

REGISTERED NUMBER: 07737978

**BWE (London) Limited**  
**Financial Statements**  
**31 March 2018**



# **BWE (London) Limited**

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# **BWE (London) Limited**

## **Directors and Professional Advisers**

### **Directors**

Mandar Kulkarni (appointed 1 March 2018)  
Paolo Di Filippo (resigned 1 March 2018)

### **Registered office**

17 Connaught Place  
London  
W2 2ES

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountant & Statutory Auditor  
7 More London Riverside  
London  
SE1 2RT

### **Bankers**

Barclays Bank PLC  
1 Churchill Place  
London  
E14 5HP

**BWE (London) Limited**  
**Directors' Report (continued)**  
**Year ended 31 March 2018**

The director presents his report and the financial statements of the company for the year ended 31 March 2017.

**Principal activities and business review**

The director is satisfied with the results and performance of the company to the year ended 31 March 2017. The company received a profit allocation of £nil (2017: £70,000) from Blue Water Energy LLP during the year. The director believes the LLP will continue to generate sufficient profits in the future from the advisory service fees that the LLP can charge under the service level agreement it has in place with BWE GP Limited and BWE GP II Limited. The company will continue to receive financial support from the ultimate parent company BWE Holdings Limited during the next financial year.

**Results for the year and allocation to members**

The loss for the year, after taxation, amounted to £36,969 (2017: profit of £34,233). The director has not recommended a dividend (2017: £Nil).

**Directors**

The directors who served the company during the year and up to the balance sheet approval date was as follows:

Mandar Kulkarni (appointed 1 March 2018)  
Paolo Di Filippo (resigned 1 March 2018)

**Director's responsibilities statement**

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 the director has 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 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 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 judgments 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 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 them to ensure that the financial statements comply with the Companies Act 2006. He is 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.

**BWE (London) Limited**  
**Directors' Report (continued)**  
**Year ended 31 March 2018**

**Disclosure of information to auditors**

In so far as the director is aware:

- there is no relevant audit information of which the company's auditor is unaware; and
- the director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

**Independent Auditors**

PricewaterhouseCoopers LLP are deemed to be re-appointed in accordance with an elective resolution made under section 487 (2) of the Companies Act 2006.

The Director's report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' regime under section 415A of the Companies Act 2006.

The director has not presented a Strategic report in accordance with section 414B of the Companies Act 2006.

This report was approved by the director on 27 September 2018 and signed on behalf of the director by:



Mandar Kulkarni  
Director

# **BWE (London) Limited**

## **Independent Auditor's Report to the Members of BWE (London) Limited**

**Year ended 31 March 2018**

### **Report on the audit of the financial statements**

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#### **Opinion**

In our opinion, BWE (London) Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss and cash flows for the year then ended;
- have been properly prepared 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", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 March 2018; the statement of comprehensive income, the statement of cash flows, the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

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#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Independence*

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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#### **Reporting on other information**

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic Report and Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

# **BWE (London) Limited**

## **Independent Auditor's Report to the Members of BWE (London) Limited (continued)**

**Year ended 31 March 2018**

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

### *Strategic Report and Directors' Report*

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic Report and Directors' Report.

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

#### *Responsibilities of the directors for the financial statements*

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for 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.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### *Auditors' responsibilities for the audit of the financial statements*

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

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditors' report.

#### *Use of this report*

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.

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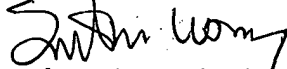
## **Other required reporting**

### **Companies Act 2006 exception reporting**

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 by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

  
Jonathan Wiseman (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
27 September 2018

**BWE (London) Limited**  
**Statement of Comprehensive Income**  
**Year ended 31 March 2018**

	Note	2018 £	2017 £
<b>Turnover</b>		-	-
Administrative expenses		<u>(16,988)</u>	<u>(23,538)</u>
<b>Operating loss</b>	<b>4</b>	<u>(16,988)</u>	<u>(23,538)</u>
Share of profit from Blue Water Energy LLP		-	70,000
<b>(Loss)/profit before taxation</b>		<u>(16,988)</u>	46,462
Tax on profit	<b>5</b>	<u>(19,981)</u>	<u>(12,229)</u>
<b>(Loss)/profit for the financial year</b>		<u><u>(36,969)</u></u>	<u><u>34,233</u></u>
<b>Other comprehensive income</b>			
Other comprehensive income for the year, net of tax		-	-
<b>Total comprehensive income for the year</b>		<u><u>(36,969)</u></u>	<u><u>34,233</u></u>

All the activities of the company are from continuing operations.

The notes on pages 10 to 15 form part of these financial statements.



