

Registered number: 09125717

**Red Poll Power Limited**

**Directors' report and financial statements  
for the year ended 30 June 2019**



# **Red Poll Power Limited**

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## **Red Poll Power Limited**

### **Company information**

<b>Directors</b>	Dr M J Bullard OCS Services Limited
<b>Company secretary</b>	Octopus Company Secretarial Services Limited
<b>Registered number</b>	09125717
<b>Registered office</b>	6th Floor 33 Holborn London EC1N 2HT
<b>Independent auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ

# **Red Poll Power Limited**

## **Directors' report for the year ended 30 June 2019**

The directors present their report and the audited financial statements of the company for the year ended 30 June 2019.

### **Principal activities**

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

### **Going concern**

The company holds an investment in Wharf Power Limited. As part of the Wharf Power Limited's ongoing review of going concern by its Directors, they have reviewed its position in detail, including the impact of the recent outbreak of COVID-19 on its performance and cash flows. The Directors of Wharf Power Limited have prepared cash flow forecasts, taking into account data available for the wider energy market.

Wharf Power Limited is funded by external debt facilities which include financial performance based covenants. The forecasts show that whilst covenants are expected to be met in the twelve months from signing these accounts, there is limited headroom on the covenants. The Directors of Wharf Power Limited have not been able to obtain Reserve Power specific forecasts for Covid-19 and therefore sensitivity analysis using Reserve Power specific forecasts for Covid-19 has not been performed. If due to a period of significantly reduced demand for energy or significantly reduced energy prices actual results are lower than forecasts, this could result in a covenant breach. Based on previous experience Wharf Power Limited's Directors have a reasonable expectation that any covenant breaches will be waived by its lender.

A period of significantly reduced demand for energy or significantly reduced energy prices could also have an adverse impact on the Wharf Power Limited's cash position and its ability to meet its obligations as they fall due. Greater visibility on demand and price is not expected until the end of the second quarter of 2020. Wharf Power Limited's loan arrangement includes terms where interest payments, if required, can be deferred to the lender. However based on severe downside cash flow projections, the company may require additional financial support in early 2021. If required, the Directors of Wharf Power Limited expect its third party lender to provide financial support to the company, for it to be able to continue as a going concern and they consider that they have sufficient time to conclude negotiations with the lender to be able to secure their support. The Directors of Wharf Power Limited therefore believe that they can manage future cash payments to allow Wharf Power Limited to continue to meet its obligations as they fall due for at least the next twelve months.

No written confirmation, confirming the lender's intention to waive covenant breaches or to provide financial support to the company, has been received by the Directors of Wharf Power Limited as at the date of signing these accounts. Therefore whilst Wharf Power Limited's Directors believe that any covenant breaches would be waived, and, if required, the lender will provide financial support to Wharf Power Limited, there can be no assurance that that they will be able to do so on terms acceptable to Wharf Power Limited, on a timely basis or at all. As a result of which the amounts due to the lender may be payable within one year by Wharf Power Limited and it may not be able to to continue to meet its obligations as they fall due. This could impact Wharf Power Limited's ability to continue as a going concern and indicates the existence of a material uncertainty which may cast significant doubt on Wharf Power Limited's ability to continue as a going concern. Given the significant investment held in Wharf Power Limited by the company, this could impact the company's ability to continue as a going concern and indicates the existence of a material uncertainty which may cast significant doubt on 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.

### **Directors**

The directors who served during the year and up to the date of signing the financial statements, unless otherwise indicated, are given below:

Dr M J Bullard (appointed 6 August 2018)

C H Carlson (resigned 6 August 2018)

OCS Services Limited

## **Red Poll Power Limited**

### **Directors' report for the year ended 30 June 2019**

#### **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, comprising FRS 102 "The Financial Reporting

Standard applicable in the UK and Republic of Ireland" Section 1A, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 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.

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.

