Registered number: 04070944

## **GOWER STREET HEAT AND POWER LIMITED**

# DIRECTOR'S REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017



## **COMPANY INFORMATION**

**DIRECTOR** S Pinnell

COMPANY SECRETARY S Gregory

REGISTERED NUMBER 04070944

REGISTERED OFFICE ENGIE Q3 Office

**Quorum Business Park** 

Benton Lane

Newcastle-upon-Tyne

Tyne and Wear

NE12 8EX

INDEPENDENT AUDITOR KPMG LLP

Chartered Accountants and Statutory Auditors

1 Forest Gate Brighton Road

Crawley

West Sussex

RH11 9PT

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## DIRECTOR'S REPORT FOR THE YEAR ENDED 31 AUGUST 2017

The director presents his report and the audited financial statements for the year ended 31 August 2017.

#### PRINCIPAL ACTIVITY

The company has not traded during the year or prior year, as all energy supply activities ceased on 1 October 2010 and, from that date, the company has concentrated on finalising the cessation of its activities.

#### **DIRECTORS**

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

- S Pinnell (appointed 1 January 2018)
- P Rawson (resigned 9 January 2018)
- G Proctor (resigned 9 January 2018)

#### **FUTURE DEVELOPMENTS**

The director will continue finalising the cessation of the company's activities.

#### FINANCIAL INSTRUMENTS

The company monitors its exposure to risk on an on-going basis. The company's activities do not expose it to any material price risk, cash flow risk or foreign exchange risk. Owing to the nature of the company's business and the assets and liabilities contained within the balance sheet, the financial risks the director considers relevant to the company are credit risk and liquidity risk. The company has not used financial instruments to manage its exposure to these risks.

## Credit risk

Credit risk arises on the company's principal financial assets, which are amounts owed by group undertakings. The credit risk on amounts owed by group undertakings is not considered to be significant, given the group's strong credit rating.

## Liquidity risk

The company has no significant exposure to liquidity risk, as the financial liabilities of the company are amounts owed to group undertakings. In order to maintain liquidity to ensure sufficient funds are available for on-going operations and future developments, the company has access to banking facilities and loans from group companies.

## QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

Company officers and duly appointed delegates thereof, are indemnified by the ENGIE global directors and officers' policy ("the policy") in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. This qualifying third party indemnity provision was in force throughout the year and remains in force as at the date of approval of these financial statements.

## DIRECTOR'S REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2017

## **DISCLOSURE OF INFORMATION TO AUDITOR**

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware, and
- he 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 auditor is unaware of that information.

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the Board on 8 May 2018 and signed on its behalf.

S Pinnell Director

## STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE DIRECTOR'S REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law he has elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 Reduced Disclosure Framework.

Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so (as explained in note 2, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is responsible for such internal control as he determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and has general responsibility for taking such steps as are reasonably open to him to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GOWER STREET HEAT AND POWER LIMITED

## **Opinion**

We have audited the financial statements of Gower Street Heat and Power Limited ("the company") for the year ended 31 August 2017 which comprise the Income Statement, the Statement of Financial Position, the Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Emphasis of matter - non-going concern basis of preparation

We draw attention to the disclosure made in note 2 to the financial statements which explains that the financial statements are now not prepared on the going concern basis for the reasons set out in that note. Our opinion is not modified in respect of this matter.

## Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

## Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

## Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

## The purpose of our audit work and to whom we owe our responsibilities

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 auditor's 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.

Tulee Gleetder

Julie Wheeldon (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 Forest Gate
Brighton Road
Crawley
RH11 9PT

// May 2018

## INCOME STATEMENT FOR THE YEAR ENDED 31 AUGUST 2017

			Note	2017 £	2016 £
Administrative expenses	•	`	•	(25)	3,715
Operating (loss)/profit		· ). ·	4	(25)	3,715
Interest receivable and similar income			5	-	1
(Loss)/profit before tax		1 .		(25)	3,716
Tax on (loss)/profit	•	•	6	(2,769)	294,855
(Loss)/profit for the financial year		•		(2,794)	298,571

There were no recognised income and expenses for 2017 or 2016 other than those included in the income statement and therefore no statement of comprehensive income has been presented.

