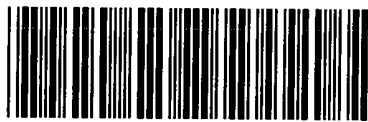


Registered number: 09065030

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015



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COMPANIES HOUSE

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

COMPANY INFORMATION

DIRECTORS

T G Brown (appointed 23 September 2016)
N A Forster
T O'Shea
R D Jones
D M Reid
G Taylor (appointed 7 March 2016)

COMPANY SECRETARIES

S J Cruickshank, E L Greenfield

COMPANY NUMBER

09065030

REGISTERED OFFICE

15 Golden Square
London
W1F 9JG

INDEPENDENT AUDITOR

Shipleys LLP
Chartered Accountants and Statutory Auditor
10 Orange Street
Haymarket
London
WC2H 7DQ

BANKERS

Barclays Wealth
38 Hans Crescent
London
SW1X 0LZ

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

CONTENTS

	Page
Directors' Report	1 - 2
Independent Auditor's Report to the Shareholders	3 - 4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7 - 10

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report and the financial statements for Ingenious Real Estate Enterprises 1 Limited ('the Company') for the year ended 31 December 2015.

PRINCIPAL ACTIVITIES

The principal activity is the issuance of commercial loans to prospective borrowers for the purpose of funding residential and mixed use development projects to generate returns for its shareholders, which activities it carries on through its membership of Ingenious Real Estate Finance LLP ("the Partnership").

DIRECTORS

The directors who served during the year were:

J L Boyton (resigned 19 June 2016)
N A Forster
T O'Shea
R D Jones
D M Reid

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.

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

DISCLOSURE 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 relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

Under section 487(2) of the Companies Act 2006, Shipleys LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

SMALL COMPANY PROVISIONS

The Directors' Report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. The Company has taken advantage of the exemption for the requirement to disclose an enhanced business review and to prepare a strategic report in accordance with section 414B of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

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



R D Jones
Director

Date: 27/09/2016

15 Golden Square
London
W1F 9JG

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

We have audited the financial statements of Ingenious Real Estate Enterprises 1 Limited for the year ended 31 December 2015, comprising of the balance sheet, profit and loss account and associated notes (set out on pages 5 to 10). The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 AUDITOR

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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.

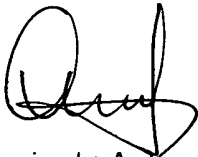
INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF INGENIOUS REAL ESTATE ENTERPRISES 1 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.



Agnieszka Ambrosewicz (Senior Statutory Auditor)

for and on behalf of
Shipleys LLP

Chartered Accountants and Statutory Auditor

10 Orange Street
Haymarket
London
WC2H 7DQ

Date: 27/09/2016

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

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

		2015 £	Period from 02 June 2014 to 31 December 2014 £
Administrative expenses		<u>(24,960)</u>	<u>(4,137)</u>
OPERATING LOSS	2	(24,960)	(4,137)
Share of profit from Partnership	6	199,975	-
Interest receivable and similar income	3	<u>437</u>	<u>169</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		175,452	(3,968)
Tax on profit/(loss) on ordinary activities	4	<u>(34,297)</u>	<u>-</u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	9	<u>141,155</u>	<u>(3,968)</u>

The notes on pages 7 to 10 form part of these financial statements.

All of the Company's activities relate to continuing operations during the year/period.

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED
REGISTERED NUMBER: 09065030

BALANCE SHEET
AS AT 31 DECEMBER 2015

	Note	£	2015 £	£	2014 £
FIXED ASSETS					
Investments	6		2,768,227		228,000
CURRENT ASSETS					
Cash at bank		6		69	
CREDITORS: amounts falling due within one year	7	(60,654)		(4,137)	
NET CURRENT LIABILITIES			(60,648)		(4,068)
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>2,707,579</u>		<u>223,932</u>
CAPITAL AND RESERVES					
Called up share capital	8		256,848		22,790
Share premium account	9		2,313,544		205,110
Profit and loss account	9		137,187		(3,968)
SHAREHOLDERS' FUNDS			<u>2,707,579</u>		<u>223,932</u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

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



R D Jones
Director

Date: 27/09/2016

The notes on pages 7 to 10 form part of these financial statements.

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 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 the Financial Reporting Standard for Smaller Entities (effective January 2015).

1.2 Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position have been reviewed by the directors. The Company generated a profit after tax of £141k during the year ended 31 December 2015 and, as at that date, had net current liabilities of £61k. The Company invests excess cash into Ingenious Real Estate Finance LLP, which will in turn return the cash to the Company through future cash distributions. The directors regularly monitor the investment into Ingenious Real Estate Finance LLP to ensure recoverability. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Cash flow

The financial statements do not include a Cash Flow Statement because the Company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective January 2015).

1.4 Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the Balance Sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the Balance Sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law.

Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

1.5 Financial instruments

The Company's principal financial instruments are its cash at bank and investments. The main purpose of the cash at bank is to provide funding for the Company's operations and to ensure the Company can meet its liabilities as they fall due. Due to the nature of the financial instruments used by the Company, there is no exposure to price risk. Credit risk of receivables is closely monitored.

