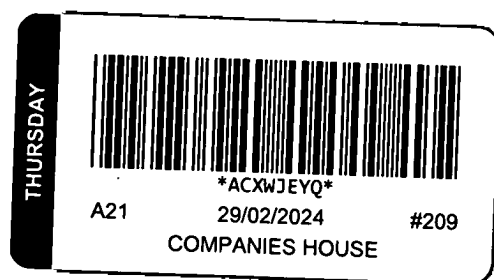


Registered number
08786809

C.G.I.S. BANBURY LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023



C.G.I.S. BANBURY LIMITED

Registered number: 08786809

Directors' Report

The directors present their report and financial statements for the year ended 30 June 2023.

Principal activities

The company's principal activity is property investment.

Dividends

No dividends were paid in the year (2022: £nil).

Directors

The following persons served as directors during the year:

S R Collins
M N Steinberg
T S Cole (deceased 19 December 2022)
N M Cole (appointed 27 April 2023)

Directors' responsibilities

The directors are responsible for preparing the Directors' 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 (Financial Reporting Standard 102 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;
- 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.

Auditors

The auditors, PKF Littlejohn LLP, will be proposed for reappointment in accordance with section 489 of the Companies Act 2006.

C.G.I.S. BANBURY LIMITED

Registered number: 08786809

Directors' Report

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is 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 auditor is aware of that information.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on and signed on its behalf.

DocuSigned by:

Mark Steinberg

D1FEC1DA20D3401...

M N Steinberg
Director

Date: 31.01.2024

C.G.I.S. BANBURY LIMITED
Independent auditor's report
to the members of C.G.I.S. BANBURY LIMITED

Opinion

We have audited the financial statements of C.G.I.S. Banbury Limited (the 'company') for the year ended 30 June 2023 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity, and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2023 and of its loss 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

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.

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.

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

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. 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 course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. 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 in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

C.G.I.S. BANBURY LIMITED
Independent auditor's report
to the members of C.G.I.S. BANBURY LIMITED

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully 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, and for such internal control as the directors 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.

Auditor's responsibilities for the audit of the financial statements

Auditor's 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 auditor's 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:

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, and application of cumulative audit knowledge and experience of the sector.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from Companies Act 2006, FRS 102, and UK tax legislation.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to:
 - o enquiries of management; and
 - o review of legal expenses.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

C.G.I.S. BANBURY LIMITED
Independent auditor's report
to the members of C.G.I.S. BANBURY LIMITED

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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

Use of our report

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.



Timothy Harris (Senior Statutory Auditor)
for and on behalf of
PKF Littlejohn LLP
Statutory Auditor
Date: 02.02.2024

15 Westferry Circus
London
E14 4HD

C.G.I.S. BANBURY LIMITED
Statement of Comprehensive Income
for the year ended 30 June 2023

	Notes	2023 £	2022 £
Turnover	4	612,434	670,490
Cost of sales		(42,777)	(121,617)
Gross profit		569,657	548,873
Administrative expenses		(1,426)	(2,102)
Fair value movements	10	(1,247,618)	2,870,000
Operating (loss)/profit		(679,387)	3,416,771
Interest receivable and similar income	7	-	29,361
Interest payable and similar expenses	8	-	(129,814)
(Loss)/profit on ordinary activities before taxation		(679,387)	3,316,318
Tax on (loss)/profit on ordinary activities	9	300,254	(730,258)
(Loss)/profit for the financial year		<u>(379,133)</u>	<u>2,586,060</u>

The notes on pages 9 to 16 form part of these financial statements.

C.G.I.S. BANBURY LIMITED
Statement of Financial Position
as at 30 June 2023

Registered number
08786809

	Notes	2023 £	2022 £
Fixed assets			
Investment property	10	9,490,000	10,700,000
		9,490,000	10,700,000
Current assets			
Debtors	11	135,991	1,610,776
		135,991	1,610,776
Creditors: amounts falling due within one year	12	(3,032,802)	(5,038,200)
Net current liabilities		(2,896,811)	(3,427,424)
Total assets less current liabilities		6,593,189	7,272,576
Provisions for liabilities			
Deferred taxation	13	(852,069)	(1,152,323)
		(852,069)	(1,152,323)
Net assets		5,741,120	6,120,253
Capital and reserves			
Called up share capital	14	1	1
Other reserves	15	1,415,183	1,415,183
Profit and loss account	15	4,325,936	4,705,069
Total equity		5,741,120	6,120,253

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 31.01.2024.

