Directors' report and

Audited financial statements for the year ended 31 December 2016

29/09/2017 COMPANIES HOUSE

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Company information For The Year Ended 31 December 2016

Directors:

P G Raftery C D K Reid

Registered office: 2nd Floor Edgeborough House

Upper Edgeborough Road

Guildford Surrey GU1 2BJ

Registered number: 08578829 (England and Wales)

Independent auditors: BDO LLP

55 Baker Street

London W1U 7EU

Bankers: HSBC

3 Rivergate Temple Quay

Bristol BS1 6ER

Directors' report

For The Year Ended 31 December 2016

The directors present their report with the financial statements of the Company for the year ended 31 December 2016.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

Further information on the basis of preparation of these financial statements and the going concern assumption can be found in note 2.

Principal activity

The principal activity of the Company in the year under review was the operation of the 21MW solar farm in Oxfordshire and this is expected to continue to be the principal activity of the Company.

Dividends

The loss during the year ended 31 December 2016 was £25,447 (31 December 2015: £837,516).

The directors do not recommend the payment of a dividend (31 December 2015: £nil).

Directors

The directors shown below have held office during the whole of the period from 1 January 2016 to the date of this report.

P G Raftery C D K Reid

Risks and uncertainties

The Company is exposed to fluctuations in UK power prices. The company seeks to manage the volatility in power prices by fixing prices at least six months in advance whenever possible.

Directors' indemnities

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the period and remain in force at the date of this report.

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 Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Directors' report For The Year Ended 31 December 2016

Auditors

The auditors, BDO LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting.

On behalf of the board:

C D K Reid - Director

27 September 2017

Statement of directors' responsibilities For The Year Ended 31 December 2016

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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;
- 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 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.

Independent auditors' report to the members of Chalgrove Solar Limited

We have audited the financial statements of Chalgrove Solar Limited for the year ended 31 December 2016 which comprise the Income Statement, the Statement of Other Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes on pages 11 to 21. 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 Auditors' 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 auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/apb/scope/private.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2016 and of its 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, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Independent auditors' report to the members of Chalgrove Solar Limited

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained during the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime and to the exemption from the requirement to prepare a strategic report.

Marc Reinecke (Senior Statutory Auditor) for and on behalf of BDO LLP

London

Date: 28 - 9 - 2017

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Income statement For The Year Ended 31 December 2016

	Notes	Year ended 31/12/16 £	Period 1/7/15 to 31/12/15 £
Turnover	3	1,867,718	830,324
Cost of sales		(1,263,376)	(459,115)
Gross profit		604,342	371,209
Administrative expenses		<u>56,585</u>	(438,472)
Operating profit/(loss)	4	660,927	(67,263)
Interest receivable and similar income Other finance income	r	16 <u>45,501</u> 706,444	5 ————————————————————————————————————
Interest payable and similar expenses		(980,349)	(770,258)
Loss before taxation		(273,905)	(837,516)
Tax on loss		248,458	-
Loss for the financial year		<u>(25,447)</u>	(837,516)

Statement of other comprehensive income For The Year Ended 31 December 2016

Notes	Year ended 31/12/16 £	Period 1/7/15 to 31/12/15 £
Loss for the year	(25,447)	(837,516)
Other comprehensive income	<u> </u>	
Total comprehensive loss for the year	<u>(25,447)</u>	<u>(837,516</u>)

Chalgrove Solar Limited (Registered number: 08578829)

Balance sheet 31 December 2016

	Notes	31/12/16 £	31/12/15 £
Fixed assets Tangible assets	5	19,205,618	19,768,851
Current assets Debtors Cash at bank	6	966,800 724,054	436,840 1,299,507
Creditors		1,690,854	1,736,347
Amounts falling due within o	ne year 7	(<u>21,713,574</u>)	(22,505,032)
Net current liabilities		(20,022,720)	(20,768,685)
Total assets less current li	abilities	(817,102)	(999,834)
Provisions for liabilities		(306,457)	(98,278)
Net liabilities		<u>(1,123,559</u>)	(1,098,112)
Capital and reserves			
Called up share capital Retained earnings		2 <u>(1,123,561</u>)	2 <u>(1,098,114</u>)
		<u>(1,123,559</u>)	<u>(1,098,112</u>)

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 27 September 2017 and were signed on its behalf by:

C D K Reid - Director

Statement of changes in equity For The Year Ended 31 December 2016

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 July 2015	2	(260,598)	(260,596)
Changes in equity Total comprehensive loss		(837,516)	(837,516)
Balance at 31 December 2015	2	(1,098,114)	(1,098,112)
Changes in equity Total comprehensive loss		(25,447)	(25,447)
Balance at 31 December 2016	2	<u>(1,123,561</u>)	<u>(1,123,559</u>)

Notes to the financial statements For The Year Ended 31 December 2016

1. General information

Chalgrove Solar Limited is a company incorporated in the United Kingdom, England and Wales, under the Companies Act 2006. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Directors' report on page 2.

