

Registered number
08045469

C.G.I.S. 65 Clerkenwell Road Limited
Directors' report and financial statements
30 June 2015



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 year ended 30 June 2015.

Principal activities

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

Results and dividends

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

During the year, an interim equity dividend totalling £2,910,114 was declared and paid. The directors do not recommend the payment of a final dividend.

Directors

The following persons served as directors during the year:

T S Cole
S R Collins
M N Steinberg

Auditors

The auditors, haysmacintyre, will be proposed for reappointment in accordance with Section 485 of the Companies Act 2006.

Small companies Provisions

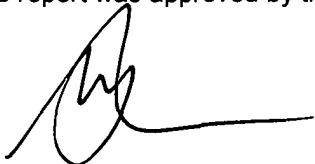
The report has been prepared in accordance with the small companies exemption provided by Section 415A of the Companies Act 2006.

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 29/3/16 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 year ended 30 June 2015 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

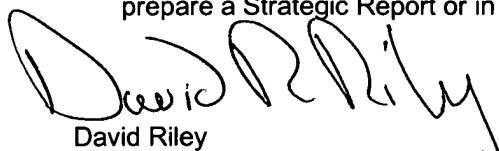
Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.


David Riley
(Senior Statutory Auditor)
for and on behalf of
haysmacintyre
Statutory Auditor
24/3/16

26 Red Lion Square
London
WC1R 4AG

C.G.I.S. 65 Clerkenwell Road Limited
Profit and Loss Account
for the year ended 30 June 2015

	Notes	2015 £	Reclassified 2014 £
Turnover			
Rent receivable	2	342,262	367,657
Cost of sales		(37,039)	(29,354)
Gross profit		<u>305,223</u>	<u>338,303</u>
Administrative expenses	4	-	-
Operating profit		<u>305,223</u>	<u>338,303</u>
Exceptional items: profit on the disposal of tangible fixed assets		3,334,895	-
		<u>3,640,118</u>	<u>338,303</u>
Interest receivable	5	36,183	-
Interest payable	6	(529)	(121,196)
Profit on ordinary activities before taxation		<u>3,675,772</u>	<u>217,107</u>
Tax on profit on ordinary activities	7	-	-
Profit for the financial year		<u>3,675,772</u>	<u>217,107</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 year ended 30 June 2015

	Notes	2015 £	2014 £
Profit for the financial year		3,675,772	217,107
Unrealised surplus on revaluation of properties	8	-	2,030,766
Total recognised gains and losses related to the year		<u>3,675,772</u>	<u>2,247,873</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 2015

Company No: 08045469

	Notes	2015 £	2014 £
Fixed assets			
Investment property	8	-	8,529,997
Current assets			
Debtors	9	3,435,086	506,562
Creditors: amounts falling due within one year	10	(36,903)	(6,404,034)
Net current assets/(liabilities)		<u>3,398,183</u>	<u>(5,897,472)</u>
Net assets		<u>3,398,183</u>	<u>2,632,525</u>
Capital and reserves			
Called up share capital	12	1	1
Revaluation reserve	13	-	2,479,336
Profit and loss account	14	3,398,182	153,188
Shareholders' funds	16	<u>3,398,183</u>	<u>2,632,525</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 29/3/16

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

C.G.I.S. 65 Clerkenwell Road Limited
Notes to the Financial Statements
for the year ended 30 June 2015

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 financial statements 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.

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 the directors estimate of their open market value at the balance sheet date based upon external professional valuations. 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.

Lease incentives

In accordance with 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 Financial Statements
for the year ended 30 June 2015

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.

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.

Intercompany loans

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.

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.

During the year, management reassessed how certain property service charge transactions are presented and consider it appropriate to reclassify certain comparative figures within turnover and cost of sales for the year ended 30 June 2014. As a result of the reclassification there has been no impact on reported profits for the year ended 30 June 2014 and net assets at that date. As a result of the reclassification, turnover and cost of sales are £13,490 lower than previously stated

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 receivable	2015	2014
	£	£
Group interest receivable	36,183	-
6 Interest payable	2015	2014
	£	£
Group interest payable	-	121,196
Other interest payable	529	-
	<u>529</u>	<u>121,196</u>

C.G.I.S. 65 Clerkenwell Road Limited
Notes to the Financial Statements
for the year ended 30 June 2015