#### **Prior year restatement**

As at 1 July 2017, which is the beginning of the earliest prior period presented, the amounts for Debtors: amounts falling due after one year was understated by £538,121 and the amount for Debtors: amounts falling due within one year, was overstated by £538,121. The prior year figure as at 30 June 2018 for Prepayments and accrued income, relating to accrued interest on unsecured loan amounts owed by group undertakings, of £941,368 has been reclassified to Amounts owed by group undertakings within Debtors: amounts falling due after one year. These amounts are repayable at the final repayment date, which is after more than 12 months and were classified incorrectly in prior years. This restatement has reduced the Debtors: amounts falling due within one year balance by £941,368 to £299 and increased the Debtors: amounts falling due after one year balance by £941,368 to £5,685,904. There is no impact of this restatement on profit or loss or equity.

#### **Statement of disclosure of information to auditors**

Each of the persons who are directors at the time of approval of this report has confirmed that:

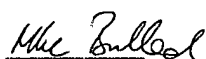
- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **Small company exemption**

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

The directors have also taken advantage of the small company exemptions provided by section 414B of the Companies Act 2006 and have not prepared a strategic report.

This report was approved by the board on **25 June** 2020 and signed on its behalf.



**Dr M J Bullard**  
**Director**

# **Red Poll Power Limited**

## **Independent auditors' report to the members of Red Poll Power Limited**

### **Report on the audit of the financial statements**

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#### **Opinion**

In our opinion, Red Poll Power Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Directors' report and financial statements (the "Annual Report"), which comprise: the Balance sheet as at 30 June 2019 and the Statement of income and retained earnings for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### **Independence**

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### **Material uncertainty related to 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 2.4 to the financial statements concerning the company's ability to continue as a going concern. The company holds a significant investment in Wharf Power Limited. A severe but plausible downside involving a period of significantly reduced demand for energy or significantly reduced energy prices could result in Wharf Power Limited breaching its debt covenants and have an adverse impact on cashflows and its being able to meet its obligations as they fall due. Wharf Power's Directors believe that any covenant breaches would be waived and, if required, Wharf Power's lender will provide financial support to Wharf Power for it to be able to meet its obligations. However no written confirmation is available at the date of signing the accounts for either of these from Wharf Power's lender and there can be no assurance that Wharf Power will be able to do so on terms acceptable to it, on a timely basis or at all. These conditions, along with the other matters explained in note 2.4 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.

## **Red Poll Power Limited**

### **Independent auditors' report to the members of Red Poll Power Limited**

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#### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

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#### **Directors' report**

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' report for the year ended 30 June 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' report.

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#### **Responsibilities for the financial statements and the audit**

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##### **Responsibilities of the directors for the financial statements**

As explained more fully in the Statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Red Poll Power Limited

### Independent auditors' report to the members of Red Poll Power Limited

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#### Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

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#### Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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#### Other required reporting

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##### Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

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#### Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; take advantage of the small companies exemption in preparing the Directors' report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Craig Willis (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
Date: 25 June 2020



## Red Poll Power Limited

### Statement of income and retained earnings for the year ended 30 June 2019

	2019 £	2018 £
Administrative expenses	(2,857)	(2,333)
<b>Operating loss</b>	<u>(2,857)</u>	<u>(2,333)</u>
Impairment charges	(3,981,906)	-
Interest receivable and similar income	403,286	403,247
Interest payable and similar charges	(456)	(433)
<b>(Loss)/profit on ordinary activities before taxation</b>	<u>(3,581,933)</u>	<u>400,481</u>
Tax on (loss)/profit on ordinary activities	-	-
<b>(Loss)/profit for the financial year</b>	<u><u>(3,581,933)</u></u>	<u><u>400,481</u></u>
Retained earnings at the beginning of the year	678,670	278,189
(Loss)/profit for the financial year	(3,581,933)	400,481
<b>(Accumulated losses)/retained earnings at the end of the year</b>	<u><u>(2,903,263)</u></u>	<u><u>678,670</u></u>

All amounts above relate to continuing operations.

The company has no items of other comprehensive income for the current or preceding financial year. Therefore no separate statement of other comprehensive income has been presented.

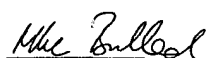
The notes on pages 9 to 16 form part of these financial statements.

