

Company Registration No. 04425795 (England and Wales)

**TROPICAL POWER LIMITED**  
**ANNUAL REPORT**  
**FOR THE YEAR ENDED 31 DECEMBER 2015**



# TROPICAL POWER LIMITED

## DIRECTORS AND ADVISERS

---

### Directors

P M Mason  
T S D Morton  
P A R Mason  
U Patel  
J H M Cartwright  
M J Nolan  
B K R Patel

### Secretary

T Eustace

### Company number

04425795

### Registered office

30 Upper High Street  
Thame  
Oxfordshire  
OX9 3EZ

### Registered auditors

Richardsons Chartered Accountants  
30 Upper High Street  
Thame  
Oxfordshire  
OX9 3EZ

---

# TROPICAL POWER LIMITED

## CONTENTS

---

	<b>Page</b>
Directors' report	1 - 2
Independent auditors' report	3 - 4
Consolidated profit and loss account	5
Balance sheets	6
Notes to the financial statements	7 - 13

---

# TROPICAL POWER LIMITED (Reg. No. 04425795)

## DIRECTORS' REPORT

### FOR THE YEAR ENDED 31 DECEMBER 2015

---

The directors present their report and financial statements for the year ended 31 December 2015.

#### Results and dividends

The consolidated profit and loss account for the year is set out on page 5.

#### Directors

The following directors have held office since 1 January 2015:

P M Mason	
T S D Morton	(Appointed 22 January 2016)
P A R Mason	
J M R Mcmillan	(Appointed 23 February 2015 and resigned 22 September 2015)
U Patel	(Appointed 21 January 2016)
J H M Cartwright	(Appointed 21 January 2016)
M J Nolan	(Appointed 21 January 2016)
B K R Patel	(Appointed 21 January 2016)

#### Auditors

In accordance with the company's articles, a resolution proposing that Richardsons Chartered Accountants be reappointed as auditors of the company will be put at a General Meeting.

#### Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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). 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 group and of the profit or loss of the group 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# TROPICAL POWER LIMITED (Reg. No. 04425795)

## DIRECTORS' REPORT (CONTINUED)


FOR THE YEAR ENDED 31 DECEMBER 2015

---

### Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the group's auditors are aware of that information.

On behalf of the board



P M Mason

Director

22/9/16

# TROPICAL POWER LIMITED (Reg. No. 04425795)

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TROPICAL POWER LIMITED

---

We have audited the group and parent company financial statements (the "financial statements") of Tropical Power Limited for the year ended 31 December 2015 set out on pages 5 to 13. 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 Directors' Responsibilities Statement set out on pages 1 - 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

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 group's and 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. 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.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and parent company's affairs as at 31 December 2015 and of the group's 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 the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# TROPICAL POWER LIMITED (Reg No. 04425795)

## INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF TROPICAL POWER LIMITED

---

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

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Mr Simon Husband (Senior Statutory Auditor)  
for and on behalf of Richardsons Chartered Accountants

22/9/16

Chartered Accountants  
Statutory Auditor

30 Upper High Street  
Thame  
Oxfordshire  
OX9 3EZ

**TROPICAL POWER LIMITED****CONSOLIDATED PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Notes	2015 £	2014 £
Turnover		44,581	466,906
Cost of sales		(13,721)	(444,036)
<b>Gross profit</b>		<b>30,860</b>	<b>22,870</b>
Administrative expenses		(275,036)	(305,291)
<b>Operating loss</b>	<b>2</b>	<b>(244,176)</b>	<b>(282,421)</b>
Other interest receivable and similar income		18	29
Interest payable and similar charges	<b>3</b>	(1,141)	-
<b>Loss on ordinary activities before taxation</b>		<b>(245,299)</b>	<b>(282,392)</b>
Tax on loss on ordinary activities	<b>4</b>	(8,588)	-
<b>Loss on ordinary activities after taxation</b>		<b>(253,887)</b>	<b>(282,392)</b>
Minority interests		70	-
<b>Loss for the financial year</b>	<b>5</b>	<b>(253,817)</b>	<b>(282,392)</b>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.



