

# OS AA01

## Statement of details of parent law and other information for an overseas company



Companies House

✓ **What this form is for**  
You may use this form to  
accompany your accounts  
disclosed under parent law.

✗ **What this form is NOT for**  
You cannot use this form to  
an alteration of manner of  
with accounting requirements.

FRIDAY



A11 \*A8BHLT08\* 09/08/2019 #60  
COMPANIES HOUSE

### Part 1 Corporate company name

Corporate name of  
overseas company ①

Powergen Holdings B.V.

UK establishment  
number

B R 0 0 0 8 7 2 8

#### → Filling in this form

Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

① This is the name of the company in  
its home state.

### Part 2 Statement of details of parent law and other information for an overseas company

#### A1 Legislation

Please give the legislation under which the accounts have been prepared and,  
if applicable, the legislation under which the accounts have been audited.

Legislation ②

The Netherlands' Civil Code

② This means the relevant rules or  
legislation which regulates the  
preparation and, if applicable, the  
audit of accounts.

#### A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted  
accounting principles?

Please tick the appropriate box.

☐ **No.** Go to **Section A3**.

☒ **Yes.** Please enter the name of the organisation or other  
body which issued those principles below, and then go to **Section A3**.

③ Please insert the name of the  
appropriate accounting organisation  
or body.

Name of organisation  
or body ③

EC Directives

#### A3 Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box.

☒ **No.** Go to **Section A5**.

☐ **Yes.** Go to **Section A4**.

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**A4****Audited accounts**

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box.

☐ **No.** Go to **Part 3 'Signature'**.☐ **Yes.** Please enter the name of the organisation or other body which issued those standards below, and then go to **Part 3 'Signature'**.

① Please insert the name of the appropriate accounting organisation or body.

Name of organisation or body ①

**A5****Unaudited accounts**

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box.

☒ **No.**☐ **Yes.****Part 3****Signature**

I am signing this form on behalf of the overseas company.

Signature

Signature

X



Director

X

This form may be signed by:  
Director, Secretary, Permanent representative.

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## Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Deborah Gandley**

Company name **C/o E.ON UK plc**

Address **Westwood Way**

**Westwood Business Park**

Post town **Coventry**

County/Region

Postcode **C V 4 8 L G**

Country

DX

Telephone **02476 183145**



## Checklist

**We may return forms completed incorrectly or with information missing.**

**Please make sure you have remembered the following:**

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- ☐ You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.



## Important information

**Please note that all this information will appear on the public record.**



## Where to send

**You may return this form to any Companies House address:**

### England and Wales:

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ.  
DX 33050 Cardiff.

### Scotland:

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

### Northern Ireland:

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG.  
DX 481 N.R. Belfast 1.



## Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

**This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)**

000122/20

**POWERGEN HOLDINGS B.V.**

**ROTTERDAM, THE NETHERLANDS**

**Annual report for the statutory year ended 20 June 2018**

**Address** Westwood Way  
Westwood Business Park  
Coventry  
CV4 8LG

**Company No** : FC026689  
**Branch No** : BR008728

**Chamber of Commerce** Rotterdam  
**File number** 24 241 908

**POWERGEN HOLDINGS B.V.**

**Annual report for the statutory year ended 20 June 2018**

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**POWERGEN HOLDINGS B.V.**

**1. Management report**

Following the decisions taken during the extraordinary shareholders' meeting held in Coventry, management of *Powergen Holdings B V* (the "Company") herewith submits its report for the statutory year ended 20 June 2018

**Summary of activities and future outlook**

During the year under review the Company continued to act as an intermediary holding company for the E ON SE Group

**Post-balance sheet date events**

There have been no post balance sheet events

A handwritten signature in black ink, appearing to read 'D C A Baumber', with a long horizontal stroke extending to the right.

**D C A Baumber**  
Director

3 May 2019

POWERGEN HOLDINGS B.V.

