

Company Registration No. 1965907

Rex House Limited

Report and Financial Statements

31 December 2014

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Rex House Limited

Report and Financial Statements 2014

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Rex House Limited

Directors' Report

The Directors present their annual report together with the audited financial statements for the year ended 31 December 2014.

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415a of the Companies Act 2006.

The Company has also taken advantage of the small companies' exemption from preparing a Strategic Report.

Principal activities

The principal activity of the Company is to invest in commercial property and to earn income therefrom.

Review of the business

The results for the year are shown on page 6. The Directors expect the principal activity of the Company to remain unchanged for the foreseeable future.

The financial statements have been prepared on a going concern basis as described in note 1.2.

Dividends

The Company did not pay any dividends in the year ended 31 December 2014 (2013: £nil).

Principal risks and uncertainties

The Directors consider there are a number of potential risks and uncertainties which could have a material impact on the Company's performance and could cause the actual results to differ materially from expected and historical results. Management and mitigation of these risks is the responsibility of the Directors of the Company.

Risk	Mitigation
• Cyclical downturn in property market	Long-term investment strategy to mitigate short-term unrealised losses.
• Changes in tenant demand	Strategy of securing long-leased tenants with strong covenant strength.
• Credit risk – tenants	All potential tenants assessed for credit worthiness. Rental deposits taken as required.

Directors

The Directors of the Company during the year and subsequent changes were as follows:

Mr E H Klotz

Mr A G P Millet

Mr J H Whiteley

Mr R J S Tice (resigned 14 February 2014)

Mr S L Wigzell (appointed 14 February 2014)

Mr F Widlund (appointed 6 November 2014)

Qualifying third-party indemnity provisions (as defined in section 234 of the Companies Act 2006) are in force for the benefit of the Directors who held office in 2014.

Rex House Limited

Directors' Report (continued)

Auditor

Each of the persons who is a Director at the date of approval of this report confirms that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- he 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.

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Pursuant to section 386 Companies Act 1985, an Elective Resolution was passed on 9 October 2002 dispensing with the requirement to appoint auditors annually. In accordance with that Elective Resolution and paragraph 45(2), Schedule 3 of the Companies Act 2006 (Commencement No. 3 Consequential Amendments, Transitional Provisions and Savings) Order 2007, Deloitte LLP is deemed to continue as auditor of the Company.

Approved by the Board of Directors
and signed by order of the Board



Mr D F Fuller
Company Secretary
10 June 2015

Registered office:

86 Bondway
London
SW8 1SF

Rex House Limited

Directors' Responsibilities Statement

The Directors are responsible for preparing the annual 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). 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; 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 to 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.

Independent Auditor's Report to the Members of Rex House Limited

We have audited the financial statements of Rex House Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of Directors and auditor

As more fully explained 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.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its profit for the year 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.

Opinion on matters prescribed in the Companies Act 2006

- In our opinion the information in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent Auditor's Report to the Members of Rex House Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



Mark Beddy FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
10 June 2015

Rex House Limited

Profit and Loss Account Year ended 31 December 2014

	Notes	2014 £	2013 £
Turnover	2	93,521	73,521
Administrative expenses		(124,714)	(87,034)
Operating loss		(31,193)	(13,513)
Loss on disposal of investments		-	(694)
Interest receivable and similar income	3	61,081	285
Interest payable and similar charges	4	(19,510)	(19,315)
Profit/(loss) on ordinary activities before taxation	6	10,378	(33,237)
Tax on profit/(loss) on ordinary activities	7	(2,209)	14,945
Profit/(loss) for the financial year	14	8,169	(18,292)

There is no material difference between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the financial year stated above, and their historical cost equivalents.

All items included in the Profit and Loss Account are part of continuing operations.

Rex House Limited

Statement of Total Recognised Gains and Losses Year ended 31 December 2014

	Note	2014 £	2013 £
Profit/(loss) for the financial year		8,169	(18,292)
Unrealised deficit on revaluation of investment property	8	<u>(85,000)</u>	<u>(75,000)</u>
Total recognised losses for the year		<u>(76,831)</u>	<u>(93,292)</u>