**Balance sheet**  
**as at 30 June 2019**

	Note	2019 £	2019 £	As restated 2018 £	As restated 2018 £
<b>Fixed assets</b>					
Investments	5		1		1
<b>Current assets</b>					
Debtors: amounts falling due after more than one year	6	2,096,739		5,685,904	
Debtors: amounts falling due within one year	6	-		299	
Cash at bank and in hand		-		607	
		<u>2,096,739</u>		<u>5,686,810</u>	
Creditors: amounts falling due within one year	7	<u>(3)</u>		<u>(8,141)</u>	
<b>Net current assets</b>			2,096,736		5,678,669
<b>Net assets</b>			<u>2,096,737</u>		<u>5,678,670</u>
<b>Capital and Reserves</b>					
Called up share capital	8		50,000		50,000
Share premium account			4,950,000		4,950,000
(Accumulated losses)/retained earnings			(2,903,263)		678,670
<b>Total shareholders' funds</b>			<u>2,096,737</u>		<u>5,678,670</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 provisions of Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" as amended by Section 1A "Small Entities".

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 25 June 2020.



**Dr M J Bullard**  
**Director**

The notes on pages 9 to 16 form part of these financial statements.

# **Red Poll Power Limited**

## **Notes to the financial statements for the year ended 30 June 2019**

### **1. General information**

Red Poll Power Limited is a private company, limited by shares, incorporated in and domiciled in England, the United Kingdom, registered number 09125717. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT.

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

### **2. Accounting policies**

#### **2.1 Basis of preparation of financial statements**

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

*The areas involving a higher degree of judgement complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.*

The following principal accounting policies have been applied:

#### **2.2 Exemptions for qualifying under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the company's shareholders.

The company has taken advantage of the following exemptions:

- from preparing a statement of cash flows, required under Section 7 of FRS 102 and para 3.17(d), on the basis that it is a small company;
- from disclosing the company's key management personnel compensation as required by FRS 102 para 33.7; and
- from disclosing related party transactions that are wholly owned within the same group.

#### **2.3 Consolidation**

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group financial statements. These financial statements therefore present information about the company as an individual undertaking and not about its group.

## **Red Poll Power Limited**

### **Notes to the financial statements for the year ended 30 June 2019**

#### **2. Accounting policies (continued)**

##### **2.4 Going concern**

The company holds an investment in Wharf Power Limited. As part of the Wharf Power Limited's ongoing review of going concern by its Directors, they have reviewed its position in detail, including the impact of the recent outbreak of COVID-19 on its performance and cash flows. The Directors of Wharf Power Limited have prepared cash flow forecasts, taking into account data available for the wider energy market.

Wharf Power Limited is funded by external debt facilities which include financial performance based covenants. The forecasts show that whilst covenants are expected to be met in the twelve months from signing these accounts, there is limited headroom on the covenants. The Directors of Wharf Power Limited have not been able to obtain Reserve Power specific forecasts for Covid-19 and therefore sensitivity analysis using Reserve Power specific forecasts for Covid-19 has not been performed. If due to a period of significantly reduced demand for energy or significantly reduced energy prices actual results are lower than forecasts, this could result in a covenant breach. Based on previous experience Wharf Power Limited's Directors have a reasonable expectation that any covenant breaches will be waived by its lender.

A period of significantly reduced demand for energy or significantly reduced energy prices could also have an adverse impact on the Wharf Power Limited's cash position and its ability to meet its obligations as they fall due. Greater visibility on demand and price is not expected until the end of the second quarter of 2020. Wharf Power Limited's loan arrangement includes terms where interest payments, if required, can be deferred to the lender. However based on severe downside cash flow projections, the company may require additional financial support in early 2021. If required, the Directors of Wharf Power Limited expect its third party lender to provide financial support to the company, for it to be able to continue as a going concern and they consider that they have sufficient time to conclude negotiations with the lender to be able to secure their support. The Directors of Wharf Power Limited therefore believe that they can manage future cash payments to allow Wharf Power Limited to continue to meet its obligations as they fall due for at least the next twelve months.

