

Company Registration Number 06010221

KYPERA HOLDINGS LIMITED

UNAUDITED ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 March 2020



KYPERA HOLDINGS LIMITED

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KYPERA HOLDINGS LIMITED

COMPANY INFORMATION

COMPANY REGISTRATION NUMBER
06010221

DIRECTOR

John Ensign
Patrick Ghilani
Roman Telerman

REGISTERED OFFICE

9 King Street
London
EC2V 8EA

DIRECTORS REPORT

The Directors present their report and the unaudited financial statements of Kypera Holdings Limited (the Company) for the year ended 31 March 2020. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and as such, no Strategic Report has been prepared.

Principal activities

The Company is an intermediate holding company which does not trade.

Directors

The directors who served throughout the period and up to the date of signing the financial statements:

Haywood Chapman	(resigned 4 June 2020)
Dean Dickinson	(resigned 4 June 2020)
John Ensign	(appointed 4 June 2020)
Patrick Ghilani	(appointed 4 June 2020)
Roman Telerman	(appointed 4 June 2020)

Results

The Company has not traded during the year or prior period and so no profit and loss account is presented.

The directors are precluded from declaring a dividend.

Going concern

The Company has no creditors which means the Directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Company to continue as a going concern or its ability to fulfil its financial obligations. The Director, therefore continues to adopt the going concern basis of accounting in preparing the financial statements.

Business review

On 4th June 2020, the trading shares of the Company's parent company, Castleton Technology Limited (formally Castleton Technology plc), on the AIM market were cancelled following the takeover of the Group by MRI Software Limited, a wholly owned subsidiary of MRI Software LLC.

Director's indemnity provision

Third party indemnity provision has been in place for the benefit of the directors throughout the year and up to the date of approval of this report.

Statement of Directors Responsibilities

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 'Reduced Disclosure Framework'.

DIRECTORS REPORT (continued)

Statement of directors' responsibilities (continued)

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 those financial statements, the Directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent; and
- c. 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 him to ensure that the financial statements comply with the Companies Act 2006. The Directors 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

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Approved by the Board of Directors

Roman Telerman

Roman Telerman
Director
20 May 2021

KYPERA HOLDINGS LIMITED**BALANCE SHEET**

as at 31 March 2020

Company registration: 06010221

	Note	At 31 March 2020 £	At 31 March 2019 £
FIXED ASSETS			
Investments	3	1	1
CURRENT ASSETS			
Debtors: Amounts falling due within one year	4	1	1
NET CURRENT ASSETS		1	1
TOTAL ASSETS LESS CURRENT LIABILITIES		2	2
NET ASSETS		2	2
CAPITAL AND RESERVES			
Called up share capital	5	2	2
Profit and loss account		-	-
TOTAL SHAREHOLDER'S FUNDS		2	2

For the financial period ended 31 March 2020 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 and the members have not required the Company to obtain an audit of its financial statements for the period in question in accordance with section 476 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The accompanying accounting policies and notes form an integral part of these financial statements.

The financial statements on pages 4 to 8 were approved by the Board of Directors and authorised for issue on 20 May 2021 and were signed on its behalf by:

Roman Telerman

Roman Telerman
Director

KYPERA HOLDINGS LIMITED**STATEMENT OF CHANGES IN EQUITY**
for the year ended 31 March 2020

	Share Capital	Profit and Loss account	Total
	£	£	£
Balance at 1 Apr 2018 and 31 March 2019 and 31 March 2020	2	-	2

The accompanying accounting policies and notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2020

1. Accounting policies

The principal activity of the Company is that of an intermediate holding company.

Kypera Holdings Limited (the "Company") is a private company limited by shares and is registered and domiciled in England and Wales. The registered address can be found on page 1.

Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 101, reduced disclosure framework (FRS 101). The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006.

These financial statements are presented in pounds sterling because that is the currency of the primary economic environment in which the company operates.