DocuSigned by:

Mark Steinberg

D1FEC1DA20D3401...

M N Steinberg
Director

The notes on pages 9 to 16 form part of these financial statements.

C.G.I.S. BANBURY LIMITED
Statement of Changes in Equity
for the year ended 30 June 2023

	Share capital	Other reserves	Profit and loss account	Total
	£	£	£	£
At 1 July 2021	1	1,415,183	2,119,009	3,534,193
Profit for the financial year	-	-	2,586,060	2,586,060
At 30 June 2022	1	1,415,183	4,705,069	6,120,253
At 1 July 2022	1	1,415,183	4,705,069	6,120,253
Loss for the financial year	-	-	(379,133)	(379,133)
At 30 June 2023	<u>1</u>	<u>1,415,183</u>	<u>4,325,936</u>	<u>5,741,120</u>

The notes on pages 9 to 16 form part of these financial statements.

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

1 General information

C.G.I.S. Banbury Limited is a private company limited by shares and is incorporated in England. The address of its registered office is 10 Upper Berkeley Street, London, W1H 7PE, which is also its trading address. Its principal activity is property investment.

2 Summary of significant accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with FRS 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

Financial Reporting Standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statement of HDL Debenture Limited and CGIS 3 Group No. 3 Limited as at 30 June 2023 and these financial statements may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Going concern

The directors confirm that HDL Debenture Limited, the parent company, has assured the Company that it will continue to provide financial support for a period of at least twelve months from the date of signing of these financial statements. The directors are satisfied that the support of its parent company will enable the Company to meet its obligations as they fall due.

On this basis the directors consider it appropriate to prepare the financial statements on a going concern basis.

Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

Investment property

Investment property is carried at fair value determined annually by external valuers and derived from the current market rents and investment property yields for comparable real estate, adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in profit or loss.

Debtors

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

Operating leases: the Company as lessor

Rental income from operating leases is credited to profit or loss on a straight line basis over the lease terms.

Amounts paid and payable as an incentive to sign an operating lease are recognised as a reduction to income over the lease term on a straight line basis, unless another systematic basis is representative of the time pattern over which the lessor's benefit from the leased asset is diminished.

Interest income

Interest income is recognised in profit or loss using the effective interest method.

Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance Sheet.

Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

3 Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Revaluation of investment properties

The Company carries its investment property at fair value, with changes in fair value being recognised in profit or loss. In reaching their valuation the Directors have taken into account a valuation provided by independent valuation specialists engaged to value the property as at 31 July 2023, as well as their own vacancy expectations for the property. The independent valuers are members of the Royal Institution of Chartered Surveyors (RICS) and conducted their valuation in line with RICS guidance and methodologies. There is no material change between year end and valuation date.

4 Turnover	2023	2022
	£	£
Rental Income	612,434	670,490
	<u>612,434</u>	<u>670,490</u>

All turnover arose within the United Kingdom.

5 Auditors' remuneration

The auditors' remuneration has been borne by its parent company, HDL Debenture Limited.

6 Employees

Other than the directors, the company employed no staff during the year (2022: Nil). None of the directors received any remuneration.

7 Interest receivable and similar income	2023	2022
	£	£
Interest receivable from group companies	-	29,361
	<u>-</u>	<u>29,361</u>

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

8 Interest payable and similar expenses	2023	2022
	£	£
Interest payable to group companies	-	129,814
	<u>-</u>	<u>129,814</u>

9 Taxation	2023	2022
	£	£
Analysis of charge in period		
Deferred tax:		
Origination and reversal of timing differences	(300,254)	730,258
Effect of increased tax rate on opening liability	-	-
	<u>(300,254)</u>	<u>730,258</u>
 Tax on (loss)/profit on ordinary activities	 <u>(300,254)</u>	 <u>730,258</u>

Factors affecting tax charge for period

The differences between the tax assessed for the period and the standard rate of corporation tax are explained as follows:

	2023	2022
	£	£
(Loss)/profit on ordinary activities before tax	<u>(679,387)</u>	<u>3,316,318</u>
Standard rate of corporation tax in the UK	25%	19%
	£	£
Profit on ordinary activities multiplied by the standard rate of corporation tax	(139,246)	630,100
Effects of:		
Expenses not deductible for tax purposes	3,386	571
Group relief	(110,298)	(75,675)
Adjustments to tax charge in respect of previous periods	(54,096)	175,262
Current tax charge for period	<u>(300,254)</u>	<u>730,258</u>

Factors that may affect future tax charges

There were no factors that may affect future tax charges.

