

Lightsource Nala Limited  
Annual report and financial statements  
for the 9 month period ended 30 April 2016

**Registered number 09720324**



# Lightsource Nala Limited

## Annual report and financial statements

for the 9 month period ended 30 April 2016

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# **Lightsource Nala Limited**

## **Directors and advisers**

### **Directors**

W Cooper  
P McCartie  
I Hardie

### **Company number**

09720324

### **Registered office**

7<sup>th</sup> Floor  
33 Holborn  
London  
EC1N 2HU

### **Bankers**

Barclays Bank  
1 Churchill Place  
London  
E14 5HP

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Central Square South  
Orchard Street  
Newcastle upon Tyne  
NE1 3AZ

# Lightsource Nala Limited

## Directors' report for the 9 month period ended 30 April 2016

The directors present their report and the audited financial statements for the period ended 30 April 2016.

### Principal activities

The company was incorporated on 6 August 2015 and is a wholly owned subsidiary of a group whose principal activities are that of development and management of solar farms.

### 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 period and up to the date of signing the financial statements were:

T Arthur	(appointed 6 August 2015; resigned 5 October 2016)
W Cooper	(appointed 5 October 2016)
P McCartie	(appointed 6 August 2015)
I Hardie	(appointed 6 August 2015)

### 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
- 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.

### 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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

# **Lightsource Nala Limited**

## **Directors' report for the 9 month period ended 30 April 2016 (continued)**

### **Independent auditors**

During the period PricewaterhouseCoopers LLP were appointed as auditors.

### **Small company provisions**

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

On behalf of the board

A handwritten signature in black ink, appearing to be 'W Cooper', written over a faint, illegible stamp or background.

**W Cooper**

Director

9 December 2016

# **Lightsource Nala Limited**

## **Independent auditors' report to the members of Lightsource Nala Limited**

### **Report on the financial statements**

#### **Our opinion**

In our opinion, Lightsource Nala Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 April 2016 and of its loss for the 9 month period (the "period") then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **What we have audited**

The financial statements, included within the Annual report and financial statements (the "Annual Report"), comprise:

- the Balance sheet as at 30 April 2016;
- the Profit and loss account for the period then ended;
- the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is the Financial Reporting Standard for Smaller Entities (Effective January 2015), and applicable law (United Kingdom Generally Accepted Accounting Practice), applicable to Smaller Entities.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

### **Opinion on other matter prescribed by the Companies Act 2006**

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

### **Other matters on which we are required to report by exception**

#### **Adequacy of accounting records and information and explanations received**

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, 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.

We have no exceptions to report arising from this responsibility.

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

# **Lightsource Nala Limited**

## **Independent auditors' report to the members of Lightsource Nala Limited (continued)**

### **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.

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

#### **Our responsibilities and those of the directors**

As explained more fully in the Statement of directors' responsibilities set out on page 2, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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.

#### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). 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 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

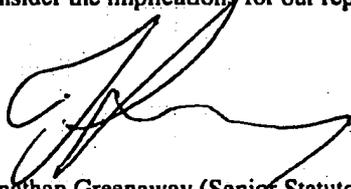
We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

## **Lightsource Nala Limited**

### **Independent auditors' report to the members of Lightsource Kingpin 2 Limited (continued)**

#### **What an audit of financial statements involves (continued)**

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.



Jonathan Greenaway (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Newcastle upon Tyne  
9 December 2016

## Lightsource Nala Limited

### Profit and loss account for the 9 month period ended 30 April 2016

	Note	2016 £
Administrative expenses		(29,961)
<b>Operating loss</b>	1	<b>(29,961)</b>
Interest payable and similar charges	2	(257,556)
Interest receivable	3	256,429
<b>Loss on ordinary activities before taxation</b>		<b>(31,088)</b>
Tax on loss on ordinary activities	4	-
<b>Loss for the financial period</b>		<b>(31,088)</b>

All of the company's activities are continuing.

The company has no recognised gains and losses other than the profit for the period.