As permitted by FRS 101 the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments disclosures, information about the nature and financial effect of business combinations in the period, capital management, presentation of comparative information in respect of fixed assets, requirement for a third balance sheet, presentation of a cash-flow statement, standards not yet effective, impairment of assets, key management compensation and related party transactions between two or more members of the group. Where required, equivalent disclosures are given in the group accounts of Castleton Technology Limited. The group accounts of Castleton Technology Limited are available to the public and can be obtained as set out below under "Group accounts exemption".

The principal accounting policies that have been applied consistently throughout the year are set out below.

Going concern

The Directors have considered the expected future operations of the Company and based on this they have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Group Accounts exemption

The financial statements present information about the Company as an individual undertaking and not about its group, as the Company has taken advantage of the exemption provided by section 400 of the Companies Act 2006 not to prepare consolidated accounts. The Company is included in the consolidated IFRS financial statements of Castleton Technology Limited, a company incorporated in England and Wales. The consolidated financial statements of Castleton Technology Limited are available to the public and may be obtained from its registered office.

Profit and Loss account

There were no profit and loss transactions during the year or the prior period and therefore no Profit and loss account or Statement of Comprehensive income has been presented.

Investment in subsidiaries

Investments in subsidiaries are held at cost less impairment losses. The Company assesses investments for impairment whenever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. Impairment losses are recognised in the Statement of Comprehensive Income.

Critical accounting estimates and judgements

There were no estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

KYPERA HOLDINGS LIMITED**NOTES TO THE FINANCIAL STATEMENTS**
for the year ended 31 March 2020**2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

There were no employees during the period. The Directors who are also directors of other group companies are paid by a fellow group undertaking. The Directors do not believe it is practical to allocate their total remuneration between the various group companies for which they act as Directors, the total being disclosed in the financial statements of the ultimate holding company.

3. INVESTMENT IN SUBSIDIARIES

	Investment in subsidiaries
Cost	£
At 1 April 2018, 31 March 2019 and 31 March 2020	1
Net book value	
At 1 April 2018, 31 March 2019 and 31 March 2020	1

The Company's only subsidiary undertaking at 31 March 2020 was Kypera Limited which is incorporated in England & Wales. The Company owns 100% of the ordinary share capital of Kypera Limited. Kypera Limited was engaged in location-based software development and consultancy, but it ceased trading on 1 November 2017 when the trade, assets and liabilities were hived up into Castleton Technologies Limited (formally known as Castleton Software Solutions Limited). Kypera Limited has not traded since then.

4. DEBTORS: amounts falling due within one year

	2020 £	2019 £
Other debtors	1	1
	1	1

5. CALLED UP SHARE CAPITAL

	2020 £	2019 £
2 ordinary shares of £1 each	2	2

Ordinary shareholders have the right to attend, vote and speak at meetings, receive dividends, and receive a return on assets in the case of a winding up. They do not confer any rights on redemption.

6. CONTINGENT LIABILITY

The Castleton Technology Limited group has banking facilities in place, which are secured through fixed and floating charges over the Company and all property and assets of the Castleton Technology Limited group, of which the Company is a member. Fixed charges are held over all property, plant and equipment including all insurance and assurance contracts, intangible assets and goodwill and trade debtors. Floating charges are held over all assets not covered by the fixed charge. At the balance sheet date, the maximum exposure was £6.4 million (2019: £8.2 million).

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2020

7. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Directors regards Castleton Technology Limited, incorporated in the United Kingdom, as the Company's ultimate parent undertaking in which the results of the Company are consolidated. The consolidated financial statements of this company are available to the public and may be obtained from the registered office address on page 1. Castleton Technology Limited is the only group to include these financial statements in its consolidation.

Following the acquisition of Castleton Technology Limited on 4 June 2020, the Directors consider MRI Software LLC to be the single controlling party from this date.

8. EVENTS AFTER THE REPORTING PERIOD

On 4 June 2020, the acquisition of the Company's ultimate parent company, Castleton Technology Limited, took place by MRI Software LLC.