Directors' Report and Financial Statements

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COMPANIES HOUSE

18 month period ended 30th September 2012

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Company Information

for the 18 month period ended 30th September 2012

DIRECTORS: Mr Howard Johns

Mr Simon Griffiths Mr Luke Hutchison Mr Robin Johns Mr Graham Miller

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Triodos Corporate Officer Limited

SECRETARY: Mr Simon Griffiths

REGISTERED OFFICE: Unit 16B

Evans Business Centre Western Industrial Estate

Caerphilly Wales CF83 1BE

REGISTERED NUMBER: 04403959 (England and Wales)

AUDITORS: Baker Tilly UK Audit LLP

Portland

25 High Street

Crawley

West Sussex RH10 1BG

Report of the Directors for the 18 month period ended 30th September 2012

The directors present their report and financial statements for the 18 month period ended 30th September 2012

PRINCIPAL ACTIVITIES

The principal activities of the company are those of installing solar thermal and solar photovoltaic energy systems

BUSINESS REVIEW

Following the introduction of the Feed In Tariff 'FIT', Southern Solar Limited experienced dramatic growth reaching turnover of in excess £10m in the period ended 30th September 2012 as homeowners, commercial businesses and other organisations took up the incentive to install solar energy systems. During this period the Company expanded to seven regional offices across the UK with an employee base of 90 staff.

The UK Government's subsequent major reduction of the FIT in March 2012 had a crippling effect on the solar industry. Demand for solar installations immediately fell sharply and many companies failed to survive. Southern Solar Limited has undertaken a major restructuring of the business in order to ensure its future viability and survive through this turbulent period.

FUTURE DEVELOPMENTS

Following the restructuring the Company now operates from five regional offices and employs 23 staff Although the size and turnover of the business has reverted back to previous levels, the business model is now more scalable, efficient and diversified. The Company now has three key areas of focus,

- Commercial and domestic PV installations (the original core business)
- External Wall Insulation (Supported by UK Government and EU energy incentives)
- Ground mount solar development (Supported by the UK Government's ROC regime)

The Company is now essentially a project management business having outsourced a number of functions including aspects of the solar installations and sales process. The Directors believe that Southern Solar Limited is now well placed to move forward with a leaner and more diversified business model. An equity refinancing package to support future growth was completed during the year ended 30th September 2013.

RESULTS

The loss for the 18 month period ended 30th September 2012, after taxation amounted to (£216,606) (2011 - 12 month period £176,186 profit)

Report of the Directors for the 18 month period ended 30th September 2012

DIRECTORS

The directors who served during the 18 month period ended 30th September 2012 were, Mr Howard Johns
Mr Simon Griffiths
Mr Luke Hutchison (resigned 25th May 2013)
Mr Robin Johns
Mr Graham Miller (appointed 1st January 2011 resigned 26th September 2012)
Triodos Corporate Officer Limited (appointed 28th September 2012)

Financial Risk Management

The company's principal financial instruments comprise bank balances, trade creditors, trade debtors and finance lease agreements. The main purpose of these instruments is to raise funds for the company's operations and to finance the company's trading activities.

Due to the nature of the financial instruments used, there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is described below. In respect of bank balances, the liquidity risk is managed by maintaining sufficient balances in liquid form for the immediate and future needs of the company.

There are leasing commitments. The directors are aware of the company's finance requirements and have determined that these will be repaid as and when they are due

Trade debtors are managed in respect of credit and cash flow risk. The company regularly monitors credit limits and the terms offered to its customers.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Directors' Report and financial statements in accordance with applicable laws and regulations

Company law requires the directors to prepare financial statements for each financial year or period 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 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 United Kingdom 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 assume that the company will continue in business

Report of the Directors for the 18 month period ended 30th September 2012

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 assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PROVISION 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 information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

This report was approved by the board on 25th October 2013 and signed on its behalf

Mr Howard Johns

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Managing Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOUTHERN SOLAR LIMITED

We have audited the financial statements on pages 7 to 18 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 auditor

As more fully explained in the Directors' Responsibilities Statement on pages 3 and 4, 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 (APB'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 http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-(issued-1-December-2010) aspx

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 30 September 2012 and of its loss for the period 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

The financial statements for the year ended 31st March 2011 were not subject to audit and consequently the corresponding figures are unaudited

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company incurred a net loss of £229,857 during the period ended 30 September 2012 and following that date suffered a severe downturn in activity with a further significant loss in the subsequent accounting period. These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SOUTHERN SOLAR LIMITED

