

**Red Poll Power Limited**

**Unaudited**

**Directors' report and financial statements**

**For the year ended 30 June 2016**



## **Red Poll Power Limited**

### **Company information**

<b>Directors</b>	OCS Services Limited C Carlson (appointed 2 November 2016)
<b>Company secretary</b>	S Ludlow (appointed 16 May 2016)
<b>Registered number</b>	09125717
<b>Registered office</b>	6th Floor 33 Holborn London EC1N 2HT
<b>Chartered Accountants</b>	PricewaterhouseCoopers LLP Chartered Accountants Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
<b>Bankers</b>	Coutts & Co 440 Strand London WC2R 0QS
<b>Solicitors</b>	Shakespeare Martineau LLP No. 1 Colmore Square Birmingham B4 6AA

## **Red Poll Power Limited**

### **Directors' report For the year ended 30 June 2016**

The directors present their report and the unaudited financial statements of the company for the year ended 30 June 2016.

#### **Principal activities**

The company will be the parent company of a group of which the principal activities are that of construction and operation of Reserve Power plants.

#### **Going concern**

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

#### **Directors**

The directors who served during the year and up to the date of signing the financial statements were:

OCS Services Limited

C Carlson (appointed 2 November 2016)

P L Van Der Merwe (appointed 18 February 2016 and resigned 3 October 2016)

E Keelan (resigned 2 November 2016)

#### **Statement of directors' responsibilities**

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 prepared 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 judgements 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.

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.

**Red Poll Power Limited**

**Directors' report  
For the year ended 30 June 2016**

**Small companies' exemption**

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 on *28 April 2017* and signed on its behalf.

A handwritten signature in black ink, appearing to read 'C. Carlson', with a horizontal line extending from the end.

**C Carlson**  
Director

## **Red Poll Power Limited**

### **Chartered Accountants' report to the directors on the preparation of the unaudited statutory financial statements of Red Poll Power Limited for the year ended 30 June 2016.**

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the company's financial statements for the year ended 30 June 2016, as set out on pages 5 to 11 from the company's accounting records and from information and explanations you have given us.

As a member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at [icaew.com/regulations](http://icaew.com/regulations).

This report is made solely to the company's board of directors, as a body, in accordance with the terms of our engagement letter dated 12 February 2016. Our work has been undertaken solely to prepare for your approval the company's financial statements and state those matters that we have agreed to state to the company's board of directors, as a body, in this report in accordance with Audit and Assurance Faculty Technical Release 2/10 (AAF 02/10) as detailed at [icaew.com/compilation](http://icaew.com/compilation). To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its board of directors as a body for our work or for this report.

It is your duty to ensure that the company has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of the company. You consider that the company is exempt from the statutory audit requirement for the year ended 30 June 2016.

We have not been instructed to carry out an audit or a review of the company's financial statements. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

## **PricewaterhouseCoopers LLP**

Chartered Accountants  
Central Square South  
Orchard Street  
Newcastle upon Tyne  
NE1 3AZ

Date:

**Red Poll Power Limited**

**Chartered Accountants' report to the directors on the preparation of the unaudited statutory financial statements of Red Poll Power Limited for the year ended 30 June 2016.**

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*PricewaterhouseCoopers LLP*

**PricewaterhouseCoopers LLP**

Chartered Accountants  
Central Square South  
Orchard Street  
Newcastle upon Tyne  
NE1 3AZ

Date: 28 April 2017

**Red Poll Power Limited**

**Profit and loss account  
For the year ended 30 June 2016**

	<b>Note</b>	<b>Year ended 30 June 2016 £</b>	<b>Period ended 30 June 2015 £</b>
Administrative expenses		<u>(237,227)</u>	<u>(16,733)</u>
<b>Operating loss</b>	<b>2</b>	<b>(237,227)</b>	<b>(16,733)</b>
Interest receivable and similar income		<b>134,797</b>	-
Interest payable and similar charges		<u>(447)</u>	<u>(90)</u>
<b>Loss on ordinary activities before taxation</b>		<b>(102,877)</b>	<b>(16,823)</b>
Tax on loss on ordinary activities	<b>3</b>	<u>-</u>	<u>-</u>
<b>Loss for the financial year/period</b>	<b>8</b>	<b><u>(102,877)</u></b>	<b><u>(16,823)</u></b>

All amounts above relate to continuing operations.

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

There are no material differences between the loss on ordinary activities before taxation and the loss for the financial year/period stated above and their historical cost equivalents.

The notes on pages 7 to 11 form part of these financial statements.

**Red Poll Power Limited**  
**Registered number: 09125717**

**Balance sheet**  
**As at 30 June 2016**

	Note	£	2016 £	2015 £
<b>Fixed assets</b>				
Investments	4		1	-
<b>Current assets</b>				
Debtors: amounts falling due after more than one year	5	4,744,536	-	
Debtors: amounts falling due within one year	5	173,028	405	
Cash at bank and in hand		33,159	279,353	
		<u>4,950,723</u>	<u>279,758</u>	
<b>Creditors: amounts falling due within one year</b>	6	<u>(70,424)</u>	<u>(2,430)</u>	
<b>Net current assets</b>			<u>4,880,299</u>	<u>277,328</u>
<b>Total assets less current liabilities</b>			<u><u>4,880,300</u></u>	<u><u>277,328</u></u>
<b>Capital and reserves</b>				
Called up share capital	7	50,000		2,942
Share premium account	8	4,950,000		291,209
Profit and loss account	8	(119,700)		(16,823)
<b>Total shareholders' funds</b>	9		<u><u>4,880,300</u></u>	<u><u>277,328</u></u>

The directors consider that the company is entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006 ("the Act") and members have not required the company to obtain an audit for the year in question in accordance with section 476 of the Act.

