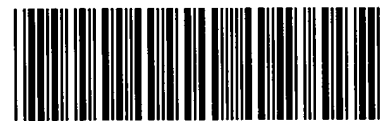


# COMPANIES HOUSE

**1 Green Place Limited**  
**Financial Statements**  
**For the Period Ended**  
**30 November 2014**

**CHAMPION ACCOUNTANTS LLP**  
Chartered Accountants & Statutory Auditor  
1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

THURSDAY



A32      \*A4JIWJP4\*      05/11/2015      #144  
COMPANIES HOUSE

# **1 Green Place Limited**

## **Financial Statements**

**Period from 18 March 2014 to 30 November 2014**

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# **1 Green Place Limited**

## **Officers and Professional Advisers**

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### **The Board of Directors**

A Blomfield  
J A Dodd

### **Registered Office**

1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

### **Auditor**

Champion Accountants LLP  
Chartered Accountants  
& Statutory Auditor  
1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

# **1 Green Place Limited**

## **Strategic Report**

**Period from 18 March 2014 to 30 November 2014**

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The Directors present their strategic report on the Group for the period ended 30 November 2014.

### **REVIEW OF THE BUSINESS**

The company was incorporated on 18 March 2014 with the intention to acquire the share capital of The National EPC Company Limited, a company registered in England and Wales. This was completed on 28 November 2014. The principal activities of the Group are to provide Energy Performance Certificate Assessments, verification services and boiler installations.

### **RESULTS AND PERFORMANCE**

On 28 November 2014 the company invested in the share capital of The National EPC Company Limited. As a Group there was no trade in the period.

### **BUSINESS ENVIRONMENT**

The Energy Company Obligation government scheme continues to be updated with increased onus on customer contributions and deflated scores being introduced.

The positive trend in the UK economy is reflected in the increased demand for the group's major activities despite customers being asked to contribute to costs of installations.

### **STRATEGY**

The group intends to optimise its financial position by maximising return of its major resources specifically the trained labour force and internal IT infrastructure.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The group is exposed to economic, sector, contract and credit risk.

Due to the current economic conditions, the operating environment of the group continues to be changeable.

The group mitigates its sector risk by continuing to execute a wide service offering such as lead generation, Energy Performance Certificate Assessments, verification services and boiler installations.

Operational reviews are regularly undertaken to consider the risks specific to individual contracts. Risks are further mitigated through back-to-back contract agreements.

The group reduces its exposure to credit risk by carrying out credit checks on potential customers and insuring all trade debtors.

Signed on behalf of the directors

A Blomfield

Director

Approved by the directors on 4 November 2015



# **1 Green Place Limited**

## **Directors' Report**

### **Period from 18 March 2014 to 30 November 2014**

---

The directors present their report and the financial statements of the group for the period from 18 March 2014 to 30 November 2014.

#### **RESULTS AND DIVIDENDS**

The profit for the period amounted to £nil. The directors have not recommended a dividend.

#### **DIRECTORS**

The directors who served the company during the period were as follows:

A Blomfield  
J A Dodd  
M J Blomfield

A Blomfield was appointed as a director on 18 March 2014.

J A Dodd was appointed as a director on 18 March 2014.

M J Blomfield was appointed as a director on 18 March 2014.

M J Blomfield resigned as a director on 11 May 2015.

#### **DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Strategic Report, 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 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 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 group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and company's transactions and disclose with reasonable accuracy at any time the financial position of 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 group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# 1 Green Place Limited

## Directors' Report *(continued)*

Period from 18 March 2014 to 30 November 2014

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### AUDITOR

Champion Accountants LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the group's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Registered office:  
1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

Signed on behalf of the directors

A Blomfield

Director



Approved by the directors on 4 November 2015

# **1 Green Place Limited**

## **Independent Auditor's Report to the Members of 1 Green Place Limited**

### **Period from 18 March 2014 to 30 November 2014**

---

We have audited the group and parent company financial statements ("the financial statements") of 1 Green Place Limited for the period from 18 March 2014 to 30 November 2014 which comprise the Group Profit and Loss Account, Group Balance Sheet and Company Balance Sheet, Group Cash Flow Statement and the related notes. 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 explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 annual 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 group's and parent company's affairs as at 30 November 2014 and of the group's result 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.

#### **OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006**

In our opinion the information given in the Strategic Report and Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

# 1 Green Place Limited

## Independent Auditor's Report to the Members of 1 Green Place Limited *(continued)*

**Period from 18 March 2014 to 30 November 2014**

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### **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.