2. Accounting policies

Basis of preparing the financial statements

The financial statements have been prepared in accordance with the applicable United Kingdom accounting standards, including Financial Reporting Standard 102 section 1A small entities - 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements apply the July 2015 amendments to FRS 102. The particular accounting policies adopted are described below and have been applied consistently throughout the current financial period. The prior financial period was prepared under Financial Reporting Standard 102 without taking the section 1A exemption for small companies.

Section 1A for small companies has been applied on the basis that the entity meets the criteria set out within the Companies Act. The directors believe the entity is part of an eligible group on the basis that the ultimate controlling party is not listed on any market.

The Company has taken advantage of the exemptions available to small entities under section 1A in relation to presentation of a cash flow statement and disclosures of net finance charge, current taxation, financial instruments, share capital and reserves.

The financial statements are prepared under the historical cost convention, except for the modification to a fair value basis for certain financial instruments as specified in the accounting polices below.

Notes to the financial statements - continued For The Year Ended 31 December 2016

Going concern

The financial statements have been prepared on the basis the Company is a going concern, notwithstanding net liabilities of £1,321,158 which the directors consider appropriate.

The directors have separately reviewed integrated forecasts for the Company, for the foreseeable future, which indicate that the Company will be able to meet its cash flow demands and liabilities as they fall due from cash flows from operations and existing working capital.

The directors have written confirmation that RI Income UK Holdings Limited, a fellow group company, intends to continue to financially support the Company during the 12 months following the date the financial statements are signed.

Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements have had the most significant effect on amounts recognised in the financial statements.

Deferred taxation

Deferred tax assets are only recognised when management deem that it is highly probable that there will be sufficient taxable profits in future periods which can utilise the deferred tax asset.

Operating lease commitments

The classification of leases as operating or finance leases requires the Company to determine, based on evaluation of the terms and conditions of the arrangements, whether it acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires recognition on the balance sheet.

Decommissioning provision

Liabilities for decommissioning costs are recognised when the Company has an obligation to dismantle and remove the Solar PV equipment and to restore the land on which it is located. The amount recognised is the estimated present value of expenditure determined in accordance with local conditions and requirements.

Notes to the financial statements - continued For The Year Ended 31 December 2016

2. Accounting policies - continued

Turnover

Turnover represents the value of power generated during the year, excluding value added tax, in the UK.

Turnover recognition

Turnover is recognised when the significant risks and rewards are considered to have transferred to the buyer and is recorded at the fair value of the consideration received or receivable. The following specific recognition criteria must also be met before turnover is recognised:

a) Generation and embedded benefits turnover

Turnover from the sale of electricity represents the invoice value, pre sales tax, of electricity provided to third parties and is recognised when electricity is generated. Embedded benefits are paid to generating plant located on the distribution network to reflect the lower cost of transporting electricity to the end user and are recorded at the invoice value.

b) ROCs, LECs turnover

Renewable Obligation Certificates (ROCs) are issued to qualifying renewable generators under the terms of the generating station's OFGEM Renewable Obligation registration. These certificates may be traded separately from the electricity to which they relate. The ROCs are recorded as accrued income at fair value and recognised in turnover when the electricity to which they relate is generated. Any impairment of ROCs due to reduction in the market price is recorded in profit and loss.

Renewable energy generators who meet Customs & Excise conditions for exemption will be issued with Levy Exemption Certificates (LECs) for their generation. The LECs transfer along with the electricity and can be used by business consumers to claim levy exemption. These certificates carry a statutory value and are recognised at this value as generated.

Effective from 1 August 2015, the Government withdrew the exemption from the Climate Change Levy (CCL) meaning that power generated thereafter no longer accrued LECs and as such this is no longer a source of turnover.

Tangible fixed assets

Plant and equipment is stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met, but excludes the costs of day-to-day servicing which is expensed as incurred.

Depreciation is provided on all tangible fixed assets, other than freehold land, at the following annual rates in order to write off each asset over its estimated useful life.

Operating solar sites

25 years

Notes to the financial statements - continued For The Year Ended 31 December 2016

2. Accounting policies - continued

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

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 Company after deducting all of its liabilities.

Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Equity instruments

Equity instruments issued by the Company are recorded at the fair value of cash or other resources received or receivable, net of direct issue costs.

Notes to the financial statements - continued For The Year Ended 31 December 2016

2. Accounting policies - continued

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised for financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Notes to the financial statements - continued For The Year Ended 31 December 2016

2. Accounting policies - continued Taxation

Current tax, including UK corporation and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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, with the following exceptions:

-provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;

-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.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Deferred tax assets and liabilities are offset only if the Company has a legally enforceable right to set off current tax assets against current tax liabilities.

Notes to the financial statements - continued For The Year Ended 31 December 2016

2. Accounting policies - continued

Cash

Cash at bank and in hand on the balance sheet comprise of cash in hand and deposits held at call with banks.

