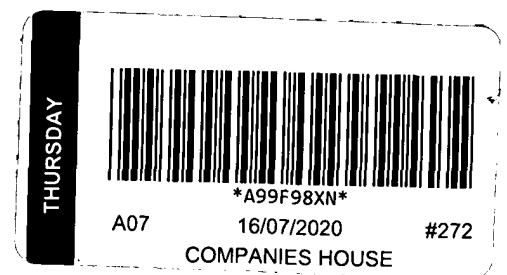


**Company Registration No. 05649396 (England and Wales)**

**Calyx Property Limited**

**Annual report and financial statements  
for the year ended 31 March 2019**



## **Calyx Property Limited**

### **Company information**

---

<b>Directors</b>	Eylon Garfunkel Yaron Shahar
<b>Company number</b>	05649396
<b>Registered office</b>	54-56 Camden Lock Place Camden London NW1 8AF
<b>Independent auditor</b>	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL

## **Calyx Property Limited**

### **Contents**

---

	<b>Page</b>
Directors' report	<b>1</b>
Directors' responsibilities statement	<b>2</b>
Independent auditor's report	<b>3 - 5</b>
Statement of comprehensive income	<b>6</b>
Statement of financial position	<b>7</b>
Statement of changes in equity	<b>8</b>
Notes to the financial statements	<b>9 - 16</b>

---

## **Calyx Property Limited**

### **Directors' report**

**For the year ended 31 March 2019**

---

The directors present their annual report and financial statements for the year ended 31 March 2019.

#### **Principal activities**

The principal activity of the company is the management of real estate.

#### **Directors**

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Chen Carlos Moravsky	(Appointed 23 May 2018 and resigned 11 December 2018)
Sagi Niri	(Appointed 23 May 2018 and resigned 13 November 2018)
Robert Akkerman	(Resigned 11 July 2018)
Eylon Garfunkel	(Appointed 11 December 2018)
Yaron Shahar	(Appointed 21 February 2019)

#### **Covid-19**

The Company is a member of the Labtech Investments Limited group ('the Group'). In response to the impact of the coronavirus (Covid-19) outbreak, the Group has successfully tested and implemented business continuity procedures (BCP) that have included the majority of the Group's staff working from home, pausing all international travel, asking staff to avoid public transport and introducing other social distancing measures in accordance with relevant government guidance. The Group is also monitoring the BCP effectiveness of key service providers. The pandemic is causing significant financial market and social dislocation and the ultimate extent of the effect of this on the Group is uncertain, but the Directors remain confident as to the Group's continued viability. Further details on the impact of Covid-19 on the Group can be found in note 1.2.

#### **Results and dividends**

No ordinary dividends were paid or declared. The directors do not recommend payment of a final dividend.

#### **Auditor**

KPMG LLP, under section 487 of the companies Act 2006 will be deemed reappointed.

#### **Statement of disclosure to auditor**

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



.....  
Eylon Garfunkel

**Director**

Date: 10.1.2020

**Directors' responsibilities statement**  
**For the year ended 31 March 2019**

---

The directors are responsible for preparing the Directors' 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 UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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;
- assess the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**Independent auditor's report**  
**To the members of Calyx Property Limited**

---

**Opinion**

We have audited the financial statements of Calyx Property Limited (the 'company') for the year ended 31 March 2019 which comprise the statement of other comprehensive income, the statement of financial position, the statement of changes and equity, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standard, including FRS 102 *The financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

**Going Concern**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease their operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the Directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the group or the company will continue in operation.

**Independent auditor's report (continued)**  
**To the members of Calyx Property Limited**

---

**Directors' report**

The directors are responsible for the directors report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatement in the Directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

**Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

**Directors' Responsibilities**

As explained more fully in their statement set out on page 2, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities**

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 does not 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 the financial statements.

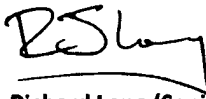
A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

**Independent auditor's report (continued)**  
**To the members of Calyx Property Limited**

---

**The purpose of our audit work and to whom we owe our responsibilities**

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.