**BWE (London) Limited**

Registered number: 07737978

**Balance Sheet****As at 31 March 2018**

	Note	2018 £	2017 £
<b>Fixed assets</b>			
Investments	6	3,500	3,500
<b>Current assets</b>			
Debtors	7	1	70,001
Cash at bank and in hand		100,492	78,055
		<b>100,493</b>	<b>148,056</b>
<b>Creditors: amounts falling due within one year</b>	8	<b>(23,525)</b>	<b>(34,119)</b>
<b>Net current assets</b>		<b>76,968</b>	<b>113,937</b>
<b>Total assets less current liabilities</b>		<b>80,468</b>	<b>117,437</b>
<b>Creditors: amounts falling due after more than one year</b>	9	<b>(3,500)</b>	<b>(3,500)</b>
<b>Net assets</b>		<b>76,968</b>	<b>113,937</b>
<b>Capital and reserves</b>			
Share capital	11	1	1
Retained earnings	12	76,967	113,936
		<b>76,968</b>	<b>113,937</b>

These financial statements were approved by the director and authorised for issue on 27 September 2018, and are signed by:



Mandar Kulkarni  
Director

The notes on pages 10 to 15 form part of these financial statements.

**BWE (London) Limited**  
**Statement of Changes in Equity**  
**Year ended 31 March 2018**

	Called up share capital £	Retained earnings £	Total shareholders' funds £
<b>At 1 April 2016</b>	1	79,703	<b>79,704</b>
Profit for the year	-	34,233	<b>34,233</b>
<b>Total comprehensive income for the year</b>	-	34,233	<b>34,233</b>
<b>As at 31 March 2017</b>	1	113,936	<b>113,637</b>
Loss for the year	-	(36,969)	<b>(36,969)</b>
<b>Total comprehensive income for the year</b>	-	(36,969)	<b>(36,969)</b>
<b>As at 31 March 2018</b>	1	70,697	<b>76,968</b>

The notes on pages 10 to 15 form part of these financial statements.

# **BWE (London) Limited**

## **Statement of Cash Flows**

**Year ended 31 March 2018**

		<b>2018</b>	<b>2017</b>
	<b>Note</b>	<b>£</b>	<b>£</b>
Cash generated from operations	<b>13</b>	<b>(22,640)</b>	(23,186)
Taxation paid		<b>(24,923)</b>	(16,349)
<b>Net cash used in operating activities</b>		<b>(45,563)</b>	(39,535)
<b>Cash flows from investing activities</b>			
Profit received from Blue Water Energy LLP		<b>70,000</b>	70,000
<b>Net cash used in investing activities</b>		<b>70,000</b>	70,000
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>22,437</b>	30,465
Cash and cash equivalents at beginning of year		<b>78,055</b>	47,590
<b>Cash and cash equivalents at end of year</b>		<b>100,492</b>	78,055

The notes on pages 10 to 15 form part of these financial statements.

**BWE (London) Limited**  
**Notes to the Financial Statements**  
**Year ended 31 March 2018**

**1. General information**

BWE (London) Limited (the "company") is a private company limited by shares and is incorporated in United Kingdom. The address of its registered office is 17 Connaught Place, London, W2 2ES.

The principal activity of the company during the year under review was that of a member in Blue Water Energy LLP (the "LLP").

**2. Accounting policies**

**(a) Basis of preparation**

The financial statements of BWE (London) Limited have been prepared in compliance with the United Kingdom Accounting Standards including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006. These financial statements are prepared under the historical cost convention, and in accordance with the applicable accounting standards in the United Kingdom.

**(b) Going concern**

The director believes that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company BWE Holdings Limited. The director has received confirmation that BWE Holdings Limited intends to support the company for at least one year after these financial statements are signed.

**(c) Foreign currency**

*(i) Functional and presentation currency*

The company's functional and presentation currency is GBP.

*(ii) Transactions and balances*

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement except when deferred in other comprehensive income.

**(d) Revenue**

The company did not generate any revenue. The share of profit from Blue Water Energy LLP is recognised when allocated by the LLP.

# **BWE (London) Limited**

## **Notes to the Financial Statements (continued)**

**Year ended 31 March 2018**

### **2. Accounting policies (continued)**

#### **(e) Taxation**

The taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the statement of comprehensive income or directly in equity.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

#### **(f) Investments**

Investment in the LLP is held at historical cost less accumulated impairment losses.

#### **(g) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

#### **(k) Financial instruments**

The company has chosen to adopt the Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### *i) Financial assets*

Basic financial assets, including trade and other debtors and cash and bank balances are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the income statement.

If there is decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in the income statement.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

# BWE (London) Limited

## Notes to the Financial Statements (continued)

Year ended 31 March 2018

### 2. Accounting policies (continued)

#### (k) Financial instruments (continued)

##### ii) Financial liabilities

Basic financial liabilities, including trade and other creditors, bank loans and loans from fellow group companies are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires. The LLP does not hold or issue derivative financial instruments.

