REGISTERED NUMBER 05888980 (England and Wales)

Report of the Directors and

Consolidated Financial Statements for the Year Ended 31st March 2013

for

SSE Insource Energy Limited

RIDAY

A27 20/12/2013 COMPANIES HOUSE

#16

Contents of the Consolidated Financial Statements for the Year Ended 31st March 2013

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Consolidated Profit and Loss Account	5
Consolidated Balance Sheet	6
Company Balance Sheet	7
Consolidated Cash Flow Statement	8
Notes to the Consolidated Cash Flow Statement	9
Notes to the Consolidated Financial Statements	10

SSE Insource Energy Limited

Company Information for the Year Ended 31st March 2013

DIRECTORS

I S Cooke Mrs M J Hope

SECRETARY

L J V Donnelly

REGISTERED OFFICE

55 Vastern Road Reading Berkshire RG1 8BU

REGISTERED NUMBER

05888980 (England and Wales)

AUDITORS

The Richards Sandy Partnership Ltd Chartered Accountants

Chartered Accountar Thorneloe House 25 Barbourne Road Worcester

Worcestershire WR1 1RU

Report of the Directors for the Year Ended 31st March 2013

The directors present their report with the financial statements of the company and the group for the year ended 31st March 2013

PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of developing waste to energy projects, typically on site solutions for large UK food processors generating substantial organic wastes within their operations

REVIEW OF BUSINESS

As at 31 March 2013, InSource Energy Limited has one group company, InSource Energy (Rogerstone) Limited which operates the Two Sisters RF Brookes ready meals plant in South Wales. Until June 2012 the company sought to develop further projects with a view to owning and operating these to achieve future growth and income

Following a review of the activities in the company, the development of new waste to energy projects—was ceased in June 2012 due to the lack of progress in securing viable projects

The company's principal activity is now the operation of the RF Brookes plant. The company's focus is on ensuring continuous and safe operation of the plant under the 15 year service agreement. The Directors and management are continually reviewing the operation of the plant and the performance under the service agreement. Areas for improvement have been identified.

Invoices for services and energy supply were raised against RF Brookes. As such, the plant has generated income for the company during the year. This has been supplemented by Feed in Tariff income. In the year ahead, with improvements to the plant planned, it is expected that this income stream will increase. Prior to the date of this report but after 31st March 2013, the shareholders agreed to waiver the loans provided to the company and as such significantly reducing the cash flow requirement.

In April 2013, SSE Venture Capital Limited became the 100% shareholder in SSE Insource Energy Limited. SSE Venture Capital Limited is a wholly owned subsidiary of SSEpic which has indicated that for at least 12 months, and for the foreseeable future, from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company. The financial statements have therefore been prepared on the on the going concern basis.

DIVIDENDS

No dividends will be distributed for the year ended 31st March 2013

DIRECTORS

I S Cooke ceased to be a director after 31st March 2013 but prior to the date of this report

D A Allan was appointed as a director after 31st March 2013 but prior to the date of this report

M Hayward was appointed as a director after 31st March but prior to the date of this report

Other changes in directors holding office are as follows P F Ashworth - resigned 12th October 2012 A H Honeyman - resigned 15th June 2012 J M Scott - resigned 12th October 2012 Mrs M J Hope - appointed 15th June 2012

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 the group and of the profit or loss of the group 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,
- 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the

Report of the Directors for the Year Ended 31st March 2013

company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregulanties.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information

AUDITORS

The Richards Sandy Partnership Ltd, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD

Report of the Independent Auditors to the Members of SSE Insource Energy Limited

We have audited the financial statements of SSE Insource Energy Limited for the year ended 31st March 2013 on pages five to fifteen. 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 a Report of the Auditors 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 set out on page two, 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 group's and the parent 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 Report of the Directors to identify material inconsistencies with the audited financial statements 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 group's and of the parent company's affairs as at 31st March 2013 and of the group's 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 matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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

Mr N P Sandy (Senior Statutory Auditor)

for and on behalf of the Richards Sandy Partnership Ltd

Chartered Accountants Thorneloe House

25 Barbourne Road Worcester

Worcestershire

WR1 1RU

Date

17-12-13

Consolidated Profit and Loss Account for the Year Ended 31st March 2013

	Notes	2013 £	2012 £
TURNOVER		1,134,225	493,749
Cost of sales		328,242	286,893
GROSS PROFIT		805,983	206,856
Administrative expenses		1,184,850	1,505,128
OPERATING LOSS	3	(378,867)	(1,298,272)
Interest receivable and similar income		<u>75</u>	561
		(378,792)	(1,297,711)
Interest payable and similar charges	4	517,141	497,533
LOSS ON ORDINARY ACTIVITIES BEFO	ORE	(895,933)	(1,795,244)
Tax on loss on ordinary activities	5		_
LOSS FOR THE FINANCIAL YEAR FOR THE GROUP		(895,933)	<u>(1,795,244</u>)