# TROPICAL POWER LIMITED

## BALANCE SHEETS

AS AT 31 DECEMBER 2015

	Notes	Group 2015 £	2014 £	Company 2015 £	2014 £
<b>Fixed assets</b>					
Intangible assets	6	1,550	1,510	-	-
Tangible assets	7	39,504	50,781	572	858
Investments	8	-	-	708	708
		<u>41,054</u>	<u>52,291</u>	<u>1,280</u>	<u>1,566</u>
<b>Current assets</b>					
Stocks	9	806,136	560,569	390,738	390,738
Debtors	10	2,111,353	2,356,905	2,088,820	2,351,481
Cash at bank and in hand		44,964	128,316	44,293	127,556
		<u>2,962,453</u>	<u>3,045,790</u>	<u>2,523,851</u>	<u>2,869,775</u>
<b>Creditors: amounts falling due within one year</b>	11	(678,978)	(519,665)	(164,866)	(280,841)
<b>Net current assets</b>		<u>2,283,475</u>	<u>2,526,125</u>	<u>2,358,985</u>	<u>2,588,934</u>
<b>Total assets less current liabilities</b>		<u>2,324,529</u>	<u>2,578,416</u>	<u>2,360,265</u>	<u>2,590,500</u>
<b>Capital and reserves</b>					
Called up share capital	12	5,774,215	5,774,215	5,774,215	5,774,215
Profit and loss account	14	(3,449,616)	(3,195,799)	(3,413,950)	(3,183,715)
<b>Shareholders' funds</b>	15	<u>2,324,599</u>	<u>2,578,416</u>	<u>2,360,265</u>	<u>2,590,500</u>
<b>Minority interests</b>	13	(70)	-	-	-
		<u>2,324,529</u>	<u>2,578,416</u>	<u>2,360,265</u>	<u>2,590,500</u>

Approved by the Board and authorised for issue on 22/9/16

  
P M Mason  
Director

Company Registration No. 04425795

# TROPICAL POWER LIMITED (Reg No. 04425795)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

---

### 1 Accounting policies

#### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

#### 1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

#### 1.3 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 31 December 2015. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation.

#### 1.4 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

#### 1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Computer equipment	25% Straight line
Fixtures, fittings & equipment	25% Straight line
Motor vehicles	25% Straight line

#### 1.6 Stock and work in progress

Work in progress is valued at the lower of cost and net realisable value.

#### 1.7 Deferred taxation

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

#### 1.8 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

#### 1.9 Intangible assets

Costs that are directly associated with identifiable and unique software products and will generate economic benefits exceeding costs beyond one year are recognised as intangible assets. These are amortised using the straight-line method over their expected useful lives.

**TROPICAL POWER LIMITED**

(Reg. No. 04425795)

**NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2015**

<b>2</b>	<b>Operating loss</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Operating loss is stated after charging:		
	Depreciation of tangible assets	286	286
	Loss on disposal of tangible assets	83	-
	Loss on foreign exchange transactions	98,279	177,096
	Fees payable to the group's auditor for the audit of the group's annual accounts (company £4000; 2014: £3900)	6,201	3,900
	and after crediting:		
	Profit on foreign exchange transactions	(2,465)	(122)
		<u></u>	<u></u>
<b>3</b>	<b>Interest payable</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	On bank loans and overdrafts	1,141	-
		<u></u>	<u></u>
<b>4</b>	<b>Taxation</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	<b>Total current tax</b>	-	-
		<u></u>	<u></u>
	<b>Deferred tax</b>		
	Movement in deferred tax discount	8,588	-
		<u></u>	<u></u>
		8,588	-
		<u></u>	<u></u>

At 31 December 2015 there existed a potential deferred tax asset of £573,618 (31 December 2014: £527,635) in respect of unrelieved trading losses. This has not been reflected as an asset given the uncertainty of future revenue streams.

**5 Loss for the financial year**

As permitted by section 408 Companies Act 2006, the holding company's profit and loss account has not been included in these financial statements. The loss for the financial year is made up as follows:

	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Holding company's loss for the financial year	(230,235)	(270,308)
	<u></u>	<u></u>

# TROPICAL POWER LIMITED (Reg No! 04425795)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 6 Intangible fixed assets Group

	Computer software £
<b>Cost</b>	
At 1 January 2015	1,887
Additions	504
	<hr/>
At 31 December 2015	2,391
	<hr/>
<b>Amortisation</b>	
At 1 January 2015	377
Charge for the year	464
	<hr/>
At 31 December 2015	841
	<hr/>
<b>Net book value</b>	
At 31 December 2015	1,550
	<hr/>
At 31 December 2014	1,510
	<hr/>

### 7 Tangible fixed assets

#### Group

	Computer equipment £	Fixtures, fittings & equipment £	Motor vehicles £	Total £
<b>Cost</b>				
At 1 January 2015	2,287	2,135	62,479	66,901
Additions	1,577	232	-	1,809
Disposals	(832)	-	-	(832)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2015	3,032	2,367	62,479	67,878
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Depreciation</b>				
At 1 January 2015	286	214	15,620	16,120
Charge for the year	836	207	11,211	12,254
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2015	1,122	421	26,831	28,374
	<hr/>	<hr/>	<hr/>	<hr/>
<b>Net book value</b>				
At 31 December 2015	1,910	1,946	35,648	39,504
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2014	2,001	1,921	46,859	50,781
	<hr/>	<hr/>	<hr/>	<hr/>

# TROPICAL POWER LIMITED (Reg. No. 04425795)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 7 Tangible fixed assets (Continued)

#### Tangible fixed assets

#### Company

	Computer equipment £
<b>Cost</b>	
At 1 January 2015 & at 31 December 2015	1,144
<b>Depreciation</b>	
At 1 January 2015	286
Charge for the year	286
At 31 December 2015	572
<b>Net book value</b>	
At 31 December 2015	572
At 31 December 2014	858

### 8 Fixed asset investments

The company owned 99.8% of the ordinary share capital of Tropical Power Kenya, a company incorporated in Kenya. The subsidiary made losses of £18,626 in the year and had aggregate capital and reserves of (£35,028).