Accrued income

Accrued income represents accruals for electricity generation and ROC income not yet billed.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the financial statements in the year in which the dividends are approved by the Company's shareholders.

Decommissioning provision

Liabilities for decommissioning costs are recognised when the Company has an obligation to dismantle and remove Solar PV equipment and to restore the land on which it is located. Liabilities may arise upon construction of such facilities, upon acquisition or through a subsequent change in legislation or regulations. The amount recognised is the estimated present value of expenditure determined in accordance with local conditions and requirements. A corresponding item of property, plant and equipment has also been recognised.

Any changes in the present value of the estimated expenditure is added to or deducted from the cost of the asset to which it relates. The adjusted depreciable amount of the asset is then depreciated prospectively over its remaining useful life. The unwinding of the discount on the decommissioning provision is included as a finance cost.

Operating leases

Rentals paid under operating leases are charged to income on a straight line basis over the term of the lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Bank borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption are accounted for on an accruals basis in the profit and loss account using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period which they arise.

Borrowing costs

Borrowing costs are expensed as incurred.

3. Turnover

The turnover and loss before taxation are attributable to the one principal activity of the Company.

Notes to the financial statements - continued For The Year Ended 31 December 2016

4. Operating profit/(loss)

The operating profit (2015 - operating loss) is stated after charging:

		Year ended 31/12/16 £	Period 1/7/15 to 31/12/15 £
	Rentals under operating lease Depreciation - owned assets Auditor's remuneration	122,415 821,792 5,000	59,836 412,201 <u>2,500</u>
5.	Tangible fixed assets		Solar farm plant & machinery £
	Cost At 1 January 2016 Additions		20,375,747 258,559
	At 31 December 2016		20,634,306
	Depreciation At 1 January 2016 Charge for year		606,896 821,792
	At 31 December 2016		1,428,688
	Net book value At 31 December 2016		19,205,618
	At 31 December 2015		<u>19,768,851</u>
6.	Debtors: amounts falling due within one year	31/12/16	31/12/15
	Other debtors VAT Deferred tax asset Accrued income Prepayments	£ 11,018 - 354,553 572,379 28,850 966,800	£ 56,519 99,074 - 239,270 41,977 436,840
			

Notes to the financial statements - continued For The Year Ended 31 December 2016

7. Creditors: amounts falling due within one year

	31/12/16	31/12/15
	£	£
Trade creditors	462,629	428,065
Amounts owed to group companies	21,134,847	21,219,565
VAT	12,833	-
Other creditors	29,906	503,220
Accruals	73,359	354,182
	<u>21,713,574</u>	22,505,032

Amounts owed to group companies are repayable on demand.

8. Leasing agreements

Minimum lease payments under non-cancellable operating leases fall due as follows:

	31/12/16 £	31/12/15 £
Within one year	120,000	120,000
Between one and five years	480,000	480,000
In more than five years	_2,062,685	2,182,685
	2,662,685	2,782,685

Notes to the financial statements - continued For The Year Ended 31 December 2016

9. Related party disclosures

At the year end, the Company had following outstanding intercompany loans with different members of the group.

The first being an outstanding interest free loan from its immediate parent company, RI Income UK Holdings Limited of £5,398,850 (31 December 2015: £5,467,504).

The second being an outstanding interest bearing loan from another group company, BRI Finance UK Limited of £15,365,960 (31 December 2015: £15,752,061). This loan accumulated interest at 6.3% at the year of £79,566.

In addition to the funding noted above the Company had a short term intercompany balances listed below:

Amounts owed to group companies:	31/12/16	31/12/15
	£	£
Denzell Downs Limited	43,965	-
Mynydd Portref Limited	110,411	-
Hale Farm Solar Limited	30,000	_
RI Income UK Holdings Limited	106,095	
	<u>290,471</u>	_

10. Ultimate controlling party

The ultimate parent undertaking and controlling party is considered to be, Renewable Income UK, a sub-fund of, Blackrock Infrastructure Funds Public Limited Company, an investment company registered in Ireland which accounts for investments at fair value and does not prepare consolidated financial statements.

The immediate parent company as at 31 December 2016 is RI Income UK Holdings Limited, an investment company registered in England & Wales which accounts for investments at fair value and does not prepare consolidated financial statements. The accounts are available from the registered office at 12 Throgmorton Avenue, London, EC2N 2DL.

Notes to the financial statements - continued For The Year Ended 31 December 2016

11. Deferred tax

Deferred tax asset	31/12/16 £ <u>354,553</u>
The gross movement on the deferred tax account is: Balance at 1 January Credit profit and loss account	nil 354,553
Balance at 31 December	354,553
Deferred tax is provided as follows: Losses carried forward Depreciation in advance of capital allowances	159,731 194,822 <u>354,553</u>

12. Information regarding directors and employees

The Company has no employees (31 December 2015: Nil). None of the directors received any remuneration from the Company during the period (31 December 2015: Nil). Services are provided to the Company through a third party asset management agreement.