

Registered number  
08045469

C.G I S 65 Clerkenwell Road Limited  
Directors' report and financial statements  
30 June 2013



**C.G.I.S. 65 Clerkenwell Road Limited**  
**Directors' report and financial statement**  
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**C.G.I.S. 65 Clerkenwell Road Limited**

**Registered number: 08045469**

**Directors' Report**

The directors present their annual report and the audited financial statements for the period ended 30 June 2013

**Principal activities**

The company's principal activity during the period is that of property investment

The company was incorporated on 25 April 2012 and commenced trading on 27 July 2012 on acquisition of the freehold property at 65 Clerkenwell Road, London

**Results and dividends**

The results for the year are shown in the profit and loss account on page 4

The directors do not recommend the payment of a final dividend

**Directors**

The following persons served as directors during the period

T S Cole  
S R Collins  
M N Steinberg

**Disclosure of information to auditors**

Each person who was a director at the time this report was approved 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 report was approved by the board on 4 September 2013 and signed on its behalf by



M N Steinberg  
Director

10 Upper Berkeley Street  
London  
W1H 7PE

## **C.G.I.S. 65 Clerkenwell Road Limited**

### **Statement of Directors' Responsibilities**

The directors are responsible for preparing the report and 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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.

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Independent auditors' report**  
**to the shareholders of C.G.I.S. 65 Clerkenwell Road Limited**

We have audited the financial statements of C G I S 65 Clerkenwell Road Limited for the period ended 30 June 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. 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 auditors' 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 auditors**

As explained more fully in the Statement of Directors' Responsibilities, 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 misstatements, 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 by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. 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 30 June 2013 and of its loss 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.

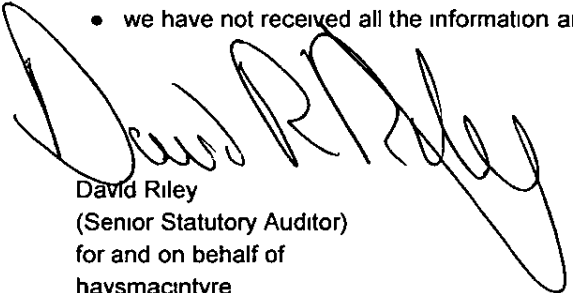
**Opinion on other matters prescribed by the Companies Act 2006**

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

**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.



David Riley  
(Senior Statutory Auditor)  
for and on behalf of  
haysmacintyre  
Statutory Auditor  
4 September 2013

Fairfax House  
15 Fulwood Place  
London  
WC1V 6AY

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Profit and Loss Account**  
**for the period from 25 April 2012 to 30 June 2013**

	Notes	2013 £
<b>Turnover</b>	2	
Rent receivable		173,721
Service charge income		<u>29,524</u>
		203,245
Property outgoings		(151,683)
<b>Gross profit</b>		<u>51,562</u>
Administrative expenses	4	-
<b>Operating profit</b>		<u>51,562</u>
Interest payable	5	(115,481)
<b>Loss on ordinary activities before taxation</b>		<u>(63,919)</u>
Tax on loss on ordinary activities	6	-
<b>Loss for the period</b>		<u>(63,919)</u>

**Continuing operations**

All of the above relate to continuing operations

There is no difference between the profit as stated and that prepared on the historic cost basis

The notes on pages 7 - 11 form part of these financial statements

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Statement of total recognised gains and losses**  
**for the period from 25 April 2012 to 30 June 2013**

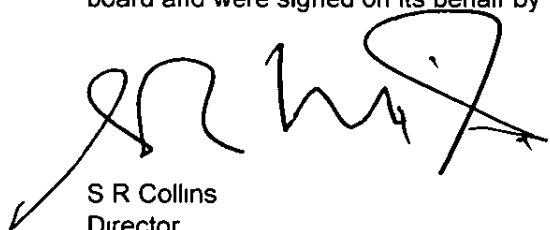
	<b>Notes</b>	<b>2013 £</b>
Loss for the period		(63,919)
Unrealised surplus on revaluation of properties	7	448,570
Total recognised gains and losses related to the period		<u>384,651</u>

The notes on pages 7 - 11 form part of these financial statements

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Balance Sheet**  
**as at 30 June 2013**