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the losses for the current year or previous year

Consolidated Balance Sheet 31st March 2013

	Notes	201 £	3 £	201. £	2 £
FIXED ASSETS	NOCS	L	L	I.	L
Tangible assets	7		4,103,618		4,370,154
Investments	8		2		2
			4,103,620		4,370,156
CURRENT ASSETS					
Debtors	9	166,178		97,486	
Cash at bank and in hand		407,019		149,407	
CREDITORS		573,197		246,893	
Amounts falling due within one year	10	1,641,702		891,001	
NET CURRENT LIABILITIES			(1,068,505)		(644,108)
TOTAL ASSETS LESS CURRENT LIABILITIES			3,035,115		3,726,048
CREDITORS Amounts falling due after more than one year	11		5,446,073		_5,241,073
,	, ,				0,277,070
NET LIABILITIES			(2,410,958)		<u>(1,515,025</u>)
CAPITAL AND RESERVES					
Called up share capital	14		3,263,017		3,263,017
Share premium Other reserves	15 15		1,696,606		1,696,606
Profit and loss account	15		54,389 (7,424,970)		54,389 (6,529,037)
1 Tolk and loss account			(1,424,570)		(0,329,037)
SHAREHOLDERS' FUNDS	17		(2,410,958)		(1,515,025)
The financial statements were approved by	ov the Board	of Directors on	17/12/2	2017 and	l were signed on

The financial statements were approved by the Board of Directors on its behalf by

and were signed on

Company Balance Sheet 31st March 2013

		2013	3	201	2
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		3,333		3,361
Investments	8		2		2
			3,335		3,363
CURRENT ASSETS					
Debtors	9	592,899		353,106	
Cash at bank	9	350,398		82,391	
Oddir de barne				02,091	
		943,297		435,497	
CREDITORS		,		,	
Amounts falling due within one year	10	1,007,312		269,789	
NET CURRENT (LIABILITIES)/ASSETS			<u>(64,015)</u>		165,708
TOTAL ASSETS LESS CURRENT					
LIABILITIES			(60,680)		169,071
					100,011
CAPITAL AND RESERVES					
Called up share capital	14		3,263,016		3,263,016
Share premium	15		1,696,606		1,696,606
Other reserves	15		54,389		54,389
Profit and loss account			<u>(5,074,691</u>)		(4,844,940)
SHAREHOLDERS' FUNDS	17		<u>(60,680</u>)		169,071

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The financial statements were approved by the Board of Directors on 17/12/2013 and were signed on its behalf by

Consolidated Cash Flow Statement for the Year Ended 31st March 2013

	2013		2012		
	Notes	£	£	£	£
Net cash inflow					
from operating activities	1		869,882		582,976
Returns on investments and					
servicing of finance	2		(517,066)		(496,972)
Capital expenditure	2		(95,204)		(901,732)
Increase/(decrease) in cash in the	period		257,612		(815,728)

Reconciliation of net cash flow to movement in net debt	3			
Increase/(decrease) in cash in the period Cash inflow from increase in debt	257,612 (1,006,079)		(815,728)	
Change in net debt resulting from cash flows	(1,000,079)	<u>(748,467)</u>	<u>(1,199,067</u>)	<u>(2,014,795</u>)
Movement in net debt in the period Net debt at 1st April		(748,467) (5,634,555)		(2,014,795) (3,619,760)
Net debt at 31st March		(6,383,022)		(5,634,555)

