

Carlisle Estate Solar Limited

Directors' report and financial statements

For the period ended 31 December 2016



Carlisle Estate Solar Limited

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Carlisle Estate Solar Limited

Company Information

Directors	A D K Brierley (appointed 5 May 2017) T Rosser (appointed 5 May 2017) K A Shenton (appointed 5 May 2017)
Company secretary	S Ludlow (appointed 22 June 2017)
Registered number	08939619
Registered office	6th Floor 33 Holborn London EC1N 2HT
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Central Square South Orchard Street Newcastle upon Tyne NE1 3AZ
Bankers	Barclays 1 Churchill Place Leicester LE87 2BB
Solicitors	Shakespeare Martineau LLP No. 1 Colmore Square Birmingham B4 6AA

Carlisle Estate Solar Limited

Directors' report

For the period ended 31 December 2016

The directors present their report and the audited financial statements of the Company for the period ended 31 December 2016.

This is the first period the company has adopted FRS 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland" Section 1A. Details of the transition have been presented in note 13 of the financial statements.

Principal activities

The company is a wholly owned subsidiary of a group of companies of which the principal activities are that of construction and operation of solar plants and the generation of solar power.

Going concern

The financial statements have been prepared on the going concern basis. The directors have prepared forecasts and reviewed capital requirements for the 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:

A D K Brierley (appointed 5 May 2017)
T Rosser (appointed 5 May 2017)
K A Shenton (appointed 5 May 2017)
D R Goodwin (resigned 5 May 2017)
P S Latham (resigned 5 May 2017)
S W Reynolds (resigned 5 May 2017)

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 for the Company's financial statements and then apply them consistently;~~
- make judgements and accounting estimates that are reasonable and prudent;
- 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; 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 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.

Carlisle Estate Solar Limited

Directors' report (continued)
For the period ended 31 December 2016

Statement of disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the 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 companies' exemption

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

Independent auditors

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Post balance sheet events

On 5 May 2017, 100% of the share capital of the company was sold to Renewable Energy Income Partnership Holdings Limited, a company incorporated in England.

This report was approved by the board on 14 July 2017 and signed on its behalf.



T Rosser
Director

Independent auditors' report to the members of Carlisle Estate Solar Limited

Report on the financial statements

Our opinion

In our opinion Carlisle Estate Solar Limited's financial statements (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 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 Directors' report and financial statements (the "Annual report"), comprise:

- the Statement of financial position as at 31 December 2016;
- the Statement of income and retained earnings for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, 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.

Opinions on 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 period for which the financial statements are prepared is consistent with the financial statements.
- the Director's report has been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' report. We have nothing to report in this respect.

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.

Independent auditors' report to the members of Carlisle Estate Solar Limited

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 have not been made. We have no exceptions to report arising from this responsibility.

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 statement in accordance with the small companies' regime; 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 as 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 & 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.

Carlisle Estate Solar Limited

Independent auditors' report to the members of Carlisle Estate Solar Limited

What an audit of financial statements involves (continued)

In addition, we read all the financial and non-financial information in the Directors' report and financial statements (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. With respect to the Directors' report, we consider whether those reports include the disclosures required by applicable legal requirements.



Richard Lingwood (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne

Date: 14th July 2014

Carlisle Estate Solar Limited

**Statement of income and retained earnings
For the period ended 31 December 2016**

	Period ended 31 Dec 2016 £	Period ended 30 June 2016 £
Turnover	211,552	150,222
Cost of sales	(153,286)	(76,104)
Gross profit	58,266	74,118
Administrative expenses	(15,262)	(7,235)
Operating profit	43,004	66,883
Interest payable and similar charges	(154,436)	(79,403)
Loss on ordinary activities before taxation	(111,432)	(12,520)
Tax on loss on ordinary activities	25,853	-
Loss for the financial period	(85,579)	(12,520)
Retained earnings at the beginning of the period	(12,520)	-
Loss for the financial period	(85,579)	(12,520)
Retained earnings at the end of the period	(98,099)	(12,520)

The notes on pages 9 to 15 form part of these financial statements.