Investments

Investments are measured at cost less impairment. The Company assesses at each Balance Sheet date whether there is any objective evidence that an investment is impaired. Investments are impaired and an impairment loss incurred if there is objective evidence that an event or events since initial recognition of the investment have adversely affected the amount or timing of future cash flows from the investment.

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

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

2. OPERATING LOSS

The operating loss is stated after charging:

	2015 £	2014 £
Auditor's remuneration	2,700	2,700

3. INTEREST RECEIVABLE

	2015 £	2014 £
Bank interest	437	169

4. TAXATION

	2015 £	2014 £
UK corporation tax at 20% (2014: 20%) based on the adjusted results for the year	34,297	-

Factors affecting tax charge for the year/period

	2015 £	2014 £
Profit/loss on ordinary activities before tax	175,452	(3,968)
UK Corporation tax at 20% (2014: 20%) based on the adjusted results for the year	35,091	(794)
Effects of:		
Unrelieved tax losses in period	-	794
Utilisation of previously unrecognised tax losses brought forward	(794)	-
Income of partnerships taxable on members	39,995	-
Non-taxable accounting allocation from partnership	(39,995)	-
Current tax charge for the year/period (see note above)	34,297	-

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

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

5. DIRECTORS AND EMPLOYEES

The Company did not have any employees during the year. The directors did not receive any remuneration for their services during the year.

6. INVESTMENT IN PARTNERSHIP

	Other fixed asset investments £
Cost or valuation	
At 1 January 2015	228,000
Additions	2,340,252
Share of partnership profit	199,975
	<hr/>
At 31 December 2015	2,768,227
	<hr/>
Net book value	
At 31 December 2015	2,768,227
	<hr/> <hr/>
At 31 December 2014	228,000
	<hr/> <hr/>

The Company is a member of Ingenious Real Estate Finance LLP ("the Partnership") holding 12% of the partnership capital. The principal activity of the partnership is the issuance of commercial loans to prospective borrowers for the purpose of funding residential and mixed use development projects to generate returns for its shareholders. Its place of business and head office address is 15 Golden Square, London, W1F 9JG, United Kingdom.

7. CREDITORS: Amounts falling due within one year

	2015 £	2014 £
Corporation tax	34,297	-
Accruals and deferred income	26,357	4,137
	<hr/>	<hr/>
	60,654	4,137
	<hr/> <hr/>	<hr/> <hr/>

8. SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
2,568,480 (2014 - 227,902) Ordinary shares shares of £0.10 each	256,848	22,790
	<hr/> <hr/>	<hr/> <hr/>

The Company has one class of Ordinary shares. 1,930,000 shares of £0.10 were issued at £1.00 on 17 April 2015, recognising a share premium of £1,737,000. 241,250 shares of £0.10 were issued at £1.00 on 29 April 2015, recognising a share premium of £217,125. 169,328 shares were issued at £1.0113 on 24 August 2015, recognising a share premium of £154,309.

INGENIOUS REAL ESTATE ENTERPRISES 1 LIMITED

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

9. RESERVES

	Share premium account £	Profit and loss account £
At 1 January 2015	205,110	(3,968)
Profit for the financial year		141,155
Premium on shares issued during the year	2,108,434	
	<hr/>	<hr/>
At 31 December 2015	2,313,544	137,187
	<hr/>	<hr/>

10. RELATED PARTY TRANSACTIONS

The Company is managed by Ingenious Capital Management Limited which is a wholly owned subsidiary of Ingenious Capital Management Holdings Limited, a company registered in England and Wales.

During the year, J L Boyton, N A Forster and D M Reid were also directors of Ingenious Capital Management Limited and Ingenious Capital Management Holdings Limited. R D Jones is a director of Ingenious Capital Management Limited.

During the year, Ingenious Capital Management Limited charged administration and management fees to the Company of £21,155, all of which were outstanding at year end.

11. CONTROLLING PARTY

During the year, there was no ultimate controlling party.

12. POST BALANCE SHEET EVENTS

678,166 new Ordinary shares of £0.10 each were allotted, and 28,545 existing Ordinary shares of £0.10 cancelled after the year ended 31 December 2015.

253,832 new Ordinary shares of £0.10 each were issued at £1.0529 on 20 April 2016, recognising a share premium of £241,877. 223,885 new Ordinary shares of £0.10 each were issued at £1.0711 on 6 June 2016, recognising a share premium of £217,415. A further 156,089 new Ordinary shares of £0.10 each were issued at £1.0711 on 4 July 2016, recognising a share premium of £151,578. 44,360 new Ordinary shares of £0.10 each were issued at £1.0877 on 16 August 2016, recognising a share premium of £43,814.

On 29 April 2016 the Company paid a dividend of £1,336. On 29 April 2016, the Company also reduced its share capital by £28,699 which included a share premium amount of £25,845 and thereafter cancelled 28,545 shares of £0.10 each.

Since the year ended 31 December 2015, the Company has made the following capital contributions to the Partnership: on 10 May 2016 - £108,059; on 23 May 2016 - £128,000; on 10 June 2016 - £110,000; on 13 June 2016 - £130,000; on 5 July 2016 - £167,000; and on 17 August 2016 - £48,250.