Notes to the Consolidated Cash Flow Statement for the Year Ended 31st March 2013

RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

2	Operating loss Depreciation charges Loss on disposal of fixed assets (Increase)/decrease in debtors Increase in creditors Net cash inflow from operating activities ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN TH	HE CASH FLOV	2013 £ (378,867) 358,327 3,413 (68,692) 955,701 869,882	2012 £ (1,298,272) 380,760 249,132 1,251,356
	Returns on investments and servicing of finance interest received interest paid Net cash outflow for returns on investments and servicing o	f finance	2013 £ 75 (517,141) (517,066)	2012 £ 561 (497,533) (496,972)
	Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets Net cash outflow for capital expenditure		(104,671) 9,467 (95,204)	(901,732)
3	ANALYSIS OF CHANGES IN NET DEBT Net cash Cash at bank and in hand	At 1 4 12 £ 149,407 149,407	Cash flow £ 257,612 257,612	At 31 3 13 £ 407,019 407,019
	Debt Debts falling due within one year Debts falling due after one year	(542,889) (5,241,073) (5,783,962)	(801,079) (205,000) (1,006,079)	(1,343,968) (5,446,073) (6,790,041)
	Total	(5,634,555)	(748,467)	(6,383,022)

Notes to the Consolidated Financial Statements for the Year Ended 31st March 2013

1 ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements have been prepared under the historical cost convention

TURNOVER

Turnover represents net invoiced sales of goods, excluding 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

Plant and machinery

- 10% on reducing balance

Fixtures and fittings

- 25% on reducing balance

Computer equipment

33% on cost and 25% on reducing balance

DEFERRED TAX

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

HIRE PURCHASE AND LEASING COMMITMENTS

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

2 STAFF COSTS

3

51A11 50513	2013 £	2012 £
Wages and salaries Social security costs	278,429 24,108	454,399 46,878
	302,537	501,277
The average monthly number of employees during the year was as follows	2013	2012
	7	9
	<u></u>	===
OPERATING LOSS		
The operating loss is stated after charging		
	2013	2012

	£	£
Hire of plant and machinery	54,003	52,079
Depreciation - owned assets	358,327	380,760
Loss on disposal of fixed assets	3,413	-
Auditors' remuneration	5,290	4,800
Foreign exchange differences	87	226
		

Directors' remuneration	56,257	135,047
-------------------------	--------	---------

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £	2012 £
Bank interest Other loan interest	75 517,066	27 497,506
	517,141	497,533

Notes to the Consolidated Financial Statements - continued for the Year Ended 31st March 2013

5 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31st March 2013 nor for the year ended 31st March 2012

6 LOSS OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was $\pounds(229,751)$ (2012 - $\pounds(575,860)$)

7 TANGIBLE FIXED ASSETS

At 31st March 2012

Group	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Totals £
COST At 1st April 2012 Additions Disposals	4,743,957 102,996 (14,000)	1,746 592 	5,653 1,083	4,751,356 104,671 (14,000)
At 31st March 2013	4,832,953	2,338	6,736	4,842,027
DEPRECIATION At 1st April 2012 Charge for year Eliminated on disposal	378,879 356,415 (1,120)	437 475	1,886 1,437	381,202 358,327 (1,120)
At 31st March 2013	734,174	912	3,323	738,409
NET BOOK VALUE At 31st March 2013	4,098,779	1,426	3,413	4,103,618
At 31st March 2012	4,365,078	1,309	3,767	4,370,154
Company				Computer equipment £
COST At 1st April 2012 Additions				4,667 1,083
At 31st March 2013				5,750
DEPRECIATION At 1st April 2012 Charge for year				1,306 <u>1,111</u>
At 31st March 2013				2,417
NET BOOK VALUE At 31st March 2013				3,333

3,361

Notes to the Consolidated Financial Statements - continued for the Year Ended 31st March 2013

8 FIXED ASSET INVESTMENTS

9

VAT

Accrued income Prepayments

FIXED ASSET INVESTMENTS				
Group				Shares in group undertakings £
COST At 1st April 2012 and 31st March 2013				2
NET BOOK VALUE At 31st March 2013				2
At 31st March 2012				2
Company				Shares in group undertakings £
COST At 1st April 2012 and 31st March 2013				2
NET BOOK VALUE At 31st March 2013				2
At 31st March 2012				2
The group or the company's investments at the following	e balance sheet da	te in the share	capital of compa	anies include the
SUBSIDIARY				
SSE Rogerstone Limited Nature of business Building plant to convert for				
Class of shares Ordinary	hold	% ding) 00	2013	2012
Aggregate capital and reserves Loss for the year			£ (2,350,279) (666,183)	£ (1,684,096) (1,219,384)
DEBTORS AMOUNTS FALLING DUE WITH	IN ONE YEAR			
	Grou			npany
	2013 £	2012 £	2013 £	2012 £
Trade debtors Amounts owed by group undertakings	66,592	51,271	1,343 591,405	- 335,795
VAT	4 147	43 144	151	15 102