Carlisle Estate Solar Limited
Registered number: 08939619

**Statement of financial position
As at 31 December 2016**

	Note	31 Dec 2016 £	31 Dec 2016 £	30 June 2016 £	30 June 2016 £
Fixed assets					
Tangible assets	4		<u>4,504,403</u>		<u>4,595,030</u>
			4,504,403		4,595,030
Current assets					
Debtors: amounts falling due within one year	5	219,310		775,144	
Cash at bank and in hand		<u>241,469</u>		<u>49,484</u>	
		460,779		824,628	
Creditors: amounts falling due within one year	6	<u>(183,920)</u>		<u>(98,345)</u>	
Net current assets			<u>276,859</u>		<u>726,283</u>
Total assets less current liabilities			<u>4,781,262</u>		<u>5,321,313</u>
Creditors: amounts falling due after more than one year	7		<u>(4,861,574)</u>		<u>(5,333,833)</u>
Provisions for liabilities					
Deferred taxation	8	<u>(17,787)</u>		<u>-</u>	
			<u>(17,787)</u>		<u>-</u>
Net liabilities			<u><u>(98,099)</u></u>		<u><u>(12,520)</u></u>
Capital and reserves					
Called up share capital	9		-		-
Retained earnings			<u>(98,099)</u>		<u>(12,520)</u>
Total shareholders' deficit			<u><u>(98,099)</u></u>		<u><u>(12,520)</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

~~The financial statements were approved and authorised for issue by the board and were signed on its behalf on~~

14 July 2017



T Rosser
Director

The notes on pages 9 to 15 form part of these financial statements.

Carlisle Estate Solar Limited

Notes to the financial statements For the period ended 31 December 2016

1. General information

Carlisle Estate Solar Limited is a private company, limited by shares, incorporated in and domiciled in the United Kingdom, registration number 08939619. The registered office is 6th Floor, 33 Holborn, London, EC1N 2HT.

The company is a wholly owned subsidiary of a group of companies of which the principal activities are that of construction and operation of solar plants and the generation of solar power.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared 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.

Information on the impact of first-time adoption of FRS 102 is given in note 13.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. No critical judgements have been applied to these financial statements.

The following principal accounting policies have been applied:

2.2 Exemptions for qualifying entities 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, and
- from disclosing the Company's key management personnel compensation as required by FRS102 para 33.7
- from disclosing related party transactions that are wholly owned within the same group.

2.3 Going concern

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

Notes to the financial statements
For the period ended 31 December 2016

2. Accounting policies (continued)

2.4 Revenue recognition

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.5 Tangible assets

Tangible assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The company adds to the carrying amount of an item of tangible assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Long-term leasehold property	- 4% straight line
Plant and machinery	- 4% and 10% straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of income and retained earnings.

2.6 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**Notes to the financial statements
For the period ended 31 December 2016**

2. Accounting policies (continued)

2.7 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.

2.8 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from proceeds.

2.9 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.

2.10 Financial instruments

The Company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and trade creditors.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of income and retained earnings.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of income and retained earnings.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

**Notes to the financial statements
For the period ended 31 December 2016**

2. Accounting policies (continued)

2.12 Finance costs

Finance costs are charged to the Statement of income and retained earnings over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.13 Borrowing costs

All borrowing costs are recognised in the Statement of income and retained earnings in the year in which they are incurred.

2.14 Contingent liabilities

Contingent liabilities, arising as a result of past events, are not recognised when (i) it is not probable that there will be an outflow of resources or that the amount cannot be reliably measured at the reporting date or (ii) when the existence will be confirmed by the occurrence or non-occurrence of uncertain future events not wholly within the company's control. Contingent liabilities are disclosed in the financial statements unless the probability of an outflow of resources is remote.

2.15 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of income and retained earnings, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

3. Employees and directors' remuneration

During the period company's only employees were the directors, who did not receive any emoluments (30 June 2016 - £nil).