7 Taxation	2015	2014
	£	£
Tax on profit on ordinary activities		
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:		
	2015	2014
	£	£
Profit on ordinary activities before tax	3,675,772	217,107
	£	£
UK corporation tax at 21/20% on profits before tax (2014: 24/21%)	762,748	48,852
Effects of:		
Expenses not deductible for tax purposes	7,650	2,468
Chargeable (losses)	(804,460)	
Capital allowances	43,441	
Utilisation of tax losses	(9,379)	(28,105)
Tax losses (from)/to group companies		(23,215)
Corporation tax charge for the year	-	-
8 Investment property		
		Freehold land and buildings
		£
Valuation		
At 1 July 2014		8,529,997
Additions		-
Disposals		(8,529,997)
At 30 June 2015		-
Depreciation		
At 30 June 2015		-
Net book value		
At 30 June 2015		-
At 30 June 2014		8,529,997
The cost of properties included above at valuation is:	2015	2014
	£	£
Freehold investment properties	-	6,050,661

C.G.I.S. 65 Clerkenwell Road Limited
Notes to the Financial Statements
for the year ended 30 June 2015

9 Debtors	2015	2014
	£	£
Trade debtors	-	114,426
Amounts owed by group undertakings	3,412,142	382,819
Other debtors	22,944	-
Prepayments and accrued income	-	9,317
	<u>3,435,086</u>	<u>506,562</u>

10 Creditors: amounts falling due within one year	2015	2014
	£	£
Trade creditors	36,846	373
Amounts owed to group undertakings	57	6,289,886
Other taxes and social security costs	-	22,103
Other creditors	-	70,524
Accruals and deferred income	-	21,148
	<u>36,903</u>	<u>6,404,034</u>

11 Deferred taxation	2015	2014
	£	£
At 1 July	-	-
Deferred tax charge in profit and loss account	-	-
	<u>-</u>	<u>-</u>
At 30 June	-	-

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

	Provided	Potential	Potential
	2015	2015	2014
	£	£	£
Capital allowances in advance of depreciation	-	-	-
Potential tax on property value gain/deficit	-	-	82,912
	<u>-</u>	<u>-</u>	<u>82,912</u>

12 Share capital	Nominal value	2015 Number	2015	2014
			£	£
Allotted, called up and fully paid:				
Ordinary shares	£1 each	1	<u>1</u>	<u>1</u>

13 Revaluation reserve	2015
	£
At 1 July 2014	2,479,336
Transfer to profit & loss account on sale of property	(2,479,336)
	<u>-</u>
At 30 June 2015	<u>-</u>

C.G.I.S. 65 Clerkenwell Road Limited
Notes to the Financial Statements
for the year ended 30 June 2015

14 Profit and loss account

	2015 £
At 1 July 2014	153,188
Profit for the financial year	3,675,772
Dividends	(2,910,114)
Transfer from revaluation reserve on sale of property	2,479,336
	<hr/>
At 30 June 2015	<u>3,398,182</u>

15 Dividends

	2015 £	2014 £
Dividends for which the company became liable during the year:		
Dividends paid	<u>2,910,114</u>	<u>-</u>
Analysis of dividends by type:		
Equity dividends (note 14)	<u>2,910,114</u>	<u>-</u>
Dividends proposed after the balance sheet date	<u>-</u>	<u>-</u>

16 Reconciliation of movement in shareholders' funds

	2015 £	2014 £
At 1 July	2,632,525	384,652
Profit for the financial year	3,675,772	217,107
Dividends	(2,910,114)	-
Arising on revaluation during the year	-	2,030,766
	<hr/>	<hr/>
At 30 June	<u>3,398,183</u>	<u>2,632,525</u>

17 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 smallest and largest group to prepare group accounts in which the company is included is CGIS Group (No.3) Limited.

The company is ultimately controlled by the directors.

C.G.I.S. 65 Clerkenwell Road Limited
Detailed profit and loss account
for the year ended 30 June 2015

	2015	<i>Reclassified</i>
	£	2014
		£
Sales	342,262	367,657
Cost of sales	(37,039)	(29,354)
Gross profit	<u>305,223</u>	<u>338,303</u>
Administrative expenses	-	-
Operating profit	<u>305,223</u>	<u>338,303</u>
Exceptional items	3,334,895	-
Interest receivable	36,183	-
Interest payable	(529)	(121,196)
Profit before tax	<u>3,675,772</u>	<u>217,107</u>

C.G.I.S. 65 Clerkenwell Road Limited
Detailed profit and loss account
for the year ended 30 June 2015

	2015	<i>Reclassified</i>
	£	2014
		£
Sales		
Rent receivable	342,262	367,657
Service charge income	-	-
	<u>342,262</u>	<u>367,657</u>
 Cost of sales		
Property outgoings	<u>37,039</u>	<u>29,354</u>