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

ANTHONY SUMMERS (Senior Statutory Auditor)

Baker Tilly vu Audit LLP

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

Address

25 October 2013

Profit and Loss Account for the 18 month period ended 30th September 2012

		18 months	12 months
	Notes	30 09 12 £	31 03 11 £
TURNOVER	1, 2	12,698,222	6,327,713
Cost of Sales		8,826,827	4,503,191
GROSS PROFIT		3,871,395	1,824,522
Administrative Expenses		4,100,048	1,600,118
OPERATING LOSS/PROFIT	3	(228,653)	224,404
Interest payable and similar charges	7	1,204	1,384
LOSS/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(229,857)	223,020
Tax on Loss/Profit on ordinary activities	8	(13,251)	46,834
LOSS/PROFIT FOR THE PERIOD/YEAR	17	(216,606)	176,186

The operating loss for the period arises from the company's continuing operations

No separate statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the profit and loss account

Registered number 04403959

Balance Sheet As at 30th September 2012

		30	09 12	31 03	11
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	9		102,831		82,425
Investments	10		530		30
CURRENT ACCETS			103,361		82,455
CURRENT ASSETS Stocks	11	247,956		446,074	
Debtors	12	664,702		1,018,088	
Cash at bank and in hand		21,284		167,366	
	•	933,942	•	1,631,528	
CREDITORS					
Amounts falling due within one year	13 ַ	545,576		984,096	
NET CURRENT ASSETS			388,366		647,432
TOTAL ASSETS LESS CURRENT LIABILITIES			491,727		729,887
CREDITORS Amounts falling due after more than one year	14		3,747		12,050
PROVISION FOR LIABILITIES	15		2,484		15,735
NET ASSETS			485,496	-	702,102
CAPITAL AND RESEVES			4.044		4.04.
Called up share capital	16 47		1,044		1,044
Share premium Profit and loss account	17 17		336,153 148,299		336,153 364,905
Tont and 1033 document	17		170,233		554,505
SHAREHOLDERS FUNDS			485,496	•	702,102

The financial statements on pages 7 to 18 were approved by the Board of Directors on 25th October 2013 and were signed on its behalf by

Mr H D Johns - Managing Director

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Cash Flow Statement for the 18 month period ended 30th September 2012

		18 months	12 months
		30 09 12	31 03 11
ı	Notes	£	£
Net cash flow from operating activities Returns on investments and servicing of	19	(12,465)	166,378
finance	20	(1,204)	(1,384)
Taxation		(35,128)	(36,692)
Capital expenditure and financial investment CASH (OUTFLOW)/INFLOW BEFORE	20	(79,989)	(58,400)
FINANCING		(128,786)	69,902
Financing (DECREASE)/INCREASE IN CASH IN THE	20	(17,296)	(20,620)
PERIOD/YEAR		(146,082)	49,282

Note to the Financial Statements for the 18 month period ended 30th September 2012

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

Going Concern

The Financial Statements have been prepared under a going concern basis. The UK Government made a significant reduction in feed in tariffs in March 2012, which had a crippling effect on the solar industry. Demand for solar installations fell sharply and many companies failed to survive. As a result of these changes the company has undergone a significant restructure to reduce costs and refinanced to strengthen the balance sheet and provide working capital. A further loss occurred in the year ended 30th September 2013. However, the sales pipeline is strong and based on forward forecasts the directors expect a return to profitability in the year ended 30th September 2014. The directors are confident that the company is operating on a going concern basis.

Turnover and Revenue Recognition

Turnover, which arises wholly in the United Kingdom, is the amount derived from the provision of services falling within the company's ordinary activities after the deduction of Value Added Tax

Tangible Fixed Assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter

Fixtures, fittings and equipment 25% on a reducing balance

15% on a reducing balance

Motor vehicles 25% on a reducing balance Computer equipment 33% on a reducing balance

Investments

Fixed asset investments are stated at cost less provision for permanent dimunition in value Dividends are brought into account in the profit and loss account when received

Hire Purchase and Leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the Balance Sheet. Those held under hire purchase contracts are depreciated over their useful economic lives. Those held under finance leases are depreciated over their useful economic lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the Profit and Loss account over the relevant period. The capital element of future payments is treated as a liability Rentals paid under operating leases are charged to the Profit and Loss account on a straight line basis over the period of the lease.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Note to the Financial Statements for the 18 month period ended 30th September 2012