	Notes	2013 £
<b>Fixed assets</b>		
Investment property	7	6,476,986
<b>Current assets</b>		
Debtors	8	110,320
<b>Creditors: amounts falling due within one year</b>	9	(6,202,654)
<b>Net current liabilities</b>		(6,092,334)
<b>Net assets</b>		<u>384,652</u>
<b>Capital and reserves</b>		
Called up share capital	11	1
Revaluation reserve	12	448,570
Profit and loss account	13	(63,919)
<b>Shareholders' funds</b>	14	<u>384,652</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by



S R Collins  
 Director

Approved by the board on 4 September 2013

The notes on pages 7 - 11 form part of these financial statements



**C.G.I.S. 65 Clerkenwell Road Limited**  
**Notes to the Accounts**  
**for the period from 25 April 2012 to 30 June 2013**

**1 Accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements with the exception of the presentation of gross property income noted below

***Accounting convention***

The financial statements have been prepared on a going concern basis, under the historical cost accounting rules, modified by the revaluation of certain fixed assets, and in accordance with the Companies Act 2006 and applicable accounting standards for the United Kingdom

***Basis of preparation***

The accounts have been prepared on the going concern basis by the directors, who have assessed the future performance of the company and determined that the going concern basis is appropriate. In addition, the directors have obtained the support of CGIS Group (No 3) Limited for a period of at least 12 months from the date of approval of the financial statements

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw a cash flow statement in accordance with FRS1

***Properties***

Investment properties are included in the balance sheet at their open market value at the balance sheet date based upon an annual external professional valuation. Aggregate surpluses or deficits arising on valuation are transferred to a revaluation reserve. Impairment in the value of the properties to below their carrying values are charged directly to the profit and loss account, where such impairments are considered permanent

Additions to investment properties include only costs of a capital nature. Costs such as interest and other property outgoings are treated as revenue expenditure and written off as incurred

In accordance with SSAP 19 (as amended) "Accounting for Investment Properties" no depreciation or amortisation is provided in respect of freehold and leasehold investment properties. This treatment is a departure from the requirements of the Companies Act 2006 concerning depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is necessary for the accounts to give a true and fair view. Depreciation or amortisation is only one of the factors reflected in annual valuation, and the amount which might otherwise be shown, cannot be separately identified or quantified

***Gross property income***

Following the issue of Application Note G (an amendment to FRS 5) in November 2003, the gross value of property expenses is now included within cost of sales and the contribution from tenants is included in turnover

***Lease incentives***

In accordance with the Accounting Standard's (ASB) Urgent Issue Task Force Abstract 28 "Operating Lease Incentives" (UITF 28) the company treats any incentive for lessees to enter into lease agreements as a reverse cost and accounts for rental income from the commencement date of any rent free period. The cost of all lease incentives (such as rent free periods or contributions to tenants' fitting out costs) is therefore set off against the total rent due. The net rental income is then spread evenly over the shorter of the period from the rent commencement date to the date of the next rent review or lease end date

**C.G I.S. 65 Clerkenwell Road Limited**  
**Notes to the Accounts**  
**for the period from 25 April 2012 to 30 June 2013**

**1 Accounting policies (continued)**

***Related party transactions***

As the company is a wholly owned subsidiary of CGIS Group (No 3) Limited, it has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances which form part of the group (or investees of the group qualifying as related parties)

The consolidated financial statements of CGIS Group (No 3) Limited, within which this company is included, can be obtained from 10 Upper Berkeley Street, London W1H 7PE

***FRS 25 "Financial Instruments: disclosure and presentation"***

Where the contractual obligations (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses are included in the profit and loss account. Accordingly, non equity share capital in accordance with FRS 25 is shown as financial liabilities. Dividends payable on this share capital are classified as finance costs and is shown in interest payable and similar charges.

***Deferred taxation***

Deferred tax is provided in respect of all timing differences that have originated but not reversed at the balance sheet date where an event has occurred that results in an obligation to pay more or less tax in the future, except that

- (a) Provision is not made in respect of property revaluation surpluses unless an unconditional sales agreement has been signed and rollover relief is not available to cover any gain arising, and
- (b) Deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the relevant timing differences can be deducted.

Deferred tax is measured on a non discounted basis at the tax rates which apply at the balance sheet date.

**2 Turnover**

Turnover, which is stated net of value added tax, includes rent receivable, service charge and other recoveries from tenants of its investment property within the United Kingdom.

**3 Staff numbers and costs**

Other than the directors, the company employed no staff during the year. None of the directors received any remuneration.

**4 Auditors' remuneration**

The auditors' remuneration has been borne by its intermediate parent company, CGIS Group (No 3) Limited.