2. BALANCE SHEET AS AT 20 JUNE 2018

	Notes	<u>2018</u> GBP 1,000	<u>2017</u> GBP 1,000
<b>ASSETS</b>			
<b>Fixed assets</b>			
Financial fixed assets	5 1	<u>258,146</u>	<u>258,146</u>
		<u>258,146</u>	<u>258,146</u>
<b>Current assets</b>	5 2		
Receivables and prepayments		<u>625,021</u>	<u>624,834</u>
		<u>625,021</u>	<u>624,834</u>
<b>Provisions</b>	5 3	<u>(1,915)</u>	<u>(1,915)</u>
<b>Total assets</b>		<u><u>881,252</u></u>	<u><u>881,065</u></u>
<b>SHAREHOLDERS' EQUITY AND LIABILITIES</b>			
<b>Shareholders' equity</b>	5.4		
Paid up share capital		66,869	66,869
Share premium reserve		695,429	695,429
Legal reserve		6,687	6,687
Other reserves		112,267	112,080
<b>Total shareholders' equity and liabilities</b>		<u><u>881,252</u></u>	<u><u>881,065</u></u>

POWERGEN HOLDINGS B.V.

3. PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 20 JUNE 2018

	Notes	2018 GBP 1,000	2017 GBP 1,000
Operating expenses	(7)	-	-
<b>Gross margin</b>		<b>(7)</b>	<b>-</b>
Net interest income and similar income	6.1	238	156
<b>Result on ordinary activities before tax</b>		<b>231</b>	<b>156</b>
Corporation tax on ordinary activities	6.2	(44)	(31)
<b>Result on ordinary activities after tax</b>		<b>187</b>	<b>125</b>



## **POWERGEN HOLDINGS B.V.**

### **4. General notes**

#### **General**

The Company is a private limited liability company, incorporated on 12 October 1993, under the laws of The Netherlands, with its corporate seat at Rotterdam, The Netherlands

The ultimate shareholder of the Company is E.ON SE, a company registered in Germany

E.ON SE includes the Company in its consolidated financial statements. Therefore the Company has made use of the exemption option as laid down in Article 408, Title 9, Book 2 of The Netherlands' Civil Code

The objects of activities of the Company according to article 2 of the Articles of Association are, to participate in, to finance and to manage other business enterprises whose objects are the supply of energy or objects related thereto

#### **4.1 Summary of significant accounting policies**

##### **General**

The financial statements have been prepared in conformity with the requirements of the E.C. Directives

##### **Valuation**

All assets and liabilities are stated at face value, unless stated otherwise

##### **Financial fixed assets**

Financial fixed assets are stated at the lower of cost or net realisable value

##### **Income and expenses**

Income and expenses are attributed to the period to which they relate

##### **Foreign currencies**

On 20 June 2002, the Company was migrated from Luxembourg to the United Kingdom. As a result of this transfer the management accounts are now prepared in Sterling

Assets and liabilities denominated in foreign currencies are converted into GBP at the balance sheet date closing rate. Exchange differences are reflected in the financial result for the year

## POWERGEN HOLDINGS B.V.

### 5. Notes to the balance sheet as at 20 June 2018

#### 5.1 Financial fixed assets

As at the balance sheet date the Company had a direct interest in the following participations

	2018	2017
	% ownership	% ownership
Visioncash, Coventry	99.99	99.99

There was no movement in these investments during the year

	2018	2017
	GBP 1,000	GBP 1,000
Opening balance	258,146	258,146
Closing balance	<u>258,146</u>	<u>258,146</u>

#### 5.2 Current assets

##### 5.2.1 Receivables and prepayments

This item can be specified as follows

	2018	2017
	GBP 1,000	GBP 1,000
Amounts owed by group undertakings	625,021	624,834
	<u>625,021</u>	<u>624,834</u>

Amounts owed by group undertakings include a loan of £79,155,000 which is unsecured, bears interest at LIBOR minus 5 basis points and is due for repayment in December 2019. All other balances above are non-interest bearing.

#### 5.3 Provisions

	2018	2017
	GBP 1,000	GBP 1,000
Other provisions	(1,915)	(1,915)
	<u>(1,915)</u>	<u>(1,915)</u>

Other provisions relate to a tax dispute with the Indian Tax Authorities which arose following the disposal by the Company of its interest in Gujarat Powergen Energy Corporation Ltd in 2002.