1 Worsley Court  
High Street  
Worsley  
Manchester  
M28 3NJ

4 November 2015

MARK TURNER FCA  
(Senior Statutory Auditor)  
For and on behalf of  
CHAMPION ACCOUNTANTS LLP  
Chartered Accountants  
& Statutory Auditor



# 1 Green Place Limited

## Group Profit and Loss Account

Period from 18 March 2014 to 30 November 2014

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	Note	Period from 18 Mar 14 to 30 Nov 14 £
Group Turnover		—
Profit on Ordinary Activities Before Taxation		—
Tax on profit on ordinary activities		—
Profit for the Financial Period	3	—

All of the activities of the group are classed as continuing.

The group has no recognised gains or losses other than the results for the period as set out above.

The company has taken advantage of section 408 of the Companies Act 2006 not to publish its own Profit and Loss Account.

The notes on pages 12 to 17 form part of these financial statements.

---

# 1 Green Place Limited

## Group Balance Sheet

30 November 2014

	Note	£	30 Nov 14 £
<b>Fixed Assets</b>			
Intangible assets	4		8,225,752
Tangible assets	5		<u>235,226</u>
			8,460,978
<b>Current Assets</b>			
Debtors	7	1,395,148	
Cash at bank and in hand		<u>15,082</u>	
		1,410,230	
<b>Creditors: Amounts Falling due Within One Year</b>	8	<u>(2,064,790)</u>	
<b>Net Current Liabilities</b>			(654,560)
<b>Total Assets Less Current Liabilities</b>			<u>7,806,418</u>
<b>Provisions for Liabilities</b>			
Deferred taxation	9		<u>(36,432)</u>
			<u>7,769,986</u>
<b>Capital and Reserves</b>			
Called-up equity share capital	13		<u>7,769,986</u>
<b>Shareholders' Funds</b>	15		<u>7,769,986</u>

These accounts were approved by the directors and authorised for issue on 4 November 2015, and are signed on their behalf by:

A Blomfield



The notes on pages 12 to 17 form part of these financial statements.

# 1 Green Place Limited

## Company Balance Sheet

30 November 2014

	Note	£	30 Nov 14 £
<b>Fixed Assets</b>			
Investments	6		9,999,998
<b>Current Assets</b>			
Debtors	7	102	
<b>Creditors: Amounts Falling due Within One Year</b>	8	<u>(2,230,114)</u>	
<b>Net Current Liabilities</b>			<u>(2,230,012)</u>
<b>Total Assets Less Current Liabilities</b>			<u>7,769,986</u>
<b>Capital and Reserves</b>			
Called-up equity share capital	13		<u>7,769,986</u>
<b>Shareholders' Funds</b>			<u>7,769,986</u>

These accounts were approved by the directors and authorised for issue on 4 November 2015, and are signed on their behalf by:

A Blomfield



Company Registration Number: 08945449

The notes on pages 12 to 17 form part of these financial statements.

# 1 Green Place Limited

## Group Cash Flow Statement

Period from 18 March 2014 to 30 November 2014

	Period from 18 Mar 14 to 30 Nov 14	
	£	£
<b>Net Cash Inflow from Operating Activities</b>		<b>678,259</b>
<b>Capital Expenditure</b>		
Payments to acquire intangible fixed assets	(8,225,752)	
Payments to acquire tangible fixed assets	(235,226)	
<b>Net Cash Outflow from Capital Expenditure</b>		<b>(8,460,978)</b>
<b>Cash Outflow Before Financing</b>		<b>(7,782,719)</b>
<b>Financing</b>		
Issue of equity share capital	7,769,986	
Increase in bank loans	27,815	
<b>Net Cash Inflow from Financing</b>		<b>7,797,801</b>
<b>Increase in Cash</b>		<b>15,082</b>

### RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	Period from 18 Mar 14 to 30 Nov 14	
	£	
Increase in debtors	(1,395,148)	
Increase in creditors	2,073,407	
Net cash inflow from operating activities		<b>678,259</b>

### RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	30 Nov 14	
	£	£
Increase in cash in the period	15,082	
Net cash (inflow) from bank loans	(27,815)	
		<b>(12,733)</b>
Change in net debt		<b>(12,733)</b>
Net funds at 18 March 2014		—
Net debt at 30 November 2014		<b>(12,733)</b>

The notes on pages 12 to 17 form part of these financial statements.