4,147 77,006

18,433

166,178

43,144

3,071

97,486

151

592,899

15,102

2,209

353,106

Notes to the Consolidated Financial Statements - continued for the Year Ended 31st March 2013

10 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Other loans (see note 12)	1,343,968	542,889	1,004,622	210,000
Trade creditors	254,919	273,428	-	48,848
Social security and other taxes	2,855	12,808	-	9,091
Accrued expenses	39,960	61,876	2,690	1,850
	1,641,702	891,001	1,007,312	269,789

11 CREDITORS AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	
	2013	2012
	£	£
Other loans (see note 12)	<u>5,446,073</u>	5,241,073

12 LOANS

An analysis of the maturity of loans is given below

	Group		Company	
	2013 £	2012 £	2013 £	2012 £
Amounts falling due within one year or on demar Other loans	1,343,968	542,889	1,004,622	210,000
Amounts falling due between one and two years Other loans - 1-2 years		479,261		
Amounts falling due between two and five years Other loans - 2-5 years	1,110,825	1,111,648		
Amounts falling due in more than five years Repayable by instalments Other loans more 5yrs instal	4,335,248	3,650,164		

Notes to the Consolidated Financial Statements - continued for the Year Ended 31st March 2013

13 SECURED DEBTS

The following secured debts are included within creditors

	G	Group	
	2013	2012	
	£	£	
Other loans	6,790,041	5,783,962	

At 31 March 2013 the subsidiary, SSE Rogerstone Limited had a £5,446,073 (2012 - £5,016,073) secured interest bearing loan outstanding with SSE Venture Capital Limited

At 31 March 2013 the subsidiary, SSE Rogerstone Limited had a £339,346 (2012 - £555,000) secured interest bearing loan outstanding with Accelerated Growth Fund Limited, repayments to commence May 2012

At 31 March 2013 SSE Insource Energy Limited had a £700,726 (2012 - £105,000) secured interest bearing loan outstanding with SSE Venture Capital Limited

At 31 March 2013 SSE Insource Energy Limited had a £303,895 (2012 - £105,000) secured interest bearing loan outstanding with Carbon Trust Limited

The above loans have been waived after the year end

14 CALLED UP SHARE CAPITAL

15

	Allotted, issued Number	and fully paid Class		Nominal	2013 £	2012 £
	3,263,016	Ordinary		value £1	3,263,017	3,263,017
5	RESERVES					
	Group		Profit and loss account £	Share premium £	Other reserves £	Totals £
	At 1st April 201 Deficit for the y		(6,529,037) <u>(895,933</u>)	1,696,606	54,389	(4,778,042) (895,933)
	At 31st March 2	2013	(7,424,970)	1,696,606	54,389	<u>(5,673,975</u>)
	Company		Profit and loss account £	Share premium £	Other reserves £	Totals £
	At 1st April 201 Deficit for the year		(4,844,940) (229,751)	1,696,606	54,389	(3,093,945) (229,751)
	At 31st March 2	2013	(5,074,691)	1,696,606	54,389	(3,323,696)

Notes to the Consolidated Financial Statements - continued for the Year Ended 31st March 2013

16 RELATED PARTY DISCLOSURES

SSE Rogerstone Limited owe SSE Insource Energy Limited £591,405 (2012 - £335,795) for loans between the companies

During the year the group entered into transactions with connected related parties, SSE Venture Capital Limited and with Carbon Trust Limited, the total amount included within other loans of SSE Rogerstone Limited amounts to £5,446,073 the total amount included within other loans of SSE Insource Energy Limited amounts to £1,004,622

17 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group	2013	2012
Loss for the financial year	£ (895,933)	£ <u>(1,795,244</u>)
Net reduction of shareholders' funds Opening shareholders' funds	(895,933) (1,515,025)	(1,795,244) <u>280,219</u>
Closing shareholders' funds	(2,410,958)	(1,515,025)
Company	2013	2012
Loss for the financial year	£ (229,751)	£ (575,860)
Net reduction of shareholders' funds Opening shareholders' funds	(229,751) 169,071	(575,860) 744,931

18 GOING CONCERN

Closing shareholders' funds

The Balance sheet shows net liabilities at 31 March 2013 of £2,410,958 On 22 April 2013 the loans made by SSE and Carbon Trust have been waived

The current shareholder SSE Venture Capital Limited has agreed to support the company for the foreseeable future

(60,680)

169,071