#### 5.4 Shareholders' equity

The authorised, issued and fully paid-up share capital of the Company amounts to EUR 76,802,400 divided into 768,024 shares with a nominal value of EUR 100 each.

Movement in the shareholders' equity can be summarised as follows

	2018	2017
	GBP 1,000	GBP 1,000
Paid up share capital	66,869	66,869
Share premium reserve	695,429	695,429
Legal reserve	6,687	6,687
Other reserves		
Opening balance	112,080	111,955
Result for the year	187	125
	<u>112,267</u>	<u>112,080</u>
Total	<u>881,252</u>	<u>881,065</u>

**POWERGEN HOLDINGS B.V.**

**6. Notes to the profit and loss account for the year ended 20 June 2018**

**6.1 Net interest income and similar income**

	<u>2018</u>	<u>2017</u>
This item is specified as follows	GBP 1,000	GBP 1,000
Interest on loans	242	187
Foreign exchange losses	<u>(4)</u>	<u>(31)</u>
	<u>238</u>	<u>156</u>

**6.2 Corporation tax**

	<u>2018</u>	<u>2017</u>
	GBP 1,000	GBP 1,000
UK corporation tax	44	31
<b>Tax on result on ordinary activities</b>	<u>44</u>	<u>31</u>

The tax on the result on ordinary activities for the year is the same as (2017 same as) the tax assessed on the result on ordinary activities for the year assessed at the standard rate of corporation tax in the UK at 19.0% (2017 19.78%)

	<u>2018</u>	<u>2017</u>
	GBP 1,000	GBP 1,000
Result on ordinary activities before tax	231	156
Tax on result on ordinary activities before tax at 19.0% (2017 19.78%)	44	31
Effects of		
Expenses not deductible for tax purposes	-	-
<b>Current tax charge for the year</b>	<u>44</u>	<u>31</u>

Reductions to the UK corporation tax rate were included in the Finance Act (No. 2) 2015, which reduced the main rate to 19% from 1 April 2017. A further reduction in the UK corporation tax rate was included in the Finance Act 2016 to reduce the rate to 17% from 1 April 2020. These changes have been substantively enacted at the balance sheet date and therefore the impact has been included in these financial statements.

The corporation tax payable has been reduced by £44,000 because of group relief received from a fellow group undertaking for which a payment will be made (2017 £31,000).

**Director and employees**

The Company had two Managing Directors and no employees during the year under review as follows

David Baumber  
Deborah Gandley

## **POWERGEN HOLDINGS B.V.**

### **7. Supplementary information**

#### **Statutory provision for appropriation of results**

Following the decision of the shareholders of the Company, Article 13 of the Articles of Incorporation of the Company that governs the appropriation of results states that and/or by virtue of law

- 1 Out of the net profit five percent shall be placed into a legal reserve account. The requirement ceases to be compulsory when the reserve amounts to ten percent of the share capital of the Company. The profits after the transfer to the legal reserve account shall be at the disposal of the general meeting.
- 2 The Company may make distributions to shareholders and other persons entitled to profits that qualify for distribution only to the extent that the shareholders' equity exceeds the paid-up and called capital plus the reserves which must be maintained by law or under these articles of incorporation.
- 3 The shareholders may decide to pay interim dividends on the basis of a statement of accounts prepared by the managers showing that sufficient funds are available for distribution.  
The amount to be distributed may not exceed profits realised since the end of last fiscal year increased by any profits carried forward and distributable reserves but decreased by losses carried forward and sums to be allocated to a reserve to be established by law or by these articles of incorporation.
- 4 Profits may be distributed after formation and adoption of the annual accounts showing that the distribution is permitted.
- 5 The Company shall not receive dividends for shares which are held by itself.

#### **Appropriation of the result**

Management proposes to charge the profit for the year ended 20 June 2018 to other reserves.

#### **Auditor's opinion**

The Company avails itself of the possibility to be exempted from the obligation to have the annual report reviewed by an external auditor, as provided by art. 2:396 6 Dutch Civil Code. As a consequence thereof, no auditor's opinion is appended to the annual report.