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

# Lightsource Nala Limited

## Balance sheet as at 30 April 2016

	Note	2016 £
<b>Fixed assets</b>		
Investments	5	-
<b>Current assets</b>		
Debtors: amounts falling due within one year	6	23,401,656
Cash at bank and in hand		115,330
		<b>23,516,986</b>
<b>Current liabilities</b>		
Creditors: amounts falling due within one year	7	(489,061)
<b>Total assets less current liabilities</b>		<b>23,027,925</b>
Creditors: amounts falling due after more than one year	8	(23,059,013)
<b>Net liabilities</b>		<b>(31,088)</b>
<b>Capital and reserves</b>		
Called up share capital	9	-
Profit and loss account	10	(31,088)
<b>Total shareholders' funds</b>		<b>(31,088)</b>

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

The financial statements on pages 7 to 13 were approved by the board of directors on 9 December 2016 and are signed on their behalf by:

  
W Cooper  
Director

Registered number 09720324

# Lightsource Nala Limited

## Statement of accounting policies

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

The financial statements have been prepared on the going concern basis, under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

### **Investments**

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

### **Loan transaction costs**

Loan transaction costs are capitalised and amortised over the period of the loan.

### **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 deducing 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.

### **Deferred taxation**

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

### **Revenue recognition**

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty.

The following criteria must also be met before revenue is recognised:

#### *Interest receivable*

Revenue is recognised as interest accrues using the effective interest method.

#### *Dividends*

Income from investments is recognised when the company's right to receive payment is established.

### **Borrowing costs**

Interest payable is recognised in profit and loss as interest accrues using the effective interest method.

# Lightsource Nala Limited

## Notes to the financial statements for the 9 month period ended 30 April 2016

### 1 Operating loss

	2016 £
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<b>Operating loss after charging:</b>	
Amortisation of capitalised loan costs	29,961
<hr/>	

No directors received emoluments during the current period.

Auditors' remuneration was borne by another company within the group in the current period.

### 2 Interest payable and similar charges

	2016 £
<hr/>	
Bank loan	257,556
<hr/>	

### 3 Interest receivable

	2016 £
<hr/>	
Shareholder loan	256,429
<hr/>	

### 4 Tax on profit on ordinary activities

The tax charge for the period is £nil.

# Lightsource Nala Limited

## Notes to the financial statements for the 9 month period ended 30 April 2016

### 5 Investments

	Investment in subsidiaries £
<b>Cost</b>	
Additions	18,276,470
Disposals	(18,276,470)
<b>At 30 April 2016</b>	<b>-</b>

#### Subsidiary undertakings

At 30 April 2015, the company owned 100% of the ordinary shares of Lightsource Timon Limited, a company incorporated in the UK.

### 6 Debtors: amounts falling due within one year

	2016 £
Amounts owed by group undertakings	23,401,656

The amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment.

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

	2016 £
Accruals	256,429
Bank loan	232,632
	<b>489,061</b>

The amounts owed to group undertakings are unsecured, interest free and have no fixed date of repayment.

# Lightsource Nala Limited

## Notes to the financial statements for the 9 month period ended 30 April 2016

### 8 Creditors: amounts falling due after more than one year

	2016 £
Bank loan	4,782,543
Amounts owed to group undertakings	18,276,470
	<b>23,059,013</b>

The Bank loan is shown net of loan costs of £645,638 which are amortised over the life of the loan. Amortisation charged in the period was £29,961. The gross value of the bank loan due after more than one year is £5,398,220.

Bank loans are payable as follows:

	2016 £
Less than one year	232,632
Between one and two years	69,866
Between two and five years	301,359
More than five years	5,026,995
	<b>5,630,852</b>

Bank loans are secured on the assets of the group, interest is charged at a rate of between 6.25% and 6.75% over LIBOR.

### 9 Called up Share capital

	2016 £
<b>Allotted, called-up and fully paid</b>	
1 ordinary share of £0.10 each	-

#### *Share transactions*

On 6 August 2015, 1 ordinary share was issued at £0.10.

# Lightsource Nala Limited

## Notes to the financial statements for the 9 month period ended 30 April 2016 (continued)

### 10 Reserves

	Profit and loss account £
At 6 August 2015	-
Loss for the period	(31,088)
<b>At 30 April 2016</b>	<b>(31,088)</b>

### 11 Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Lightsource Simba Limited. The company's ultimate parent undertaking and controlling party is Lightsource Renewable Energy Investments Limited which consolidates these financial statements. Copies of Lightsource Renewable Energy Investments Limited consolidated financial statements can be obtained from the Company Secretary, 7th floor, 33 Holborn, London, EC1N 2HU.