

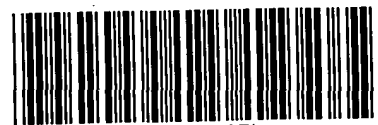
Registered number: 03345422

MAXIMILIAN PROPERTIES LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2015

MONDAY



L51QOQPF

LD2

29/02/2016

#247

COMPANIES HOUSE

MAXIMILIAN PROPERTIES LIMITED

COMPANY INFORMATION

Directors	P J Pringle J A Gatley C R Gourgey
Registered number	03345422
Registered office	23 Spring Street London W2 1JA
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU
Bankers	Bank Leumi (UK) plc 20 Stratford Place London W1C 1BG
Solicitors	Brecher Heron Place 3 George Street London W1U 3QG

MAXIMILIAN PROPERTIES LIMITED

CONTENTS

	Page
Strategic report	1
Directors' report	2
Directors' responsibilities	3
Independent auditor's report	4 - 5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the financial statements	9 - 13

MAXIMILIAN PROPERTIES LIMITED

**STRATEGIC REPORT
FOR THE YEAR ENDED 31 MAY 2015**

Business review

The company recognised a loss for the year of £41k (2014 - £1.5m profit) following the successful completion of the development and sale of all apartments.

Principal risks and uncertainties

Principal risks are actively managed throughout the development phase to ensure that liquidity risk and credit risk are mitigated. Wherever possible, risks are managed through formalised contractual arrangements with principal contractors and funders throughout the development phase and, where applicable, during the post development phase until all contractual obligations associated with the development are met.

Having achieved practical completion of the building in September 2012 and all the flats are now sold, the directors believe that, going forward, there are no principal risks associated with the company except for those which are ordinarily to be associated during the retention period and until all post development contractual obligations are complete.

Financial key performance indicators

The key performance indicator is profit before tax over the life of the development.

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


.....
J A Gatley
Director

Date:

26 February 2016

MAXIMILIAN PROPERTIES LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MAY 2015**

The directors present their report and the financial statements for the year ended 31 May 2015.

Principal activities

The principal activity of the company is that of property development.

Results and dividends

The loss for the year, after taxation, amounted to £41,331 (2014 - profit of £1,521,389).

A dividend of £7,050,000 (2014: £nil) was paid during the year.

Directors

The directors who served during the year were:

P J Pringle
J A Gatley
C R Gourgey

Provision of information to auditor

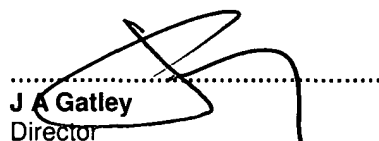
Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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

.....

J A Gatley
Director

Date: 26 February 2016

MAXIMILIAN PROPERTIES LIMITED

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the strategic report, 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). 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 accounting estimates that are reasonable and prudent; and
- 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.

MAXIMILIAN PROPERTIES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAXIMILIAN PROPERTIES LIMITED

We have audited the financial statements of Maximilian Properties Limited for the year ended 31 May 2015 which comprise the profit and loss account, the balance sheet, the cash flow statement 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 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.

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 Financial Reporting Council's (FRC'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 FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MAXIMILIAN PROPERTIES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAXIMILIAN PROPERTIES LIMITED

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.

BDO LLP

Geraint Jones (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

Date: *26 February 2016*

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

MAXIMILIAN PROPERTIES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MAY 2015**

	Note	2015 £	2014 £
TURNOVER	1,2	(265)	6,868,141
Cost of sales		-	(4,904,002)
		<hr/>	<hr/>
GROSS (LOSS)/PROFIT		(265)	1,964,139
Administrative expenses		(53,180)	(21,041)
		<hr/>	<hr/>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(53,445)	1,943,098
Tax on (loss)/profit on ordinary activities	5	12,114	(421,709)
		<hr/>	<hr/>
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	9	(41,331)	1,521,389
		<hr/> <hr/>	<hr/> <hr/>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

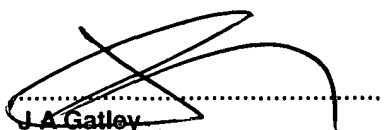
The notes on pages 9 to 13 form part of these financial statements.

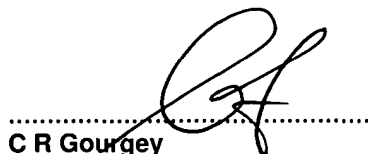
MAXIMILIAN PROPERTIES LIMITED
REGISTERED NUMBER: 03345422

BALANCE SHEET
AS AT 31 MAY 2015

	Note	£	2015 £	£	2014 £
CURRENT ASSETS					
Debtors	6	150,618		5,942,160	
Cash at bank		105,970		1,864,903	
		<u>256,588</u>		<u>7,807,063</u>	
CREDITORS: amounts falling due within one year	7	(97,159)		(556,303)	
NET CURRENT ASSETS			<u>159,429</u>		<u>7,250,760</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>159,429</u>		<u>7,250,760</u>
CAPITAL AND RESERVES					
Called up share capital	8		4		4
Profit and loss account	9		159,425		7,250,756
SHAREHOLDERS' FUNDS	10		<u>159,429</u>		<u>7,250,760</u>

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


J A Gatlley
 Director


C R Gourgey
 Director

Date: 26 February 2016

The notes on pages 9 to 13 form part of these financial statements.