# **1 Green Place Limited**

## **Group Cash Flow Statement**

**Period from 18 March 2014 to 30 November 2014**

---

### **ANALYSIS OF CHANGES IN NET DEBT**

	At 18 Mar 2014 £	Cash flows £	At 30 Nov 2014 £
Net cash:			
Cash in hand and at bank	—	<u>15,082</u>	<u>15,082</u>
Debt:			
Debt due within 1 year	—	<u>(27,815)</u>	<u>(27,815)</u>
Net debt	—	<u>(12,733)</u>	<u>(12,733)</u>

The notes on pages 12 to 17 form part of these financial statements.

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# 1 Green Place Limited

## Notes to the Financial Statements

Period from 18 March 2014 to 30 November 2014

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### 1. ACCOUNTING POLICIES

#### Basis of accounting

The financial statements have been prepared under the historical cost convention.

#### Basis of consolidation

The consolidated financial statements incorporate the financial statements of the company and all group undertakings. These are adjusted, where appropriate, to conform to group accounting policies. Acquisitions are accounted for under the acquisition method and goodwill on consolidation is capitalised and written off over five years from the year of acquisition. The results of companies acquired or disposed of are included in the group profit and loss account after or up to the date that control passes respectively. As a consolidated group profit and loss account is published, a separate profit and loss account for the parent company is omitted from the group financial statements by virtue of section 408 of the Companies Act 2006.

#### Goodwill

Positive purchased goodwill arising on acquisitions is capitalised, classified as an asset on the Balance Sheet and amortised over its useful economic life. Where a reliable estimate of the useful life of goodwill or intangible assets cannot be made, the life is presumed not to exceed five years. Useful economic lives are reviewed at the end of each reporting period and revised if necessary, subject to the constraint that the revised life shall not exceed five years from the date of acquisition. The carrying amount at the date of revision is depreciated over the revised estimate of remaining useful economic life.

#### Intangible assets

Intangible fixed assets are initially recorded at cost.

#### Fixed assets

All fixed assets are initially recorded at cost.

#### Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax.

Deferred tax assets are recognised only to the extent that the directors consider that it is 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 is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

# 1 Green Place Limited

## Notes to the Financial Statements

### Period from 18 March 2014 to 30 November 2014

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#### 2. PARTICULARS OF EMPLOYEES

The average number of staff employed by the group during the financial period amounted to:

	Period from 18 Mar 14 to 30 Nov 14 No
Number of administrative staff	70
Number of management staff	2
	<u>72</u>

No salaries or wages have been paid to employees, including the directors, during the period.

#### 3. PROFIT ATTRIBUTABLE TO MEMBERS OF THE PARENT COMPANY

The profit dealt with in the financial statements of the parent company was £Nil.

#### 4. INTANGIBLE FIXED ASSETS

Group	Goodwill £	Software development £	Total £
Cost			
Additions	8,152,081	73,671	8,225,752
At 30 November 2014	<u>8,152,081</u>	<u>73,671</u>	<u>8,225,752</u>
Amortisation			
At 18 March 2014 and 30 November 2014	<u>—</u>	<u>—</u>	<u>—</u>
Net Book Value			
At 30 November 2014	<u>8,152,081</u>	<u>73,671</u>	<u>8,225,752</u>

#### 5. TANGIBLE FIXED ASSETS

Group	Fixtures & Fittings £	Equipment £	Total £
Cost			
Additions	18,611	216,615	235,226
At 30 November 2014	<u>18,611</u>	<u>216,615</u>	<u>235,226</u>
Depreciation			
At 18 March 2014 and 30 November 2014	<u>—</u>	<u>—</u>	<u>—</u>
Net Book Value			
At 30 November 2014	<u>18,611</u>	<u>216,615</u>	<u>235,226</u>

# 1 Green Place Limited

## Notes to the Financial Statements

Period from 18 March 2014 to 30 November 2014

### 6. INVESTMENTS

Company	Group companies £
Cost	
Additions	9,999,998
At 30 November 2014	<u>9,999,998</u>
Net Book Value	
At 30 November 2014	<u>9,999,998</u>

The Company holds 100% of the share capital of the following UK registered company:

	Business	Shares held
The National EPC Company Limited	Provision of Energy Performance Certificate Assessments and boiler installation.	150 Ordinary 'A' 50 Ordinary 'B'

On 28 November 2014 the group acquired The National EPC Company Limited for a consideration of £9,999,998 satisfied by cash, deferred cash payment and shares issued. Goodwill arising on the acquisition of The National EPC Company Limited has been capitalised and will be amortised over 5 years. The investment in The National EPC Company Limited has been included in the company's balance sheet at its fair value at the date of acquisition.