**Richard Long (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**

12 July 2020

**Chartered Accountants**  
15 Canada Square  
London  
EH14 5GL



**Calyx Property Limited**

**Statement of comprehensive income  
For the year ended 31 March 2019**

		<b>Year ended 31 March 2019 £</b>	<b>Period ended 31 March 2018 £</b>
	<b>Notes</b>		
Administrative expenses		(195,653)	86,842
Other operating expenses		-	(75,000)
<b>Operating (loss)/profit</b>	<b>3</b>	<b>(195,653)</b>	<b>11,842</b>
Other gains and losses	<b>6</b>	(1,350,000)	300,000
<b>(Loss)/profit before taxation</b>		<b>(1,545,653)</b>	<b>311,842</b>
Tax on (loss)/profit	<b>7</b>	221,031	(51,000)
<b>(Loss)/profit and total comprehensive income for the financial year</b>		<b>(1,324,622)</b>	<b>260,842</b>

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

**Calyx Property Limited****Statement of financial position  
As at 31 March 2019**

			2019	2018
	Notes	£	£	£
<b>Non-current assets</b>				
Investment properties	8		3,650,000	5,000,000
<b>Current assets</b>				
Trade and other receivables	10	62,714	-	-
<b>Current liabilities</b>	11	(3,673,688)	(3,415,321)	(3,415,321)
<b>Net current liabilities</b>			(3,610,974)	(3,415,321)
<b>Total assets less current liabilities</b>			39,026	1,584,679
<b>Provisions for liabilities and charges</b>	12		-	(221,031)
<b>Net assets</b>			39,026	1,363,648
<b>Equity</b>				
Called up share capital	14		595	595
Retained earnings			38,431	1,363,053
<b>Total equity</b>			39,026	1,363,648

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

The financial statements were approved by the board of directors and authorised for issue on ...10/07/2020... and are signed on its behalf by:



.....  
Eylon Garfunkel  
Director

Company Registration No. 05649396

**Calyx Property Limited**

**Statement of changes in equity  
For the year ended 31 March 2019**

	<b>Share capital £</b>	<b>Retained earnings £</b>	<b>Total £</b>
<b>Balance at 1 July 2017 (unaudited)</b>	595	1,102,211	1,102,806
<b>Period ended 31 March 2018:</b>			
Profit and total comprehensive income for the period	-	260,842	260,842
<b>Balance at 31 March 2018</b>	595	1,363,053	1,363,648
<b>Year ended 31 March 2019:</b>			
Loss and total comprehensive income for the year	-	(1,324,622)	(1,324,622)
<b>Balance at 31 March 2019</b>	595	38,431	39,026

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

**1 Accounting policies**

**Company information**

Calyx Property Limited is a private company limited by shares incorporated in England and Wales. The registered office is 54-56 Camden Lock Place, Camden, London, NW1 8AF.

**1.1 Accounting convention**

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS102 reduced disclosure exemptions:

- the requirements of Section 7 Statement of Cash Flows, as the company is small;
- the requirements of Section 33 Related Party Disclosures paragraph 33.1A.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include investment properties at fair value. The principal accounting policies adopted are set out below.

The Company has taken advantage of the exemption available in section 414B of the Companies Act 2006 not to prepare a Strategic Report.

**1.2 Going concern**

The Company is a member of the Labtech Investments Limited group ('the Group').

As at 31 March 2019 the Company has net current liabilities of £3,610,974 and net assets of £39,026. However, the Company is reliant on the Group to perform certain operational and administrative functions on behalf of the Company, and the Company has a number of receivables and payables balances with other Group members. Therefore, in assessing the Company's ability to continue as a going concern the Directors have therefore considered the ability of the Group to continue as a going concern.

The Group meets its day-to-day working capital requirements from rental income, proceeds from the sale of non-core assets, accumulated cash balances and, if necessary, loans from its shareholder. Rent collections have reduced following the onset of the Covid-19 pandemic. A number of the Group's tenants have begun reopening but subsequent trading performance of the Group's tenants has yet to be established and a reduced level of collections may continue in future quarters. However, before considering the impact of existing shareholder loans and loan covenants on external facilities as described below, the Directors consider the Group has sufficient cash to meet its obligations as they fall due for a period of at least 12 months from the date of approval of these financial statements.

**1 Accounting policies (continued)**

The Group has unsecured loans from its shareholder which are repayable on demand. The ultimate beneficial owner of the Group has indicated his intention not to demand repayment of the borrowings if the Group does not have sufficient funds to do so. As with any reliance on others for financial support, the Directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, the Directors have no reason to believe that it will not do so.

The Group has a range of loan facilities, with each loan secured on specific property assets held by the Group. The net assets of the Company do not form part of the security any lender holds.

As a result of the above considerations the Directors have prepared these financial statements on a going concern basis.

**1.3 Property, plant and equipment**

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	25% reducing balance
---------------------	----------------------

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

**1.4 Investment properties**

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. The surplus or deficit on revaluation is recognised in profit or loss.

**1.5 Cash and cash equivalents**

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less.