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

## GOWER STREET HEAT AND POWER LIMITED REGISTERED NUMBER: 04070944

## STATEMENT OF FINANCIAL POSITION AS AT 31 AUGUST 2017

	Note	2017 £	2016 £
Current assets		•	
Debtors: amounts falling due within one year	7	457,337	451,990
Cash at bank and in hand	. 8	-	5,419
	•	457,337	457,409
Creditors: amounts falling due within one year	9	(75,756)	(73,034)
Net current assets	•	381,581	384,375
Total assets less current liabilities	•	381,581	384,375
Net assets	•	381,581	384,375
Capital and reserves			
Called up share capital	11	101	101
Profit and loss account	. 12	381,480	384,274
Total equity	· ·	381,581	384,375

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 8 May 2018.

S Pinnell Director

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

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 AUGUST 2017

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 September 2015	101	85,703	85,804
Comprehensive profit for the year		y	•
Profit for the financial year	•	298,571	298,571
Total comprehensive profit for the year	•	298,571	298,571
At 1 September 2016	101	384,274	384,375
Comprehensive loss for the year			•
Loss for the financial year	-	(2,794)	(2,794)
Total comprehensive loss for the year	•.	(2,794)	(2,794)
At 31 August 2017	101	381,480	381,581

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

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 1. GENERAL INFORMATION

The financial statements of Gower Street Heat and Power Limited for the year ended 31 August 2017 were authorised for issue by the Board of directors on 8 May 2018 and the statement of financial position was signed on the Board's behalf by S Pinnell.

The company is a private limited liability company, incorporated and domiciled in the United Kingdom. The address of its registered office is ENGIE Q3 Office, Quorum Business Park, Benton Lane, Newcastle-upon-Tyne, Tyne and Wear, NE12 8EX.

The results of the company are included in the consolidated financial statements of ENGIE S.A., which are available from ENGIE, Tour T1, 1 place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense Cedex, France.

## 2. ACCOUNTING POLICIES

## 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The functional and presentation currency of the company is Pounds Sterling ("£").

In previous years, the financial statements have been prepared on a going concern basis. However, the directors have now closed the company bank accounts and are finalising the cessation of activities. Accordingly the directors have not prepared the financial statements on a going concern basis. The effect on the financial statements is minimal.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

The following principal accounting policies have been applied:

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 2. ACCOUNTING POLICIES (CONTINUED)

## 2.2 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member

## 2.3 Debtors

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

## 2.4 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.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.5 Financial instruments

The company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The company's accounting policies in respect of financial instruments transactions are explained below:

#### **Financial assets**

The company classifies all of its financial assets as loans and receivables.

#### Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the income statement. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

## Financial liabilities

The company classifies all of its financial liabilities as liabilities at amortised cost.

## At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the statement of financial position.

## 2.6 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 2. ACCOUNTING POLICIES (CONTINUED)

#### 2.7 Interest income

Interest income is recognised in the income statement using the effective interest method.

#### 2.8 Taxation

The tax for the year comprises current and deferred tax. Tax is recognised in the income statement, except that a charge 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 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 is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

## 3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

There are no areas involving a higher degree of judgement or complexity, or area where assumptions and estimates are significant to the financial statements.

## 4. OPERATING (LOSS)/PROFIT

The company has no employees other than the directors (2016: none). All directors' remuneration is paid by a fellow group undertaking in respect of their services to group companies. The directors' services to the company do not occupy a significant amount of time and consequently the directors do not feel that they have received any remuneration for their incidental services to this company for the year (2016: £nil).

The fees payable to the company's auditor for the audit of the annual financial statements of the company, amounting to £4,500 (2016: £4,250), have been borne by a fellow group undertaking, ENGIE Services Limited.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

