

MMC GP London Limited

Report And Financial Statements

31 March 2015

MONDAY



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COMPANIES HOUSE

COMPANY INFORMATION

Directors	B F Macfarlane J E Coker
Registered number	08224716
Registered office	2 Kensington Square London W8 5EP
Independent auditors	Rees Pollock 35 New Bridge Street London EC4V 6BW
Bankers	Bank of Scotland St. James's Gate 14-16 Cockspur Street London SW1Y 5BL

DIRECTORS' REPORT
for the year ended 31 March 2015

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

Principal activities

The principal activity of the company during the period was that of a General Partner to the MMC London Fund LP.

Results

The profit for the year, after taxation, amounted to £NIL (2014 - £NIL).

Directors

The directors who served during the year were:

B F Macfarlane
J E Coker
R J Stirling (resigned 18 May 2015)

Directors' responsibilities statement

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). 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 judgments and accounting 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.

DIRECTORS' REPORT
for the year ended 31 March 2015

Disclosure of information to auditors

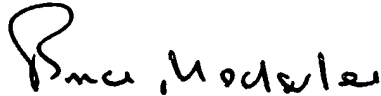
Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are 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 relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

The auditors, Rees Pollock, have expressed their willingness to continue in office.

This report was approved by the board on 24 November 2015 and signed on its behalf.



B F Macfarlane
Director

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF MMC GP LONDON LIMITED

We have audited the financial statements of MMC GP London Limited for the year ended 31 March 2015, set out on pages 4 to 8. 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 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. 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 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 March 2015 and of its results 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 matter 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.

Peter Scott (Senior Statutory Auditor)
for and on behalf of
Rees Pollock, Statutory Auditor

30 November 2015

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2015

	Note	Year ended 31 March 2015 £	Period ended 31 March 2014 £
TURNOVER	1,2	319,792	395,813
Administrative expenses		(319,792)	(395,813)
		<hr/>	<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		-	-
Tax on profit on ordinary activities	5	-	-
		<hr/>	<hr/>
PROFIT FOR THE FINANCIAL YEAR		<hr/>	<hr/>

All amounts relate to continuing operations.

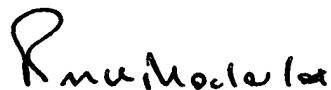
There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

The notes on pages 6 to 8 form part of these financial statements.

BALANCE SHEET
as at 31 March 2015

	Note	2015 £	2014 £
CURRENT ASSETS			
Debtors	6	100	100
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>100</u>	<u>100</u>
CAPITAL AND RESERVES			
Called up share capital	7	<u>100</u>	<u>100</u>
SHAREHOLDERS' FUNDS	8	<u>100</u>	<u>100</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 November 2015.



B F Macfarlane
Director

The notes on pages 6 to 8 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2015

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

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

Cash flow statement

The directors have taken advantage of the exemption in FRS 1 from including a cash flow statement in the accounts on the grounds that the company is small.

Turnover

The turnover shown in the profit and loss account represents the company's first charge on income from the MMC London Fund LP for the period to the extent that it is deemed recoverable.

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.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

2. TURNOVER

The whole of the turnover is attributable to the company's principal activity.

All turnover arose within the United Kingdom.

3. AUDITORS' REMUNERATION

Auditor's remuneration is borne by MMC Ventures Limited, the company's parent company.

4. STAFF COSTS

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

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2015

5. TAXATION ON ORDINARY ACTIVITIES

	Year ended 31 March 2015 £	Period ended 31 March 2014 £
UK corporation tax charge on profit for the year/period	-	-

Factors affecting tax charge for the year/period

The tax assessed for the year/period differs from the standard rate of corporation tax for small companies in the UK of 20% (2014: 20%). The differences are explained below:

	Year ended 31 March 2015 £	Period ended 31 March 2014 £
Profit on ordinary activities before tax	-	-
Profit on ordinary activities multiplied by standard rate of corporation tax for small companies in the UK of 20% (2014: 20%)	-	-
Effects of:		
Non-taxable income	(63,958)	(79,163)
Unrelieved tax losses carried forward	63,146	78,849
Taxable allocations from MMC London Fund LP	812	314
Current tax charge for the year/period (see note above)	-	-

6. DEBTORS

	2015 £	2014 £
Amounts owed by group undertakings	100	100

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 March 2015

7. SHARE CAPITAL

	2015 £	2014 £
Authorised, allotted, called up and fully paid		
100 Ordinary shares of £1 each	100	100
	<u>100</u>	<u>100</u>

8. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2015 £	2014 £
Shareholders' funds at 1 April 2014 and 31 March 2015	100	100
	<u>100</u>	<u>100</u>

9. RELATED PARTY TRANSACTIONS

The company is the General Partner of the MMC London Fund LP. Included within turnover is £319,792 (2014: £395,813) receivable from the MMC London Fund LP.

