

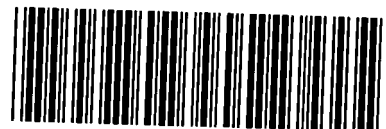
Registered number: OC376952

**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

**ANNUAL REPORT AND AUDITED FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 MARCH 2018**

TUESDAY



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COMPANIES HOUSE

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**INFORMATION**

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**Designated Members**

Mayfair Capital Investment Management Limited  
James Anthony Thornton

**LLP registered number**

OC376952

**Registered office**

2 Cavendish Square  
London  
W1G 0PU

**Independent auditor**

Crowe UK LLP  
Riverside House  
40-46 High Street  
Maidstone  
Kent  
ME14 1JH

**Bankers**

The Royal Bank of Scotland  
43 Curzon Street  
London  
W1Y 7RF

**Depositary**

Langham Hall UK Depositary LLP  
5 Old Bailey  
London  
EC4M 7BA

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## **MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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## **MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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### **MEMBERS' REPORT FOR THE YEAR ENDED 31 MARCH 2018**

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The members present their annual report together with the audited financial statements of Mayfair Capital Residential 1 LLP (the "LLP") for the ended 31 March 2018.

#### **Principal activities**

The principal activity of the LLP is to facilitate property development.

Following the realisation of the final investment and, in accordance with Section 24 of the Members Agreement dated 17 October 2012, it has been agreed to wind down the scheme.

#### **Designated Members**

Mayfair Capital Investment Management Limited and James Anthony Thornton were designated members of the LLP throughout the period.

#### **Members' capital and interests**

Details of changes in members' capital in the year ended 31 March 2018 are set out in the financial statements.

The members of the partnership are designated as A members, B members and C members.

Members' capital is classified as equity. Capital contributions made to the partnership are divided into shares of £1 each (a share). Contributions are allocated to members' capital accounts on the following basis:

A Member: A Shares  
B Member: B Shares  
C Member: C Shares

Capital contributions are allocated pro rata to members' capital accounts in accordance with Schedule 1 of the Members Agreement dated 17 October 2012 and Schedule 2 of the Supplemental Deed to the Members Agreement dated 29 September 2014. Other than the capital commitments defined therein, no member shall be required to make further contributions otherwise than as may be agreed by the C member and B member.

As it has been agreed to wind down the scheme, any surplus assets of the LLP remaining after the payment of any monies due to the creditors of the LLP shall be payable to the Members in accordance with the terms of the Members' Agreement.

#### **Members' responsibilities statement**

The members are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law, (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008), requires the members to prepare financial statements for each financial year. Under that law the members 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, (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008) the members 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 LLP and of the profit or loss of the LLP for that period.

In preparing these financial statements, the members are required to:

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## **MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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### **MEMBERS' REPORT (continued) FOR THE YEAR ENDED 31 MARCH 2018**

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- 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 LLP will continue in business.

The members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and to enable them to ensure that the financial statements comply with the Companies Act 2006 (as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of the Companies Act 2006) Regulations 2008). They are also responsible for safeguarding the assets of the LLP and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### **Disclosure of information to auditor**

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

- so far as that member is aware, there is no relevant audit information of which the LLP's auditor is unaware, and
- that member has taken all the steps that ought to have been taken as a member in order to be aware of any relevant audit information and to establish that the LLP's auditor is aware of that information.



**Mayfair Capital Investment Management Limited**  
Designated member

Date: 26 July 2018

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## **MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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#### **Opinion**

We have audited the financial statements of Mayfair Capital Residential 1 LLP (the 'LLP') for the year ended 31 March 2018, which comprise the Statement of comprehensive income, the Balance sheet, the Reconciliation of members' interests and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 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 LLP's affairs as at 31 March 2018 and of its profit 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, as applied to limited liability partnerships by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

#### **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 LLP in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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.

#### **Non going concern basis of preparation**

We draw attention to note 2.2, Going Concern, in the financial statements, which indicates that the financial statements have not been prepared on the going concern basis. Following the realisation of the final investment and, in accordance with Section 24 of the Members Agreement dated 17 October 2012, it has been agreed to wind down the scheme. All monetary amounts within the financial statements are presented as under one year. Our opinion is not modified in respect of this matter.

#### **Other information**

The members are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the

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## **MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAYFAIR CAPITAL RESIDENTIAL 1 LLP (CONTINUED)**

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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.

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

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006, as applied to limited liability partnerships, 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
- we have not received all the information and explanations we require for our audit; or
- the members were not entitled to prepare the financial statements in accordance with the small limited liability partnerships regime.

#### **Responsibilities of members**

As explained more fully in the Members' responsibilities statement on page 1, the members 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 members 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 members are responsible for assessing the LLP'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 members either intend to liquidate the LLP or to cease operations, or have no realistic alternative but to do so.

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MAYFAIR CAPITAL RESIDENTIAL 1 LLP  
(CONTINUED)**

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**Auditors' 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.