Analysis of the acquisition of The National EPC Company Limited:

	Fair value and book value £
Cash at bank	15,082
Intangible fixed assets	73,671
Tangible fixed assets	235,226
Debtors	2,575,160
Creditors	(1,014,790)
Deferred Taxation	(36,432)
Goodwill acquired	<u>8,152,081</u>
	<u>9,999,998</u>
Satisfied by:	
Cash	1,180,114
Deferred consideration	1,050,000
Shares issued in parent company	<u>7,769,884</u>
	<u>9,999,998</u>



# 1 Green Place Limited

## Notes to the Financial Statements

Period from 18 March 2014 to 30 November 2014

### 7. DEBTORS

	Group £	Company £
Trade debtors	186,872	–
Other debtors	31,626	–
Directors current accounts	1,100,439	–
Called up share capital not paid	102	102
Prepayments and accrued income	76,109	–
	<u>1,395,148</u>	<u>102</u>

### 8. CREDITORS: Amounts Falling due Within One Year

	Group £	Company £
Bank loans	27,815	–
Trade creditors	302,072	–
Amounts owed to group undertakings	–	1,180,114
Other creditors including taxation and social security:		
Corporation tax	353,268	–
PAYE and social security	30,712	–
VAT	186,434	–
Other creditors	1,134,819	1,050,000
Accruals and deferred income	29,670	–
	<u>2,064,790</u>	<u>2,230,114</u>

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	Group £	Company £
Debenture loans	79,931	–
Bank Loans	27,815	–
	<u>107,746</u>	<u>–</u>

### 9. DEFERRED TAXATION

The movement in the deferred taxation provision during the period was:

	Group £	Company £
Provision carried forward	<u>36,432</u>	<u>–</u>

The group's provision for deferred taxation consists of the tax effect of timing differences in respect of:

	Provided £	Unprovided £
Excess of taxation allowances over depreciation on fixed assets	<u>36,432</u>	<u>–</u>

# 1 Green Place Limited

## Notes to the Financial Statements

Period from 18 March 2014 to 30 November 2014

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### 10. COMMITMENTS UNDER OPERATING LEASES

At 30 November 2014 the group had annual commitments under non-cancellable operating leases as set out below.

Group	30 Nov 14	
	Land and buildings £	Other items £
Operating leases which expire:		
Within 1 year	14,325	7,722
Within 2 to 5 years	-	17,002
	<u>14,325</u>	<u>24,724</u>

### 11. TRANSACTIONS WITH THE DIRECTORS

At the period end the company owed M J Blomfield £1,050,000 in relation to deferred consideration on the purchase of The National EPC Company Limited.

At the period end A Blomfield and J A Dodd each owed The National EPC Company Limited £550,220. This overdrawn position was cleared after date by a company buyback of shares.

### 12. RELATED PARTY TRANSACTIONS

The company has taken advantage of FRS 8 available to companies producing consolidated group financial statements and chosen not to disclose related party transactions with wholly owned subsidiaries.

### 13. SHARE CAPITAL

#### Allotted and called up:

	No	£
Ordinary shares of £1 each	7,769,884	7,769,884
A Ordinary shares of £1 each	102	102
	<u>7,769,986</u>	<u>7,769,986</u>

The amounts of paid up share capital for the following categories of shares differed from the called up share capital stated above due to unpaid calls and were as follows:

	30 Nov 14 £
Ordinary shares	<u>102</u>

# 1 Green Place Limited

## Notes to the Financial Statements

Period from 18 March 2014 to 30 November 2014

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### 14. RESERVES

<b>Group</b>	<b>Profit and loss account £-</b> <u>          </u>
<b>Company</b>	<b>Profit and loss account £-</b> <u>          </u>

### 15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<b>30 Nov 14 £</b>
New ordinary share capital subscribed	<u><b>7,769,986</b></u>
Net addition to shareholders' funds	<u><b>7,769,986</b></u>
Closing shareholders' funds	<u><u><b>7,769,986</b></u></u>

### 16. CONTROL

The company is under the control of A Blomfield and J Dodd by virtue of both their 50% holding of the share capital.