**1 Accounting policies (continued)**

**1.6 Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

***Basic financial assets***

Basic financial assets, which include trade and other receivables, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

***Classification of financial liabilities***

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

***Basic financial liabilities***

Basic financial liabilities, including trade and other payables, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

**1.7 Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

**1.8 Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

**1 Accounting policies (continued)**

***Current tax***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

***Deferred tax***

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

**2 Critical accounting judgements and key sources of estimation uncertainty**

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

**Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

**2 Critical accounting judgements and key sources of estimation uncertainty (continued)****Investment property**

Investment properties are valued to fair value annually. The company recognises the property at fair value, defined as the estimated amount for which a property should exchange on the date of the valuation between a willing buyer and seller in an arm's length transaction, through the use of comparable values of similar properties observable in the market. The director of the company assess the carrying value at each reporting date to ensure that its carrying value is adjusted to fair value.

The main assumptions in the valuation are typically market related, such as market rents and yields, and are based on the professional judgement and market observations. Each property has been valued in isolation based on the unique nature, characteristics and perceived risk of that property.

**3 Operating (loss)/profit**

	2019	2018
	£	£
Operating (loss)/profit for the year is stated after charging:		
(Profit)/loss on disposal of property, plant and equipment	-	4,502
	<u>          </u>	<u>          </u>

**4 Auditor's remuneration**

	2019	2018
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the financial statements of the company	2,000	2,000
	<u>          </u>	<u>          </u>

**5 Employees**

The average monthly number of persons employed by the company during the year was 0 (2018 : 1).

The directors received no remuneration for the services to the company (2018 : £nil).

**6 Other gains and losses**

Fixed asset investments	2019	2018
	£	£
Changes in the fair value of investment properties	(1,350,000)	300,000
	<u>          </u>	<u>          </u>



**Notes to the financial statements (continued)**  
**For the year ended 31 March 2019**

**7 Taxation**

	2019	2018
	£	£
<b>Deferred tax</b>		
Origination and reversal of timing differences	(221,031)	51,000

The actual (credit)/charge for the year can be reconciled to the expected (credit)/charge for the year based on the profit or loss and the standard rate of tax as follows:

	2019	2018
	£	£
(Loss)/profit before taxation	(1,545,653)	311,842
Expected tax (credit)/charge based on the standard rate of corporation tax in the UK of 19.00% (2018: 19.00%)	(293,674)	59,250
Effect of change in corporation tax rate	-	(6,000)
Group relief for nil consideration	-	(2,250)
Deferred tax not recognised	72,643	-
Taxation (credit)/charge for the year	(221,031)	51,000

**8 Investment property**

	2019
	£
<b>Fair value</b>	
At 1 April 2018	5,000,000
Net gains or losses through fair value adjustments	(1,350,000)
At 31 March 2019	3,650,000

The fair value of the investment property has been arrived at on the basis of a valuation carried out at 31 March 2019 by Cushman & Wakefield (2018: by the directors). The valuation was made on an open market value basis by reference to market evidence of transaction prices for similar properties.

Notes to the financial statements (continued)  
For the year ended 31 March 2019

**9 Financial instruments**

	2019	2018
	£	£
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	3,673,688	3,412,937

**10 Trade and other receivables**

	2019	2018
	£	£
<b>Amounts falling due within one year:</b>		
Other receivables	2,861	-
Prepayments and accrued income	59,853	-
	<u>62,714</u>	<u>-</u>

**11 Current liabilities**

	2019	2018
	£	£
Trade payables	48,966	11,616
Amounts owed to group undertakings	3,481,855	3,399,321
Taxation and social security	-	2,384
Accruals and deferred income	142,867	2,000
	<u>3,673,688</u>	<u>3,415,321</u>

Amounts owed to group undertakings are interest free and repayable on demand.

**12 Provisions for liabilities**

		2019	2018
	Notes	£	£
Deferred tax liabilities	13	<u>-</u>	<u>221,031</u>

**13 Deferred taxation**

The following are the major deferred tax liabilities and assets recognised by the company and movements thereon:

	<b>Liabilities 2019 £</b>	<b>Liabilities 2018 £</b>
<b>Balances:</b>		
Investment property	-	221,031

A deferred tax asset on revaluation losses of £1,350,000 has not been recognised due to uncertainty over future taxable profits.

**14 Share capital**

	<b>2019 £</b>	<b>2018 £</b>
<b>Ordinary share capital Issued and fully paid</b>		
595 Ordinary shares of £1 each	595	595

**15 Ultimate controlling party**

The Forge Camden Limited, a company incorporated in Jersey, is the immediate parent company.

The ultimate controlling party is The Goodheart Trust, a trust established under the laws of the Isle of Man.

The smallest and largest group in which the results of the company are consolidated is that headed by Labtech Investments Limited, a company incorporated in Guernsey with its registered address at 4th Floor, West Wing, Trafalgar Court, Admiral Park, St Peter Port, Guernsey, GY1 2JA. The consolidated financial statements are not available to the public.