### 3. Judgements in applying the accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of the accounting policies and the reported amounts of assets and liabilities, revenue and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are reasonable under the circumstances. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

### 4. Operating loss/profit

Operating loss/profit is stated after charging:

	2018	2017
	£	£
Foreign exchange differences	38	(46)
<i>Fees payable for the audit of the financial statements</i>		
- Audit services	9,068	7,561
- Non-audit services	-	-

# BWE (London) Limited

## Notes to the Financial Statements (continued)

Year ended 31 March 2018

### 5. Taxation

#### Analysis of charge in the year

	2018 £	2017 £
<b>Current tax:</b>		
UK current tax credit/expense	12,385	17,327
Adjustments in respect of prior periods	7,596	(5,098)
<b>Tax on loss/profit</b>	<b>19,981</b>	<b>12,229</b>

#### Factors affecting current tax charge

The tax assessed on the profit before taxation for the year differs from the standard rate of corporation tax in the UK of 19% (2017: 20%):

	2018 £	2017 £
(Loss)/profit before taxation	(16,988)	46,462
(Loss)/profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 19% (2017: 20%)	(3,228)	9,292
<b>Effects of:</b>		
Adjustments in respect of prior periods	7,596	(5,098)
Disallowed profits	15,613	8,035
<b>Tax on profit</b>	<b>19,981</b>	<b>12,229</b>

### 6. Investments

	Investment in the LLP
<b>Cost</b>	
At 1 April 2017	3,500
At 31 March 2018	3,500
<b>Impairment</b>	
At 1 April 2017	-
At 31 March 2018	-
<b>Net book value</b>	
At 31 March 2017	3,500
At 31 March 2018	3,500

Investment in the LLP represents membership interest in Blue Water Energy LLP, a Limited Liability Partnership registered in England and Wales.

# BWE (London) Limited

## Notes to the Financial Statements (continued)

Year ended 31 March 2018

### 7. Debtors

	2018	2017
	£	£
Amounts owed by group undertakings	-	70,000
Called up share capital not paid	1	1
	<u>1</u>	<u>70,001</u>

### 8. Creditors: amounts falling due within one year

	2018	2017
	£	£
Accruals and deferred income	11,140	16,792
Corporation tax	12,385	17,327
	<u>23,525</u>	<u>34,119</u>

### 9. Creditors: amounts falling due after more than one year

	2018	2017
	£	£
Amounts owed to group undertakings	3,500	3,500
	<u>3,500</u>	<u>3,500</u>

The amount payable is unsecured and bears no interest.

### 10. Financial instruments

The carrying amount for each category of financial instrument is as follows:

	2018	2017
	£	£
<b>Financial assets that are debt instruments measured at amortised cost</b>		
Amounts owed by group undertakings	-	70,000
Cash and cash equivalents	100,492	78,055
	<u>100,492</u>	<u>148,055</u>
<b>Financial liabilities measured at amortised cost</b>		
Amounts owed to group undertakings	3,500	3,500
	<u>3,500</u>	<u>3,500</u>

### 11. Share capital

	2018	2017
	£	£
Shares classified as equity		
Allotted, called up and partly paid		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

The company has only one class of capital which ranks after creditors and other payables.



# BWE (London) Limited

## Notes to the Financial Statements (continued)

Year ended 31 March 2018

### 12. Reserves

#### Profit and loss account

This reserve includes all current and prior period retained earnings and accumulated losses.

### 13. Cash generated from operations

	2018	2017
	£	£
(Loss)/profit for the financial year	(36,969)	34,233
<i>Adjustments for:</i>		
Income from participating interests	-	(70,000)
Tax on profit	19,981	12,229
<i>Movement in:</i>		
Trade and other debtors	-	2,700
Trade and other creditors	(5,562)	(2,348)
	<u>(22,640)</u>	<u>(23,186)</u>

### 14. Related party transactions

The company has taken the exemption as provided by paragraph 33.1A of FRS 102 and does not disclose transactions with members of the same group that are wholly owned. The company discloses transactions with related parties which are not wholly owned with the same group.

Amounts owed by group undertaking included in note 7 above represents following transactions with Blue Water Energy LLP as at the year-end:

	2018	2017
	£	£
Profit share attributable from the LLP	-	70,000

BWE (London) Limited is a member of Blue Water Energy LLP, a UK registered Limited Liability Partnership. Mr Thomas Sikorski, Mr Jerker Johansson and Mr Graeme Sword, who are the designated members of the LLP, are also shareholders for BWE Holdings Limited, a company incorporated in Guernsey which owns 100% of the shares of BWE (London) Limited.

### 15. Ultimate controlling party

The ultimate parent of the company is BWE Holdings Limited, a company incorporated in Guernsey.