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company as at 30 June 2016 and of its loss for the year in accordance with the requirements of sections 394 and 395 of the Act and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the special 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 on

28 April 2017



**C Carlson**  
Director

The notes on pages 7 to 11 form part of these financial statements.



## **Red Poll Power Limited**

### **Notes to the financial statements For the year ended 30 June 2016**

#### **1. Accounting policies**

##### **1.1 Basis of preparation of financial statements**

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015) and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

##### **1.2 Going concern**

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for twelve months from the date of approving these financial statements, which indicate the business can continue to trade for at least twelve months.

##### **1.3 Investments**

Investments held as fixed assets are shown at cost less provision for impairment.

##### **1.4 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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, 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 is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

##### **1.5 Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of the financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

##### **1.6 Debtors**

Debtors are stated after all known bad debts have been written off and specific provision has been made against all debts considered doubtful of collection.

## Red Poll Power Limited

### Notes to the financial statements For the year ended 30 June 2016

#### 2. Operating loss

During the year/period, no director received any emoluments (2015 - £nil).

#### 3. Tax on loss on ordinary activities

	Year ended 30 June 2016 £	Period ended 30 June 2015 £
UK corporation tax charge on loss for the year/period	-	-

The company has no tax liability for the period and there are tax losses of £nil (2015 - £90) available to carry forward. The company has not recognised a deferred tax asset in respect of losses available to carry forward due to there being insufficient certainty regarding its recovery.

#### 4. Investments

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 July 2015	-
Additions	1
At 30 June 2016	1
<b>Net book value</b>	
At 30 June 2016	1
At 30 June 2015	-

##### Subsidiary undertakings:

The company owns 90% of the ordinary share capital of Wharf Power Limited, a company registered in England and Wales.

# Red Poll Power Limited

## Notes to the financial statements For the year ended 30 June 2016

### 5. Debtors

	2016 £	2015 £
<b>Due after more than one year</b>		
Amounts owed by group undertakings	<b>4,744,536</b>	-

Included within amounts owed by group undertakings after more than one year is an unsecured loan with a period end balance totalling £4,744,536 (2015 - £nil). The loan bears interest at 8.5% (2015 - 8.5%).

	2016 £	2015 £
<b>Due within one year</b>		
Amounts owed by group undertakings	<b>30,750</b>	-
Prepayments and accrued income	<b>134,797</b>	-
VAT recoverable	<b>7,481</b>	405
	<b>173,028</b>	405

Included within prepayments and accrued income is accrued interest on the unsecured loan of £134,797.

### 6. Creditors: Amounts falling due within one year

	2016 £	2015 £
Trade creditors	<b>97</b>	2,430
Other creditors	<b>70,327</b>	-
	<b>70,424</b>	2,430

### 7. Called up share capital

	2016 £	2015 £
<b>Allotted and fully paid</b>		
5,000,001 (2015 - 294,152) Ordinary shares of £0.01 each	<b>50,000</b>	2,942

During the period ended 30 June 2016, 4,705,849 shares were issued at a cash premium of £0.99 per share. The nominal value of these shares was £0.01 and the consideration received was £4,705,849 after deducting expenses of £nil. 1 share was issued for a nominal value of £0.01.

## Red Poll Power Limited

### Notes to the financial statements For the year ended 30 June 2016

#### 8. Reserves

	Share premium account £	Profit and loss account £
At 1 July 2015	291,209	(16,823)
Loss for the financial year	-	(102,877)
Premium on shares issued during the year	4,658,791	-
	<u>4,950,000</u>	<u>(119,700)</u>
At 30 June 2016		

#### 9. Reconciliation of movements in shareholders' funds

	2016 £	2015 £
Opening shareholders' funds	277,328	-
Loss for the financial year/period	(102,877)	(16,823)
Shares issued during the year/period	47,058	2,942
Premium on shares issued during the year/period	4,658,791	291,209
	<u>4,880,300</u>	<u>277,328</u>
Closing shareholders' funds		

#### 10. Related party transactions

##### Octopus Investments Nominees Limited

During the year, a further 2,255,849 shares were issued for a consideration of £1.00 each. The shares were financed from EIS investors in tranches OEIS19 and OEIS H.

##### Octopus Apollo VCT plc

During the year 2,450,000 shares were issued for a consideration of £1.00 each to Octopus Apollo VCT plc.

##### Octopus Investments Limited

Octopus Investments Limited, a related party due to its significant influence over the company, charged arrangement fees totalling £235,292 (5% of equity EIS and VCT invested of £5,000,000) (2015 - £14,708 (5% of equity EIS invested of £294,151)). At the year/period end no amount was outstanding (2015 - £nil).

##### Wharf Power Limited

On 29 February 2016, Wharf Power Limited acquired Red Poll Power Limited Limited by purchasing 90 ordinary shares from Welsh Power Limited for a total consideration of £0.01. On this date a facility agreement was executed whereby Red Poll Power Limited provided Wharf Power Limited with a shareholder loan of £4,750,000 (less various fees) to finance the construction of a reserve power plant at an interest rate of 8.5% per annum. At the period end, a balance of £4,744,536 (2015 - £nil) was outstanding and is included within debtors and accrued interest of £134,797 was outstanding (2015 - £nil) and also included within debtors.

**Red Poll Power Limited**

**Notes to the financial statements  
For the year ended 30 June 2016**

**11. Ultimate controlling party**

Octopus Investments Nominees Limited is the legal owner of the company's shares. The directors do not consider the company to have an ultimate controlling party or parent company, by the nature of Octopus Investments Nominees Limited's holding of the shares on behalf of numerous beneficial owners. The results of the company are not consolidated within any other company.