Rex House Limited

Balance Sheet 31 December 2014

	Notes	2014 £	2013 £
Fixed assets			
Investment property	8	600,000	685,000
Current assets			
Debtors: due within one year	9	6,246	9,910
Cash at bank and in hand		1	24
		<u>6,247</u>	<u>9,934</u>
Creditors: amounts falling due within one year	10	<u>(191,211)</u>	<u>(203,368)</u>
Net current liabilities		<u>(184,964)</u>	<u>(193,434)</u>
Total assets less current liabilities		415,036	491,566
Creditors: amounts falling due after more than one year	11	(641,165)	(641,165)
Provisions for liabilities	12	<u>(48,381)</u>	<u>(48,080)</u>
Net liabilities		<u>(274,510)</u>	<u>(197,679)</u>
Capital and reserves			
Called up share capital	13	600	600
Share premium account	14	499,500	499,500
Revaluation reserve	14	(792,391)	(707,391)
Profit and loss account	14	<u>17,781</u>	<u>9,612</u>
Shareholders' deficit		<u>(274,510)</u>	<u>(197,679)</u>

The financial statements of Rex House Limited (registered number 1965907) were approved by the Board of Directors on 10 June 2015.

Signed on behalf of the Board of Directors



Mr J H Whiteley

Director

Rex House Limited

Notes to the Financial Statements 31 December 2014

1. Significant accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout this and the preceding year.

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of land and buildings and in accordance with applicable accounting standards. The Directors consider that the Company is a going concern. The Company has taken advantage of the exemption in Financial Reporting Standard No. 1 not to prepare a cash flow statement as one has been prepared for the Group. The Company is a wholly-owned subsidiary of CLS Holdings plc and has taken advantage of the exemption in Financial Reporting Standard No. 8 not to detail transactions with fellow Group undertakings as the financial statements of CLS Holdings plc are publicly available.

1.2 Going concern

The Company's business activities and review of the business are set out in the Directors' Report.

At 31 December 2014 the Company had a significant equity deficit. However, the Directors are in receipt of an unequivocal letter of support from the parent company confirming that sufficient funds will be available to ensure all liabilities are met as they fall due for a period of 12 months from the date of approval of the financial statements, so long as the Company is a wholly-owned direct or indirect subsidiary of its current ultimate parent company (note 15) and as such have adopted the going concern basis in preparing the annual report and financial statements.

1.3 Investment properties

Investment properties are revalued annually. Completed investment properties are stated at their open market value. Investment properties in the course of development are stated at open market value in their existing state. Temporary surpluses or deficits arising on revaluation are reflected in the revaluation reserve. Permanent revaluation deficits in excess of the amount of prior revaluation surpluses are charged to the Profit and Loss Account, unless considered temporary.

In accordance with Statement of Standard Accounting Practice 19, no depreciation is provided on completed freehold investment properties. The requirement of the Companies Act 2006 is to depreciate all properties, but that requirement conflicts with the generally accepted accounting principle set out in SSAP 19. The Directors consider that, as these properties are not held for consumption but for investment, to depreciate them would not give a true and fair view, and that it is necessary to adopt SSAP 19 in order to give a true and fair view. Depreciation or amortisation is one of many factors influencing a property valuation and if depreciation or amortisation might have been charged, it is not possible to identify or quantify this separately.

Rex House Limited

Notes to the Financial Statements 31 December 2014

1. Significant accounting policies (continued)

1.4 Turnover

Turnover comprises the total value of rents receivable under operating leases, including reverse premiums paid by tenants on surrender of leases and property-related services provided during the year, excluding VAT. Where there is a material rent-free period and the amount is considered to be recoverable, the income is spread evenly over the lease term. Rents received in advance are shown as deferred income in the Balance Sheet.

1.5 Taxation

Corporation tax is provided on taxable profits at the current rate.

Deferred tax is recognised in respect of all timing differences which have originated but not reversed at the balance sheet date where transactions or events which result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from the reversal of the underlying timing differences can be deducted.

Deferred tax is measured, on an undiscounted basis, at the average tax rates which are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws which have been enacted or substantively enacted at the balance sheet date.

Provision is not made in respect of property revaluation gains and losses.

2. Turnover

	2014 £	2013 £
Rental income	<u>93,521</u>	<u>73,521</u>

Turnover arose wholly within the United Kingdom.

3. Interest receivable and similar income

	2014 £	2013 £
Other interest income	<u>61,081</u>	<u>285</u>

4. Interest payable and similar charges

	2014 £	2013 £
On amounts due to group undertakings	<u>19,510</u>	<u>19,315</u>

Rex House Limited

Notes to the Financial Statements 31 December 2014

5. Directors' emoluments and employee information

None of the Directors received any remuneration during the year in respect of services as Directors to the Company (2013: £nil). The emoluments of the Directors of the Company, who are also directors of CLS Holdings plc, are disclosed in that company's financial statements in respect of their services to the Group as a whole. The Company had no employees during the year (2013: none).