No written confirmation, confirming the lender's intention to waive covenant breaches or to provide financial support to the company, has been received by the Directors of Wharf Power Limited as at the date of signing these accounts. Therefore whilst Wharf Power Limited's Directors believe that any covenant breaches would be waived, and, if required, the lender will provide financial support to Wharf Power Limited, there can be no assurance that that they will be able to do so on terms acceptable to Wharf Power Limited, on a timely basis or at all. As a result of which the amounts due to the lender may be payable within one year by Wharf Power Limited and it may not be able to to continue to meet its obligations as they fall due. This could impact Wharf Power Limited's ability to continue as a going concern and indicates the existence of a material uncertainty which may cast significant doubt on Wharf Power Limited's ability to continue as a going concern. Given the significant investment held in Wharf Power Limited by the company, this could impact the company's ability to continue as a going concern and indicates the existence of a material uncertainty which may cast significant doubt on 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.

## **Red Poll Power Limited**

### **Notes to the financial statements for the year ended 30 June 2019**

#### **2. Accounting policies (continued)**

##### **2.5 Interest income**

Interest income is recognised using the effective interest rate method.

##### **2.6 Investments**

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

##### **2.7 Impairment of non-financial assets**

At each reporting date non-financial assets not carried at fair value are assessed to determine whether there is an indication that the asset (or asset's cash generating unit) may be impaired. If there is such an indication the recoverable amount of the asset (or asset's cash generating unit) is compared to the carrying amount of the asset (or asset's cash generating unit).

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the statement of income and retained earnings, unless the asset has been revalued when the amount is recognised in other comprehensive income to the extent of any previously recognised revaluation. Thereafter any excess is recognised in the statement of income and retained earnings.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the statement of income and retained earnings.

##### **2.8 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### **2.9 Taxation**

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of income and retained earnings, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

## Red Poll Power Limited

### Notes to the financial statements for the year ended 30 June 2019

#### 2. Accounting policies (continued)

##### 2.9 Taxation (continued)

comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

###### (i) *Current tax*

Current tax is the amount of income tax payable in respect of the taxable profit for the period or prior periods. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

###### (ii) *Deferred tax*

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised on all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

##### 2.10 Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the statement of income and retained earnings.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the statement of income and retained earnings.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

## **Red Poll Power Limited**

### **Notes to the financial statements for the year ended 30 June 2019**

#### **2. Accounting policies (continued)**

##### **2.11 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 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 on the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the statement of income and retained earnings.

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

##### **2.12 Related party transactions**

The company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

##### **2.13 Prior year restatement**

As at 1 July 2017, which is the beginning of the earliest prior period presented, the amounts for Debtors: amounts falling due after one year was understated by £538,121 and the amount for Debtors: amounts falling due within one year, was overstated by £538,121. The prior year figure as at 30 June 2018 for Prepayments and accrued income, relating to accrued interest on unsecured loan amounts owed by group undertakings, of £941,368 has been reclassified to Amounts owed by group undertakings within Debtors: amounts falling due after one year. These amounts are repayable at the final repayment date, which is after more than 12 months and were classified incorrectly in prior years. This restatement has reduced the Debtors: amounts falling due within one year balance by £941,368 to £299 and increased the Debtors: amounts falling due after one year balance by £941,368 to £5,685,904. There is no impact of this restatement on profit or loss or equity.

## Red Poll Power Limited

### Notes to the financial statements for the year ended 30 June 2019

#### 3. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

##### (a) Critical judgements in applying the entity's accounting policies

The company has not made any critical judgements in applying the entity's accounting policies.

##### (b) Critical accounting estimates and assumptions

###### *(i) Impairment of intercompany loan receivables*

The company makes an estimate of the recoverable value of amounts owed by group undertakings.

The recoverable amount of the asset (or asset's cash generating unit) is the higher of the fair value less costs to sell and value in use. Value in use is defined as the present value of the future cash flows before interest and tax obtainable as a result of the asset's (or asset's cash generating unit) continued use. These cash flows are discounted using a pre-tax discount rate that represents the current market risk-free rate and the risks inherent in the asset.

If the recoverable amount of the asset (or asset's cash generating unit) is estimated to be lower than the carrying amount, the carrying amount is reduced to its recoverable amount. An impairment loss is recognised in the statement of income and retained earnings.

If an impairment loss is subsequently reversed, the carrying amount of the asset (or asset's cash generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the revised carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised in prior periods. A reversal of an impairment loss is recognised in the statement of income and retained earnings.

See note 6 for the net carrying amount of the debtors and associated impairment provision.