**5 Interest payable**

**2013**  
**£**

Finance charges arising in respect of loan from group undertakings

115,481

115,481

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Notes to the Accounts**  
**for the period from 25 April 2012 to 30 June 2013**

**6 Taxation**

**2013**

**£**

**Tax on profit on ordinary activities**

Taxation based on profits for the year

Current tax

-

Total corporation tax and similar taxes

-

**Current tax**

The tax on the profit on ordinary activities has been reduced from the amount that would arise from applying the prevailing corporation tax rate to the company's profit as follows

**2013**

**£**

Loss on ordinary activities before tax

(63,919)

UK corporation tax at 24% on profits before tax

(15,341)

Capital allowances

(25,197)

Tax losses (from)/to group companies

40,538

Corporation tax charge for the year

-

**Factors that may affect future tax charges**

No provision has been made for taxation which might become payable if the company's investment property was sold at the net amount at which it is stated in the financial statements

**7 Investment property**

**Freehold  
land &  
buildings  
£**

**Valuation**

At 25 April 2012

-

Additions

6,028,416

Surplus on revaluation

448,570

At 30 June 2013

6,476,986

**Net book value**

At 30 June 2013

6,476,986

The cost of properties included above at valuation is

**2013**

**£**

Freehold investment properties

6,028,416

The company's property has been valued at open market value as at 30 June 2013 by the Group's independent external valuer, CB Richard Ellis

The net book value of the investment properties totalling £6,476,986 is stated after reclassifying £23,014 of lease incentive costs netted off deferred income in accordance with UITF 28

The immediate parent company, HDL Debenture Limited, has a debenture loan and a bank loan which are secured by way of a first and second legal charge over the investment property and all other assets of the company

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Notes to the Accounts**  
**for the period from 25 April 2012 to 30 June 2013**

<b>8 Debtors</b>	<b>2013</b>
	<b>£</b>
Other debtors	38,233
Prepayments and accrued income	72,087
	<u>110,320</u>

<b>9 Creditors: amounts falling due within one year</b>	<b>2013</b>
	<b>£</b>
Trade creditors	68,734
Amounts owed to group undertakings	6,062,277
Other taxes and social security costs	5,675
Other creditors	40,678
Accruals and deferred income	25,290
	<u>6,202,654</u>

Interest on intercompany loans is charged annually in arrears at bank base rate plus 1.5%. However, where this would result in a loss arising in the subsidiary company's accounts, the amount of interest charged is constrained to the funds available in that subsidiary company, such that neither a gain nor a loss arises in its accounts before interest and dividends.

<b>10 Deferred taxation</b>	<b>2013</b>
	<b>£</b>
At 25 April	-
Deferred tax charge in profit and loss account	-
	<u>-</u>
At 30 June	<u>-</u>

Deferred taxation provided in the accounts and amounts not provided are as follows

	<b>Provided</b>	<b>Potential</b>
	<b>2013</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Capital allowances in advance of depreciation	-	-
Potential tax on property value gain/deficit	-	82,912
	<u>-</u>	<u>82,912</u>

<b>11 Share capital</b>	<b>Nominal value</b>	<b>2013 Number</b>	<b>2013 £</b>
Allotted, called up and fully paid Ordinary shares	£1 each	1	<u>1</u>

During the period, the company issued 1 ordinary share at par

**C.G.I.S. 65 Clerkenwell Road Limited**  
**Notes to the Accounts**  
**for the period from 25 April 2012 to 30 June 2013**

<b>12 Revaluation reserve</b>	<b>2013</b>
	<b>£</b>
At 25 April 2012	-
Arising on revaluation during the period	448,570
	<hr/>
At 30 June 2013	448,570
	<hr/>
<b>13 Profit and loss account</b>	<b>2013</b>
	<b>£</b>
At 25 April 2012	-
Loss for the period	(63,919)
	<hr/>
At 30 June 2013	(63,919)
	<hr/>
<b>14 Reconciliation of movement in shareholders' funds</b>	<b>2013</b>
	<b>£</b>
At 25 April	-
Loss for the financial period	(63,919)
Arising on revaluation during the period	448,570
Shares issued	1
	<hr/>
At 30 June	384,652
	<hr/>

**15 Ultimate controlling parties**

The immediate holding company is HDL Debenture Limited and the ultimate parent company is CGIS Group (No 3) Limited. Both of these companies are incorporated in England and Wales.

The company is ultimately controlled by the directors.