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

10 Investment property

	2023	
	£	
Valuation		
At 1 July 2022	10,700,000	
Additions	37,618	
Revaluation	<u>(1,247,618)</u>	
At 30 June 2023	<u>9,490,000</u>	
	2023	2022
	£	£
The cost of properties included above at valuation is:		
Freehold investment properties	<u>6,185,710</u>	<u>6,148,092</u>

The properties have been valued at open market value as at year end by the directors. This was based on a valuation provided at 31 July 2023 by an independent external valuer, CBRE Limited, on an open market value for existing use basis. There is no material change between year end and valuation date. The CBRE valuation have been prepared in accordance with the RICS Professional standards ("PS"), RICS Global Valuation Practice Standards ("VPS"), RICS Global Valuation Practice Guidance-Applications ("VPGAs"), and United Kingdom Valuation Standards ("UKVS"), contained within the RICS Valuation-Professional Standards 2014, (the "Red Book"). There is no material change between year end and valuation date.

The immediate parent company, HDL Debenture Limited, has refinanced the debenture loan in Novmeber 2023. There are two bank loans now which are secured by way of a first and second legal charge over the investment property and all other assets of this company.

11 Debtors

	2023	2022
	£	£
Trade debtors	-	77,327
Amounts owed by group undertakings	-	1,418,568
Other debtors	84,564	-
Prepayments and accrued income	<u>51,427</u>	<u>114,881</u>
	<u>135,991</u>	<u>1,610,776</u>

12 Creditors: amounts falling due within one year

	2023	2022
	£	£
Trade creditors	79,712	-
Amounts owed to group undertakings	2,774,942	4,850,338
Other taxes and social security costs	31,591	41,305
Accruals and deferred income	<u>146,557</u>	<u>146,557</u>
	<u>3,032,802</u>	<u>5,038,200</u>

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

13 Deferred taxation	2023	2022
	£	£
Accelerated capital allowances	1,152,323	143,322
Capital gains	(300,852)	1,009,001
	<u>851,471</u>	<u>1,152,323</u>
	2023	2022
	£	£
At 1 July	1,152,323	422,065
(Credited)/charged to the profit and loss account	(300,254)	730,258
At 30 June	<u>852,069</u>	<u>1,152,323</u>

The deferred tax charge is in relation to the movement in the valuation of the investment property and the accelerated capital allowances.

14 Share capital	Nominal value	2023 Number	2023 £	2022 £
Allotted, called up and fully paid:				
Ordinary shares	£1 each	1	1	1
			<u>1</u>	<u>1</u>

15 Reserves

Other reserves

Other reserves represents cumulative revaluations on the property and property associated deferred tax movements.

Profit and loss account

The profit and loss account represents accumulated comprehensive income for the year and prior periods, less any dividends paid.

16 Contractual lease income

At 30 June 2023 the Company had future minimum lease receivable due under non-cancellable operating leases for each of the following periods:

	2023	2022
	£	£
Not later than 1 year	631,825	631,825
Later than 1 year and not later than 5 years	972,837	1,604,662
	<u>1,604,662</u>	<u>2,236,487</u>

C.G.I.S. BANBURY LIMITED
Notes to the Financial Statements
for the year ended 30 June 2023

17 Related party transactions

Advantage has been taken by the company of the exemptions provided by Section 33.1A of FRS 102 not to disclose group transactions because it is a wholly owned subsidiary of a company preparing consolidated accounts.

18 Controlling party

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 HDL group and the largest CGIS 3 group to prepare group financial statements in which the company is included is HDL Debenture Limited.

The company is ultimately controlled by the directors.