The recoverable amounts have been determined based on value-in-use calculations. These calculations require the use of key assumptions such as forecasts of future energy prices, demand, discount rates and long term growth rates. An impairment charge of £3,981,906 arose during the course of the 2019 year, resulting in the carrying amount of the CGU being written down to its recoverable amount of £762,630.

#### 4. Employees and directors' remuneration

The company has no employees other than the directors, who did not receive or waive any remuneration (2018: £nil).



## Red Poll Power Limited

### Notes to the financial statements for the year ended 30 June 2019

#### 5. Investments

	Investments in subsidiary companies £
<b>Cost</b>	
At 1 July 2018 and 30 June 2019	<u>1</u>
<b>Net book value</b>	
At 30 June 2019	<u>1</u>
At 30 June 2018	<u>1</u>

#### *Subsidiary undertakings*

The company owns 100% of the ordinary share capital of Wharf Power Limited a company registered in England and Wales. The registered office of Wharf Power Limited is 6th Floor, 33 Holborn, London, EC1N 2HT.

#### 6. Debtors

	2019 £	As restated 2018 £
<b>Amounts falling due after more than one year</b>		
Amounts owed by group undertakings	762,630	4,744,536
Prepayments and accrued income	1,334,109	941,368
	<u>2,096,739</u>	<u>5,685,904</u>
<b>Amounts falling due within one year</b>		
Other debtors	<u>-</u>	<u>299</u>

Included within amounts owed by group undertakings falling due after more than one year are unsecured loans with year end balances totalling £762,630 (2018: £4,744,536). The loans bear interest at 8.5% (2018: 8.5%) and are repayable after more than five years.

Amounts owed by group undertakings are stated after provisions for doubtful debts of £3,981,906 (2018: £nil).

Included within prepayments and accrued income falling due after more than one year are amounts of £1,334,109 (2018: £941,368) relating to accrued interest on the unsecured loan.

# Red Poll Power Limited

## Notes to the financial statements for the year ended 30 June 2019

### 7. Creditors: amounts falling due within one year

	2019 £	2018 £
Bank loans and overdrafts	2	-
Trade creditors	-	97
Amounts owed to group undertakings	-	6,650
Other creditors	1	1
Accruals and deferred income	-	1,393
	<u>3</u>	<u>8,141</u>

Included within bank loans and overdrafts is an amount of £2 (2018: £nil) which is secured by a fixed and floating charge over the assets of the company.

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

### 8. Called up share capital

	2019 £	2018 £
<b>Allotted, called up and fully paid</b>		
5,000,001 (2018: 5,000,001) Ordinary shares of £0.01	<u>50,000</u>	<u>50,000</u>

### 9. Related party transactions

The company has identified the following transactions which are to be disclosed under the terms of FRS 102 "Related party transactions".

#### Wharf Power Limited

The company has provided a shareholder loan to Wharf Power Limited, the company's subsidiary. During the year the company received interest of £403,286 (2018: £403,247). At the year end, a balance of £2,107,284 (2018: £5,685,904), was outstanding and included within debtors.

### 10. Events after the end of the reporting date

In early 2020, the existence of a new coronavirus, now known as COVID-19, was confirmed and since this time COVID-19 has spread across the United Kingdom and a significant number of other countries. COVID-19 has caused disruption to businesses and economic activity. The Directors consider the emergence and spread of COVID-19 to be a non-adjusting post balance sheet event. The Directors do not believe that there will be an impairment of assets required if economy returns to normal in the foreseeable future. If economy does not return to normal, there may be a need for impairment of assets which will continue to be assessed.

As part of the company's ongoing review of going concern, the directors have reviewed the company's position in detail, including the impact of the recent outbreak of COVID-19 on the company's performance and as explained in note 2.4, this could impact the Company's ability to continue as a going concern and indicates the existence of a material uncertainty which may cast significant doubt on 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.

### 11. Ultimate parent undertaking and controlling party

At the year end the company's immediate parent undertaking was Octopus Investments Nominees Limited. The directors do not consider the company to have an ultimate controlling party or ultimate parent company, by virtue of a split holding in its shares. The results of the company are not consolidated within any other company.