Included in expenses is £319,792 (2014: £395,813) payable to MMC Ventures Limited, the company's parent company. £100 (2014: £100) was outstanding from MMC Ventures Limited at the balance sheet date.

10. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent company and ultimate parent undertaking is MMC Ventures Limited, a company incorporated in the United Kingdom.

Registered Number LP015196

MMC LONDON FUND LP

ABBREVIATED ACCOUNTS

FOR THE PERIOD ENDED 31 MARCH 2015

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MMC LONDON FUND LP

We have examined the abbreviated accounts set out on pages 3 to 4, together with the financial statements of MMC London Fund LP for the year ended 31 March 2015 prepared under section 396 of the Companies Act 2006.

This report is made solely to the partnership in accordance with section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the partnership those matters we are required to state to it in a special 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 partnership, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of General Partner and auditors

The General Partner is responsible for preparing the abbreviated accounts in accordance with section 444 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the partnership is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you.

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the partnership is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared.

Opinion on financial statements


In our opinion the partnership is entitled to deliver abbreviated accounts prepared in accordance with section 444(3) of the Companies Act 2006, and the abbreviated accounts on pages 3 to 4 have been properly prepared in accordance with the regulations made under that section.

Peter Scott (Senior statutory auditor)
for and on behalf of
Rees Pollock, Statutory auditors
30 June 2015

MMC LONDON FUND LP
ABBREVIATED BALANCE SHEET
AS AT 31 MARCH 2015

	Note	31 March 2015 £	31 March 2014 £
Fixed assets			
Investments	2	10,767,897	4,810,365
Current assets			
Debtors		83,348	47,969
Cash at bank and in hand		250,580	187,805
		<u>333,928</u>	<u>235,774</u>
Creditors: amounts falling due within one year		(25,200)	(16,800)
Net current assets		<u>308,728</u>	<u>218,974</u>
Total assets less current liabilities		<u>11,076,625</u>	<u>5,029,339</u>
Creditors: amounts falling due after more than one year			
Limited Partner's loan account		9,450,211	5,311,860
		<u>9,450,211</u>	<u>5,311,860</u>
Capital and reserves			
Carried Interest Partner capital contribution account		223	223
Limited Partner's capital contribution account		1,089	1,089
Shortfall on General Partner loan account		(735,339)	(404,857)
Revaluation reserve		2,360,441	121,024
		<u>1,626,414</u>	<u>(282,521)</u>
		<u>11,076,625</u>	<u>5,029,339</u>

The abbreviated accounts, which have been prepared in accordance with the provisions applicable to small entities within Part 15 of the Companies Act 2006 were approved and authorised for issue by the board and were signed on its behalf on 30 June 2015.



Bruce Macfarlane
Chairman

The notes on page 4 form part of these financial statements.

MMC LONDON FUND LP
NOTES TO THE ABBREVIATED ACCOUNTS
FOR THE PERIOD ENDED 31 MARCH 2015

1. Accounting policies

The financial statements have been prepared under the historical cost convention as modified by the revaluation of Investments and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.1 Taxation

No provision for taxation has been made in these financial statements as tax is charged directly to individual partners based upon their share of the profits, in accordance with their entitlement to participate.

1.2 Investments

Investments held as fixed assets are shown at the manager's valuation.

The valuations of investments are conducted by the manager. In valuing investments the manager applies the International Private Equity and Venture Capital Valuation Guidelines (IPEV). The following valuation methodology has been used in reaching fair values of investments, all of which are companies in the early stages of growth:

Investments which are yet to generate significant revenues are valued at cost, unless there has been a significant round of new equity finance in which case the investment is valued at the price paid by an independent third-party. Once revenue generating, investments are either valued at the price paid by an independent third-party in a new round of equity finance or, where it is considered appropriate, other valuation bases suggested in the IPEV guidelines may be used. These typically include revenue or earnings multiples. Where subsequent events or changes to circumstances indicate that impairment may have occurred, the carrying value is reduced to reflect the estimated extent of impairment.

All investments in portfolio companies are held as a means to benefit from increases in their marketable value and not as a medium through which the business of the company is carried out. Therefore in accordance with Financial Reporting Standard 9 'Associates and Joint Ventures', they are not accounted for as associates.

2. Investments

	31 March 2014	Additions	Change in fair value	Investments written off	31 March 2015
	£	£	£	£	£
Unlisted equity investments at cost	4,689,341	4,636,510	-	-	9,325,851
Fair value adjustments	121,024	-	1,321,022	-	1,442,046
	<u>4,810,365</u>	<u>4,636,510</u>	<u>1,321,022</u>	<u>-</u>	<u>10,767,897</u>