5.	INTEREST RECEIVABLE AND SIMILAR INCOM	E		•		
				•	2017 £	2016 £
	Other interest receivable				, <u>-</u>	1
					<del></del>	
6.	TAXATION					
					2017 £	2016 £
	CORPORATION TAX	•		_		
	Current tax on (loss)/profit for the year Adjustments in respect of previous periods				- 2,769	(294,855) -
	TOTAL CURRENT TAX				2,769	(294,855)
					-,	
	FACTORS AFFECTING TAX CHARGE/(CREDIT)	FOR THE	YEAR	• =		
	FACTORS AFFECTING TAX CHARGE/(CREDIT)  The tax assessed for the year is higher than (2016 UK of 19.58% (2016: 20.00%). The differences are	6: lower tha	n) the star	dard ra	· .	,
	The tax assessed for the year is higher than (2016	6: lower tha	n) the star	edard ra	· .	ion tax in the 2016
	The tax assessed for the year is higher than (2016	6: lower tha	n) the star	adard ra	te of corporati	ion tax in the 2016 £
	The tax assessed for the year is higher than (2016 UK of 19.58% (2016: 20.00%). The differences are	6: lower tha e explained	n) the star below:	edard ra	te of corporation 2017	ion tax in the 2016 £
	The tax assessed for the year is higher than (2016 UK of 19.58% (2016: 20.00%). The differences are (Loss)/profit before tax  (Loss)/profit multiplied by standard rate of corporate	6: lower tha e explained	n) the star below:	edard ra	2017 £ (25)	2016 £ 3,716
	The tax assessed for the year is higher than (2016 UK of 19.58% (2016: 20.00%). The differences are (Loss)/profit before tax  (Loss)/profit multiplied by standard rate of corporat 19.58% (2016: 20.00%)	6: lower tha e explained	n) the star below:	adard ra	2017 £ (25)	2016 £ 3,716
	The tax assessed for the year is higher than (2016 UK of 19.58% (2016: 20.00%). The differences are (Loss)/profit before tax  (Loss)/profit multiplied by standard rate of corporate 19.58% (2016: 20.00%)  Utilisation of tax losses	6: lower tha e explained	n) the star below:	adard ra	2017 £ (25) (5)	2016 £ 3,716

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 6. TAXATION (CONTINUED)

## **FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

The tax rate for the current year is lower than the prior year due to changes in the UK Corporation tax rate which decreased from 20% to 19% from 1 April 2017.

A reduction in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. Further reductions to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

## 7. DEBTORS

		2017 £	2016 £
	Amounts owed by group undertakings	457,337	451,943
	Group relief receivable from group undertakings	-	47
		457,337	451,990
			•
8.	CASH AND CASH EQUIVALENTS		
		2017 £	2016 £
	Cash at bank and in hand	-	5,419
		=	•
9.	CREDITORS: Amounts falling due within one year		
٠.		2017 £	2016 £
	Amounts owed to group undertakings	73,034	73,034
	Group relief payable to group undertakings	2,722	-
		75,756	73,034

Amounts owed to group undertakings are unsecured and interest free.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 10. FINANCIAL INSTRUMENTS

	2017 £	2016
FINANCIAL ASSETS	~	
Financial assets at amortised cost	457,337	457,409
FINANCIAL LIABILITIES		
Financial liabilities measured at amortised cost	(75,756)	(73,034)

Financial assets measured at amortised cost comprise cash and cash equivalents, amounts owed by group undertakings and group relief receivable from group undertakings.

Financial liabilities measured at amortised cost comprise amounts owed to group undertakings and group relief payable to group undertakings.

## 11. CALLED UP SHARE CAPITAL

		ì		2017 £	2016 £
Allotted, called up ar	nd fully paid				
100 Ordinary shares of 1 "A" Ordinary share of		1		100 1	100 1
			•	· _	<del> </del>
<i>;</i>		· · · · · · · · · · · · · · · · · · ·	<u>.</u>	101	101

## 12. RESERVES

## Profit and loss account

The profit and loss account records the cumulative amount of realised profits and losses less any distributions of dividends.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2017

## 13. CONTROLLING PARTY

The immediate parent company of Gower Street Heat and Power Limited is ENGIE Urban Energy Group Limited, a company registered in England and Wales. The director regards ENGIE S.A. as the ultimate parent company and controlling party of Gower Street Heat and Power Limited. ENGIE S.A. is registered in France.

The parent undertaking of the smallest and largest group which includes the company for which consolidated financial statements are prepared is ENGIE S.A. Tour T1, 1 place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense Cedex, France.

Copies of the group's consolidated financial statements may be obtained from ENGIE, Tour T1, 1 place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris La Défense Cedex, France?