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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's report.

*Crowe UK LLP*

Darren Rigden (Senior statutory auditor)

for and on behalf of  
**Crowe UK LLP**

Statutory Auditor

Riverside House  
40-46 High Street  
Maidstone  
Kent  
ME14 1JH

26 July 2018



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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2018**

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	<b>Note</b>	<b>2018 £</b>	<b>2017 £</b>
Turnover		<b>898,068</b>	<b>2,338,238</b>
Administrative expenses		<b>(38,198)</b>	<b>(37,583)</b>
Profit/(loss) on disposal of investments	<b>5</b>	<b>290,000</b>	<b>225,392</b>
		<hr/>	<hr/>
<b>Operating profit</b>	<b>4</b>	<b>1,149,870</b>	<b>2,526,047</b>
		<hr/>	<hr/>
<b>Profit for the year before members' remuneration and profit shares</b>		<b>1,149,870</b>	<b>2,526,047</b>
		<hr/>	<hr/>
Profit for the year before members' remuneration and profit shares		<b>1,149,870</b>	<b>2,526,047</b>
Members' remuneration charged as an expense		<b>(119,612)</b>	<b>(174,453)</b>
		<hr/>	<hr/>
<b>Profit for the financial year available for discretionary division among members</b>		<b>1,030,258</b>	<b>2,351,594</b>
		<hr/>	<hr/>

There was no other comprehensive income for 2018 (2017:£NIL).

The notes on pages 10 to 15 form part of these financial statements.

**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**  
**REGISTERED NUMBER: OC376952**

**BALANCE SHEET**  
**AS AT 31 MARCH 2018**

	Note		2018 £	2017 £
<b>Fixed assets</b>				
Investments	6		-	4,500,000
			<u>-</u>	<u>4,500,000</u>
<b>Current assets</b>				
Debtors: amounts falling due within one year	7	15,026	3,338,977	
Cash at bank and in hand	8	517,493	328,677	
		<u>532,519</u>	<u>3,667,654</u>	
Creditors: Amounts Falling Due Within One Year	9	(12,089)	(13,869)	
<b>Net current assets</b>			<u>520,430</u>	<u>3,653,785</u>
<b>Total assets less current liabilities</b>			<u>520,430</u>	<u>8,153,785</u>
<b>Net assets</b>			<u><u>520,430</u></u>	<u><u>8,153,785</u></u>
<b>Represented by:</b>				
<b>Loans and other debts due to members within one year</b>				
Other amounts	10		57,581	62,571
			<u>57,581</u>	<u>62,571</u>
<b>Members' other interests</b>				
Members' capital classified as equity	2		5,183,614	
Other reserves classified as equity		462,847	2,907,600	
		<u>462,849</u>	<u>8,091,214</u>	
		<u>520,430</u>	<u>8,153,785</u>	
<b>Total members' Interests</b>				
Loans and other debts due to members	10		57,581	62,571
Members' other interests			462,849	8,091,214
			<u>520,430</u>	<u>8,153,785</u>

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**  
**REGISTERED NUMBER: OC376952**

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**BALANCE SHEET (CONTINUED)**  
**AS AT 31 MARCH 2018**

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

The financial statements were approved and authorised for issue by the members and were signed on their behalf by:

A handwritten signature in black ink, appearing to be 'R. A.', written over a horizontal line.

**Mayfair Capital Investment Management Limited**  
Designated member

Date: 26 July 2018

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**RECONCILIATION OF MEMBERS' INTERESTS  
FOR THE YEAR ENDED 31 MARCH 2018**

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	Equity Members' other interests			Debts due to (from) members	Total members' interests
	Members' capital (classified as equity) £	Other reserves £	Total £	Other amounts £	Total £
Amounts due to members				62,571	
<b>Balance at 31 March 2017</b>	<b>5,183,614</b>	<b>2,907,600</b>	<b>8,091,214</b>	<b>62,571</b>	<b>8,153,785</b>
Profit for the year available for discretionary division among members	-	1,030,259	1,030,259	-	1,030,259
<b>Members' interests after profit for the year</b>	<b>5,183,614</b>	<b>3,937,859</b>	<b>9,121,473</b>	<b>62,571</b>	<b>9,184,044</b>
Distribution of profit	-	(3,475,012)	(3,475,012)	-	(3,475,012)
Capital amounts repaid to members	(5,183,612)	-	(5,183,612)	-	(5,183,612)
Movements	-	-	-	(4,990)	(4,990)
Amounts due to members				57,581	
<b>Balance at 31 March 2018</b>	<b>2</b>	<b>462,847</b>	<b>462,849</b>	<b>57,581</b>	<b>520,430</b>

There are no existing restrictions or limitations which impact the ability of the members of the LLP to reduce the amount of Members' other interests.

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## **MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018**

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#### **1. General Information**

The principal activity of the LLP is to facilitate property development.