Deferred Tax

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

The Operating Loss/Profit is stated after charging

TURNOVER 2

The whole of the turnover is attributable to its principle activity All turnover arose within the United Kingdom

OPERATING LOSS/PROFIT 3

	18 months	12 months
	30 09 12	31 03 11
	£	£
Depreciation - owned assets	53,858	25,205
Depreciation - assets on hire purchase contracts	9,875	10,182
Directors' remuneration and other benefits etc	233,350	134,002
AUDITORS' REMUNERATION		
	18 months	12 months

	30 09 12 £	31 03 11 £
Fees payable to the company's auditor for the audit of the company's annual accounts	13,850	

STAFF COSTS 5

Staff costs, including directors' remuneration, were as follows

	18 months	12 months
	30 09 12	31 03 11
	£	£
Wages and salaries	3,155,791	1,311,107
Social security costs	306,571	120,176
	3,462,362	1,431,283

Note to the Financial Statements for the 18 month period ended 30th September 2012

The average monthly number of employees, including the directors, during the 18 month period was as follows.

	as follows,		F
		18 months	12 months
		30 09 12	31 03 11
		No	No
	Administration	44	28
	Installation	35	25
		79	53
6	DIRECTORS' REMUNERATION		
		18 months	12 months
		30 09 12	31 03 11
		£	£
	Emoluments	233,350	138,323
	The highest paid director received remuneration of £89	9,326 (2011 - £47,162)	
7	INTEREST PAYABLE		
		18 months	12 months
		30 09 12	31 03 11
		£	£
	On bank loans and overdrafts	516	350
	On finance leases and hire purchase contracts	688	1,034
		1,204	1,384
8	TAXATION		
	Analysis of the tax charge The tax charge on the loss/profit on ordinary activities	for the period was as follows	
		18 months	12 months
		30 09 12	31 03 11
	Current tou	£	£
	Current tax UK Corporation tax	-	35,128
	Deferred tax	(13,251)	11,706
	Tax on profit on ordinary activities	(13,251)	46,834

Note to the Financial Statements for the 18 month period ended 30th September 2012

Factors affecting tax charge for the year

	18 months	12 months
	30 09 12 £	31 03 11 £
(Loss)/Profit on ordinary activities before tax	(229,857)	223,020
Tax on (Loss)/Profit on ordinary activitoes at standard rate of 20%/21%	(45,971)	46,834
Effects of Expenses not deductable for tax purposes Tax losses Capital allowances in excess of depreciation	268 47,108 (1,405)	- - (11,706)
Current tax charge for the period	<u> </u>	35,128

A deferred tax asset has not been recognised on tax losses carried forward in accordance with the company's accounting policy

9 TANGIBLE FIXED ASSETS

	Fixtures Fittings & Equipment £	Motor Vehicles £	Computer Equipment £	Totals £
COST	2	2	~	2
As at 1st April 2011 Additions	32,727 450	9,580 -	120,661 83,689	162,968 84,139
As at 30th September 2012	33,177	9,580	204,350	247,107
DEPRECIATION				
As at 1st April 2011 Charge for the period	14,113 6,202	8,373 1,207	58,057 56,324	80,543 63,733
As at 30th September 2012	20,315	9,580	114,381	144,276
NET BOOK VALUE				
As at 30th September 2012	12,862	<u> </u>	89,969	102,831
As at 31st March 2011	18,614	1,207	62,604	82,425

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Note to the Financial Statements for the 18 month period ended 30th September 2012

Fixed assets, included in the above, which are held under hire purchase contracts are as follows

			Computer Equipment £
соѕт			
As at 1st Aprıl 2011			30,8
Additions			4,6
As at 30th September 2012		-	35,50
DEPRECIATION			
As at 1st April 2011			10,1
Charge for the period			9,8
As at 30th September 2012		-	20,0
NET BOOK VALUE			
As at 30th September 2012		=	15,4
As at 31st March 2011		=	20,6
FIXED ASSET INVESTMENTS			
	Interest in Associate	Shares	Total
	£	£	£
соѕт			
As at 1st April 2011	30	-	
Additions	-	500	5
As at 30th September 2012	30	500	5
NET BOOK VALUE			
As at 30th September 2012	30	500	5
As at 31st March 2011	30	_	;

Note to the Financial Statements for the 18 month period ended 30th September 2012