#### Company

	Shares in group undertakings £
<b>Cost</b>	
At 1 January 2015 & at 31 December 2015	708
<b>Net book value</b>	
At 31 December 2015	708
At 31 December 2014	708

# TROPICAL POWER LIMITED (Reg. No. 04425795)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

### 9 Work in progress

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Work in progress	806,136	560,569	390,738	390,738

### 10 Debtors

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Trade debtors	2,085,202	2,349,097	2,085,910	2,349,805
Other debtors	2,910	1,676	2,910	1,676
Prepayments and accrued income	23,241	6,132	-	-
	2,111,353	2,356,905	2,088,820	2,351,481

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

	Group		Company	
	2015	2014	2015	2014
	£	£	£	£
Trade creditors	519,890	117,878	13,658	111,934
Amounts owed to group undertakings	-	-	708	708
Corporation tax	8,588	-	-	-
Other taxes and social security costs	1,026	154	1,026	154
Other creditors	142,974	369,308	142,974	135,720
Accruals and deferred income	6,500	32,325	6,500	32,325
	678,978	519,665	164,866	280,841

### 12 Share capital

	2015	2014
	£	£
Allotted, called up and fully paid		
1,000 Ordinary of £1 each	1,000	1,000
481,250 Ordinary A of £1 each	481,250	481,250
3,041,500 Ordinary B of £1 each	3,041,500	3,041,500
2,250,465 Ordinary C of £1 each	2,250,465	2,250,465
	5,774,215	5,774,215

# TROPICAL POWER LIMITED (Reg. No. 09425795)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

<b>13</b>	<b>Minority interests</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Minority interests' share of net assets and liabilities in subsidiary undertakings	(70)	-
		<u></u>	<u></u>
<b>14</b>	<b>Statement of movements on profit and loss account</b>		
	<b>Group</b>		<b>Profit and loss account</b>
			<b>£</b>
	Balance at 1 January 2015		(3,195,799)
	Loss for the year		(253,817)
	Balance at 31 December 2015		<u>(3,449,616)</u>
	<b>Company</b>		<b>Profit and loss account</b>
			<b>£</b>
	Balance at 1 January 2015		(3,183,715)
	Loss for the year		(230,235)
	Balance at 31 December 2015		<u>(3,413,950)</u>
<b>15</b>	<b>Reconciliation of movements in shareholders' funds</b>	<b>2015</b>	<b>2014</b>
	<b>Group</b>	<b>£</b>	<b>£</b>
	Loss for the financial year	(253,817)	(282,392)
	Opening shareholders' funds	<u>2,578,416</u>	<u>2,860,808</u>
	Closing shareholders' funds	<u>2,324,599</u>	<u>2,578,416</u>
	<b>Company</b>	<b>2015</b>	<b>2014</b>
		<b>£</b>	<b>£</b>
	Loss for the financial year	(230,235)	(270,308)
	Opening shareholders' funds	<u>2,590,500</u>	<u>2,860,808</u>
	Closing shareholders' funds	<u>2,360,265</u>	<u>2,590,500</u>

# TROPICAL POWER LIMITED (Reg. No. 09425795)

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2015

---

<b>16 Directors' remuneration</b>	<b>2015</b>	<b>2014</b>
	<b>£</b>	<b>£</b>
Remuneration for qualifying services	16,800	-
	<u>          </u>	<u>          </u>

### 17 Related party transactions

#### **Biojoule Kenya Limited**

By virtue of common control

During the year purchases of £215,319 (2014: £227,891) and sales of £44,372 (2014: £466,906) were made, on a commercial and arm's-length basis.

The total amount due from related party at the balance sheet date is £1,595,662.32 (2014: £2,116,190)

#### **Malaika Energy Ventures Limited**

By virtue of common control

During the year purchases of £43,887 (2014: £NIL) were made, on a commercial and arm's-length basis.

The total amount due to related party at the balance sheet date is £7,200 (2014: £NIL)

#### **Vegpro Kenya Limited**

By virtue of common control

During the year purchases of £8,230 (2014: £NIL) were made, on a commercial and arm's-length basis.

The total amount due to related party at the balance sheet date is £8,281 (2014: £NIL)

#### **P M Mason**

A director of the company

During the year, P M Mason continued to provide a loan to the company. The loan is interest-free and there are no fixed dates for repayment.

The total amount due to related party at the balance sheet date is £106,836 (2014: £99,870)

#### **Dr P A R Mason**

A director of the company

During the year, P A R Mason continued to provide a loan to the company. The loan is interest-free and there are no fixed dates for repayment.

The total amount due to related party at the balance sheet date is £35,850 (2014: £35,850)