6. Loss on ordinary activities before taxation

	2014 £	2013 £
This is stated after charging:		
Fees payable to the Company's auditor for the audit of the Company's financial statements	1,800	1,800

There were no fees payable in the year to Deloitte and its associates in respect of non-audit services.

7. Tax on profit/(loss) on ordinary activities

	2014 £	2013 £
Current tax	1,908	(8,154)
Deferred tax	301	(6,791)
Total tax charge/(credit) on loss on ordinary activities	2,209	(14,945)

The rate of corporation tax for the financial year beginning 1 April 2013 was 23%. This fell to 21% on 1 April 2014 and the weighted corporation tax rate for the year ended 31 December 2014 was therefore 21.50%. Deferred tax has been calculated at a rate of 20%, being the rate applicable from 1 April 2015 under legislation substantially enacted at the balance sheet date.

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit/(loss) before tax is as follows:

	2014 £	2013 £
Profit/(loss) on ordinary activities before tax	10,376	(33,237)
Profit/(loss) on ordinary activities before taxation multiplied by the standard rate of UK corporation tax of 21.50% (2013: 23.25%)	2,231	(7,728)
Factors affecting charge:		
Losses surrendered by group/consortium relief for nil receipt and differences between capital allowances and depreciation	(323)	(426)
Current tax charge/(credit) for the year	1,908	(8,154)

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Notes to the Financial Statements 31 December 2014

8. Investment property

	Freehold £
At 1 January 2014	685,000
Revaluation deficit for the year	(85,000)
At 31 December 2014	<u>600,000</u>

The investment property was revalued at 31 December 2014 to its fair value. The valuation was based on current prices in an active market. The property valuation was carried out by DTZ (2013: Lambert Smith Hampton) who are external, professionally qualified valuers.

The Directors are satisfied that the external valuations supplied are appropriate to adopt for these financial statements without adjustment.

The historical cost of the investment property included at valuation is £1,392,391 (2013: £1,392,391).

9. Debtors: due within one year

	2014 £	2013 £
Trade debtors	244,441	131,967
Provision for doubtful debts	(244,441)	(131,967)
Prepayments and accrued income	-	38
Amounts due from group undertakings	-	1,718
Corporation tax	6,246	8,154
	<u>6,246</u>	<u>9,910</u>

10. Creditors: amounts falling due within one year

	2014 £	2013 £
Amounts due to group undertakings	191,211	142,249
Accruals and deferred income	-	38
Other creditors	-	61,081
	<u>191,211</u>	<u>203,368</u>

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

	2014 £	2013 £
Amounts due to group undertakings	<u>641,165</u>	<u>641,165</u>

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Notes to the Financial Statements 31 December 2014

12. Provision for liabilities

Deferred taxation is analysed as follows:

	Provision 2014 £	Amount unprovided 2014 £	Provision 2013 £	Amount unprovided 2013 £
Capital allowances in excess of depreciation	48,381	-	48,080	-
Deferred tax asset on revaluation deficit	-	(110,097)	-	(93,398)
	<u>48,381</u>	<u>(110,097)</u>	<u>48,080</u>	<u>(93,398)</u>
At 1 January	48,080		54,871	
Effect of decreased tax rate on opening deferred tax liability	-		(7,157)	
Amount charged to profit and loss	301		366	
At 31 December	<u>48,381</u>		<u>48,080</u>	

13. Called up share capital

	2014 £	2013 £
Authorised, allotted, called up and fully paid Ordinary shares of £1 each	<u>600</u>	<u>600</u>

14. Combined statement of reserves and reconciliation of movement in shareholders' deficit

	Share capital £	Share premium £	Revaluation reserve £	Profit and loss account £	2014 Total £	2013 Total £
At 1 January	600	499,500	(707,391)	9,612	(197,679)	(104,387)
Profit/(loss) for the year	-	-	-	8,169	8,169	(18,292)
Deficit on revaluation	-	-	(85,000)	-	(85,000)	(75,000)
Balance at 31 December	<u>600</u>	<u>499,500</u>	<u>(792,391)</u>	<u>17,781</u>	<u>(274,510)</u>	<u>(197,679)</u>

15. Parent undertaking

The Directors consider that the immediate and ultimate parent undertaking and controlling party is CLS Holdings plc, which is incorporated in Great Britain. The financial statements of the Company are consolidated into the CLS Holdings plc group accounts for the year ended 31 December 2014, being the largest and only group into which the Company is consolidated. Copies of the group financial statements are publicly available and may be obtained from The Secretary, CLS Holdings plc, 86 Bondway, London SW8 1SF.