11 STOCKS

		30 09 12 £	31 03 11 £
		2	4
	Finished goods and goods for resale	247,956	446,074
12	DEBTORS AMOUNTS FALLING DUE WITHIN (ONE YEAR	
		30 09 12	31 03 11
		£	£
	Trade debtors	590,034	707,147
	Amounts recoverable on contract	15,621	44,375
	Other debtors	15,677	63,008
	VAT	1,657	111,863
	Prepayments	41,713	91,695
		664,702	1,018,088
13	CREDITORS AMOUNTS FALLING DUE WITHIN	NONE YEAR	
		30 09 12	31 03 11
		£	£
	5		
	Bank loans and overdrafts	-	3,600
	Hire purchase contracts	9,142 30,228	9,885
	Payments on account Trade creditors	403,156	205,969 629,520
	Tax	403,130	35,128
	Social security and other taxes	89,200	40,981
	Accruals and deferred income	13,850	59,013
			<u></u>
		545,576	984,096

Note to the Financial Statements for the 18 month period ended 30th September 2012

14 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

					30 09 12		31 03 11
					£		£
	Hire purchase contrac	ts			3,747		12,050
					3,747		12,050
15	DEFERRED TAXATIO	N					
					30 09 12		24.02.44
					50 09 12 £		31 03 11 £
	Accelerated Capital Al	lowances			~		~
	At beginning of period				15,735		4,029
	(Released during)/cha	rge for year			(13,251)		11,706
	At end of period				2,484		15,735
16	CALLED UP SHARE	CAPITAL					
					30 09 12		31 03 11
					£		£
	Alloted, issued and full	ly poid					
	Number	Class	Nominal				
	Namber	Olass	Value				
	104,374	Ordinary	£0 01	=	1,044		1,044
17	RESERVES						
17	KESEKYES				Profit		
					and loss	Share	
					Account	Premium	Total
					£	£	£
	As at 1st April 2011				364,905	336,153	701,058
	Loss for the period				(216,606)	-	(216,606)
	As at 30th September	2012		-	148,299	336,153	484,452
		. —		=			,

Note to the Financial Statements for the 18 month period ended 30th September 2012

18	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS					
		30 09 12 £	31 03 11 £			
	Opening shareholders' funds (Loss)/profit for the period/year	702,102 (216,606)	525,916 176,186			
	Closing shareholders' funds	485,496	702,102			
19	NET CASH FLOW FROM OPERATING ACTIVITIES					
		30 09 12 £	31 03 11 £			
	Operating (Loss)/profit Depreciation of tangible fixed assets	(228,653) 63,733	224,404 35,387			
	Decrease/(increase) in stocks Decrease/(increase) in debtors	198,118 353,386	(194,448) (339,655)			
	(Decrease)/increase in creditors	(399,049)	440,690			
	Net cash (outflow)/inflow from operating activities	(12,465)	166,378			
20	ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT					
		30 09 12 £	31 03 11 £			
	RETURNS ON INVESTMENT AND SERVICING OF FINAL	NCE				
	Interest paid Hire purchase interest	(516) (688)	(350) (1,034)			
	Net cash (outflow) from returns on investments and servicing of finance	(1,204)	(1,384)			
		30 09 12 £	31 03 11 £			
	CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT					
	Purchase of tangible fixed assets Investment	(79,489) (500)	(58,400) -			
	Net cash (outflow) from capital expenditure	(79,989)	(58,400)			

Note to the Financial Statements for the 18 month period ended 30th September 2012

		30 09 12 £		31 03 11 £
	FINANCING			
	Repayment of loans Repayment of Hire Purchase liability Net cash (outflow) from financing	(3,600) (13,696) (17,296)	- -	(11,700) (8,920) (20,620)
21	ANALYSIS OF CHANGES IN NET FUNDS			
		01 04 11 £	Cash Flow £	30 09 12 £
	Cash at bank and in hand	167,366	(146,082)	21,284
		167,366	(146,082)	21,284

22 OPERATING LEASE COMMITMENTS

At 30 September 2012 the company had annual commitments under non-cancellable operating leases as follows

	30 09 12	31 03 11 £
EXPIRY DATE	~	~
Within 1 year	9,142	9,885
Between 2 and 5 years	3,747	12,050
	12,889	21,935

23 RELATED PARTY DISCLOSURES

During the 18 month period Mr G S Miller, a director of the company, received £36,407 in consultancy fees

24 ULTIMATE CONTROLLING COMPANY

The directors retain control of the company by virtue of their combined shareholdings