Notes to the financial statements
For the period ended 31 December 2016

4. Tangible assets

	Long-term leasehold property £	Plant and machinery £	Total £
Cost			
At 1 July 2016	145,102	4,497,994	4,643,096
Additions	1,180	1,547	2,727
At 31 December 2016	146,282	4,499,541	4,645,823
Accumulated depreciation			
At 1 July 2016	1,935	46,131	48,066
Charge for the period	2,921	90,433	93,354
At 31 December 2016	4,856	136,564	141,420
Net book value			
At 31 December 2016	141,426	4,362,977	4,504,403
At 30 June 2016	143,167	4,451,863	4,595,030

5. Debtors

	31 Dec 2016 £	30 June 2016 £
Trade debtors	1,799	-
Corporation tax	43,640	-
VAT recoverable	22,325	617,214
Prepayments and accrued income	151,546	157,930
	<u>219,310</u>	<u>775,144</u>

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

Carlisle Estate Solar Limited

Notes to the financial statements For the period ended 31 December 2016

6. Creditors: Amounts falling due within one year

	31 Dec 2016 £	30 June 2016 £
Trade creditors	3,930	9,344
Other creditors including taxation and social security	58,224	-
Accruals and deferred income	121,766	89,001
	183,920	98,345

7. Creditors: Amounts falling due after more than one year

	31 Dec 2016 £	30 June 2016 £
Amounts owed to group undertakings	4,846,220	4,750,114
Other creditors	15,354	583,719
	4,861,574	5,333,833

Included within amounts owed to group undertakings are unsecured loans with period end balances totalling £4,846,220 (30 June 2016 - £4,750,114). The loans bear interest at 6.7% (30 June 2016 - 6.7%) and are repayable after more than five years.

8. Deferred taxation

	2016 £
At beginning of period	-
Charged to statement of income and retained earnings	17,787
At end of period	17,787

The deferred taxation balance is made up as follows:

	31 Dec 2016 £
Accelerated capital allowances	17,787
	17,787

**Notes to the financial statements
For the period ended 31 December 2016**

9. Called up share capital

	31 Dec 2016 £	30 June 2016 £
Allotted and fully paid		
1 (30 June 2016 - 1) Ordinary share of £0.10 each	-	-

10. Contingent liabilities

The company has a constructive obligation to return the land on which solar sites are built to its original condition, at the end of the lease. The directors believe that given the nature of the assets, the lessor may wish to either take title of the assets for either continued use or to realise value through selling the assets and as such the directors do not believe that an outflow is probable to settle this restoration obligation. The directors will continue to monitor this situation at each balance sheet date.

11. Related party transactions

The company has taken advantage of the exemption under paragraph 33.1A from the provisions of FRS 102, on the grounds that at 31 December 2016 it was a wholly owned subsidiary.

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

During the period ended 31 December 2016, the company was charged £nil (30 June 2016 - £6,325) and £nil (30 June 2016 - £nil) in respect of management fees and rechargeable expenses respectively by Lightsource Renewable Energy Holdings Limited, a related party due to its significant influence over the entity. At the period end, an amount of £2,160 (30 June 2016 - £nil) was outstanding, which is included in creditors.

During the period the company's parent company, Sulis Energy Limited met expenditure of £347 (30 June 2016 - £18,533) on behalf of the company. The company was also charged interest of £155,104 (30 June 2016 - £79,294) by it's parent company. At the period end, a total of £4,846,220 (2016 - £4,750,114) was outstanding which is included in creditors.

12. Immediate and ultimate parent undertaking and controlling party

Sulis Energy Limited is the immediate parent company. The ultimate parent undertaking and controlling party is Fern Trading Limited, a company incorporated in England and Wales.

13. First time adoption of FRS 102

This is the first period that the company has presented its results under FRS 102 Section 1A. The last financial statements under the UK GAAP were for the period ended 30 June 2016. The date of transition to FRS 102 was 1 May 2015. The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.