MAXIMILIAN PROPERTIES LIMITED

**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MAY 2015**

	Note	2015 £	2014 £
Net cash flow from operating activities	12	(68,482)	697,170
Taxation		(440,451)	(1,798,597)
Equity dividends paid		(1,250,000)	-
DECREASE IN CASH IN THE YEAR		<u><u>(1,758,933)</u></u>	<u><u>(1,101,427)</u></u>

**RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS
FOR THE YEAR ENDED 31 MAY 2015**

	2015 £	2014 £
Decrease in cash in the year	<u>(1,758,933)</u>	<u>(1,101,427)</u>
MOVEMENT IN NET DEBT IN THE YEAR	<u>(1,758,933)</u>	<u>(1,101,427)</u>
Net funds at 1 June 2014	<u>1,864,903</u>	<u>2,966,330</u>
NET FUNDS AT 31 MAY 2015	<u><u>105,970</u></u>	<u><u>1,864,903</u></u>

The notes on pages 9 to 13 form part of these financial statements.

MAXIMILIAN PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2015

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of sales of developed properties during the year. Sales are recognised when the sales contract is unconditional which is normally at practical completion of the sale.

1.3 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

2. TURNOVER

The whole of the turnover is attributable to proceeds from the sale of the apartments in the property development scheme.

All turnover arose within the United Kingdom.

3. (LOSS)/PROFIT ON ORDINARY ACTIVITIES

The (loss)/profit on ordinary activities is stated after charging:

	2015 £	2014 £
Auditor's remuneration	1,540	1,540
Auditor's remuneration - non-audit	510	510

MAXIMILIAN PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2015

4. STAFF COSTS

The company has no employees other than the directors, who did not receive any remuneration (2014 - £NIL).

5. TAXATION

	2015 £	2014 £
Analysis of tax (credit)/charge in the year		
UK corporation tax charge on (loss)/profit for the year	-	440,451
Over provision in respect of prior periods	(12,114)	(18,742)
Tax on (loss)/profit on ordinary activities	(12,114)	421,709

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 - lower than) the standard rate of corporation tax in the UK of 20.83% (2014 - 22.67%). The differences are explained below:

	2015 £	2014 £
(Loss)/profit on ordinary activities before tax	(53,445)	1,943,098
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 22.67% (2014 - 22.67%)	(11,133)	440,418
Effects of:		
Expenses not deductible for tax purposes	-	33
Utilisation of tax losses	11,133	-
Over provision in respect of prior periods	(12,114)	(18,742)
Current tax (credit)/charge for the year (see note above)	(12,114)	421,709

6. DEBTORS

	2015 £	2014 £
Trade debtors	125,000	125,000
Amounts owed by joint venture shareholders	-	5,800,000
Other debtors	25,618	17,160
	150,618	5,942,160

MAXIMILIAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2015**

7. CREDITORS:
Amounts falling due within one year

	2015 £	2014 £
Trade creditors	97,159	17,717
Corporation tax	-	440,451
Accruals and deferred income	-	98,135
	<u>97,159</u>	<u>556,303</u>

8. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
2 Ordinary shares of £2 each	<u>4</u>	<u>4</u>

All shares rank pari passu on winding up of the company. The rights attached to the shares are agreed by the shareholders under the terms of the shareholder agreement and are limited to profit sharing arrangements.

9. RESERVES

	Profit and loss account £
At 1 June 2014	7,250,756
Loss for the financial year	(41,331)
Dividends: Equity capital	(7,050,000)
	<u>159,425</u>
At 31 May 2015	

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2015 £	2014 £
Opening shareholders' funds	7,250,760	5,729,371
(Loss)/profit for the financial year	(41,331)	1,521,389
Dividends (Note 11)	(7,050,000)	-
	<u>159,429</u>	<u>7,250,760</u>
Closing shareholders' funds		

MAXIMILIAN PROPERTIES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MAY 2015**

11. DIVIDENDS

	2015 £	2014 £
Dividends paid on equity capital	<u>7,050,000</u>	<u>-</u>

Of which £5,800,000 was settled by joint venture shareholder loan and the remaining £1,250,000 by cash.

12. NET CASH FLOW FROM OPERATING ACTIVITIES

	2015 £	2014 £
Operating (loss)/profit	(53,445)	1,943,098
Decrease in stocks	-	4,622,274
Decrease/(increase) in debtors	3,657	(10,507)
Decrease/(increase) in amounts owed by joint venture shareholders	-	(5,806,640)
Decrease in creditors	(18,694)	(51,055)
Net cash (outflow)/inflow from operating activities	<u>(68,482)</u>	<u>697,170</u>

13. ANALYSIS OF CHANGES IN NET FUNDS

	1 June 2014 £	Cash flow £	Other non-cash changes £	31 May 2015 £
Cash at bank and in hand	<u>1,864,903</u>	<u>(1,758,933)</u>	<u>-</u>	<u>105,970</u>
Net funds	<u>1,864,903</u>	<u>(1,758,933)</u>	<u>-</u>	<u>105,970</u>

MAXIMILIAN PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2015

14. RELATED PARTY TRANSACTIONS

Eliterank Limited (joint venture party)

At the balance sheet date the amount due from Eliterank Limited to the company was £Nil (2013 - £2,320,000). The outstanding balance of £2,320,000 was cleared by way of a dividend during the year. The total dividend paid to Eliterank Limited during the year was £2,820,000 (2014: £nil).

McLaren Construction Group plc (joint venture party)

At the balance sheet date the amount due from McLaren Construction Group plc to the company was £Nil (2014 - £3,480,000). The outstanding balance of £3,480,000 was cleared by way of a dividend during the year. The total dividend paid to McLaren Construction Group plc during the year was £4,230,000 (2014: £nil).

McLaren Construction Limited (subsidiary of McLaren Construction Group plc)

During the year purchases of £94,442 (2014 - £8,430) were made from McLaren Construction Limited. At the balance sheet date the amount due from the company to McLaren Construction Limited was £94,442 (2014 - £Nil).

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company is controlled equally by McLaren Construction Group plc and Eliterank Limited, both incorporated in England and Wales.

There is no ultimate controlling party.