

	2022	2021
	£	£
Allotted, called up and fully paid		
2 ordinary shares of £1 each (2021: 2)	<u>2</u>	<u>2</u>

There is a single class of ordinary shares and all shares rank pari passu. There are no restrictions on the distribution of dividends and the repayment of capital.

Darley Stud Management Company Limited

Notes to the Financial Statements for the year ended 31 December 2022 (continued)

5 Profit and loss account

	2022	2021
	£	£
At 1 January and 31 December	-	-

Auditors' remuneration of £1,250 (2021: £1,040) for the audit of the financial statements was borne by another group company without recharge.

6 Ultimate parent undertaking and controlling party

The immediate and ultimate parent undertaking is Mandataire Limited, a company incorporated in Jersey. In the opinion of the directors, the ultimate controlling party is The Ruler's Office, H.H. The Ruler's Court Dubai, United Arab Emirates.