The LLP is incorporated in England and Wales (OC376952). The address of the registered office is:

2 Cavendish Square  
London  
W1G 0PU

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006 and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships".

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

The following principal accounting policies have been applied:

##### **2.2 Non going concern basis of preparation**

The financial statements have not been prepared on the going concern basis. Following the realisation of the final investment and, in accordance with Section 24 of the Members Agreement dated 17 October 2012, it has been agreed to wind down the scheme. The LLP is at an advanced stage in respect of repaying members' capital and making the final distributions.

All monetary amounts within the financial statements are presented as under one year.

##### **2.3 Turnover**

Turnover comprises revenue recognised by the LLP in respect of returns on its investment which are accrued over the term of the funding provided.

Where loans include a discretionary additional profit share on redemption the income is recorded in profit on disposal of investments.

##### **2.4 Investments**

The investments shown under current assets represent trading investments which were carried at the lower of cost or net realisable amount. Investments other than trading investments are shown under fixed assets at cost less provision for impairment.

##### **2.5 Taxation**

Members are personally liable for any taxation on their share of the LLP profits. Consequently no provision for taxation is made in these financial statements.

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## MAYFAIR CAPITAL RESIDENTIAL 1 LLP

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

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#### 2. Accounting policies (continued)

##### 2.6 Financial Instruments

The LLP only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors.

##### 2.7 Exceptional Items

Exceptional items are transactions that fall within the ordinary activities of the LLP but are presented separately due to their size or incidence.

#### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

Management do not consider there to be any significant accounting policies which impact on the financial statements.

#### 4. Operating profit

The operating profit is stated after charging:

	2018 £	2017 £
Fees payable to the LLP's auditor and its associates for the audit of the LLP's annual financial statements	11,970	9,975

#### 5. Profit on disposal of Investment

	2018 £	2017 £
Profit on disposal of trading investment	290,000	225,392
	<u>290,000</u>	<u>225,392</u>

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2018**

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**6. Fixed asset investments**

	Property investments £
At 1 April 2017	4,500,000
Disposals	(4,500,000)
At 31 March 2018	-
At 31 March 2018	-
At 31 March 2017	4,500,000

**7. Debtors**

	2018 £	2017 £
Other debtors	15,026	26
Prepayments and accrued income	-	3,338,951
	<u>15,026</u>	<u>3,338,977</u>

**8. Cash and cash equivalents**

	2018 £	2017 £
Cash at bank and in hand	<u>517,493</u>	<u>328,677</u>

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2018**

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**9. Creditors: Amounts falling due within one year**

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Trade creditors	<b>3</b>	<b>3</b>
Other creditors	<b>96</b>	<b>96</b>
Accruals and deferred income	<b>11,990</b>	<b>13,770</b>
	<b>12,089</b>	<b>13,869</b>

**10. Loans and other debts due to members**

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Debts due to members	<b>57,581</b>	<b>62,571</b>

**11. Capital commitments**

There were no capital commitments in the current or prior year.



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## MAYFAIR CAPITAL RESIDENTIAL 1 LLP

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2018

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#### 12. Related party transactions

Mayfair Capital Investment Management Limited is a B Member and C Member of the LLP.

During the period, the LLP was charged the following amounts in accordance with the provisions of the partnership agreement:

	2018 £	2017 £
Investment management fees	33,411	126,453
Administration and secretarial duties	46,200	48,000
Transaction fees	40,000	35,000

Amounts due to Mayfair Capital Investment Management Limited at the balance sheet date in respect of the above fees are £57,581 (2017 - £62,571).

MCR1 Unauthorised Exempt Unit Trust ("the Trust") is an A Member of the LLP. During the period the following transactions occurred:

	2018 £	2017 £
Capital withdrawn	3,289,654	2,062,532
Distributions	2,205,334	2,295,223
	<u>5,494,988</u>	<u>4,357,755</u>

Amounts due from MCR1 Unauthorised Exempt Unit Trust at the balance sheet date in respect of the above transactions totalled £15,000 (2017 - £Nil).

#### 13. Post balance sheet events

Following the realisation of the final investment and, in accordance with Section 24 of the Members Agreement dated 17 October 2012, it has been agreed to wind down the scheme.

In accordance with the partnership agreement A members capital has been returned plus a return of 15% per annum on capital invested. All remaining profits are distributed 75% to the A members and 25 % to the C members. A members were paid the majority of their profit allocation prior to the year end.

Mayfair Capital Investment Management Limited is the sole remaining member. Mayfair Capital Investment Management Limited is both a B and C member. The remaining fund assets will cover the 25% due to Mayfair Capital Investment Management plus the costs of winding up the fund. Distributions to Mayfair Capital Investment Management had not been made at the date of these financial statements.

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**MAYFAIR CAPITAL RESIDENTIAL 1 LLP**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2018**

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**14. Controlling party**

In the opinion of the members, there is no one controlling party of the LLP.