

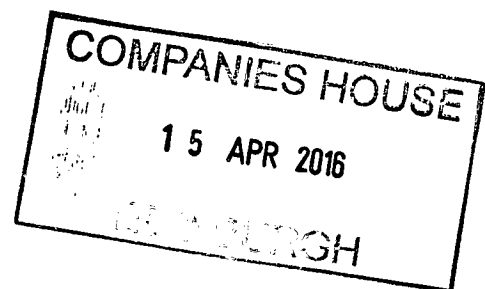
Our Power (Energy) Limited

Report and Financial Statements

For the 9-month Period Ended

31 December 2015

Company Number SC472682



SCT 15/04/2016 #76
COMPANIES HOUSE

Our Power (Energy) Limited

**Report and financial statements
for the 9-month period ended 31 December 2015**

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Our Power (Energy) Limited

Company Information for the 9-month period ended 31 December 2015

Statutory Information

Our Power (Energy) Limited is a company domiciled in Scotland, registration number SC472682. The registered office is 1 Hay Avenue, Edinburgh, EH16 4RW and its principal place of business is at 4 Hay Avenue, Edinburgh, EH16 4AQ.

Directors

The directors of the company during the period were:

Dawn Muspratt	
William Alister Steele	
Jack Marshall	(Appointed 11 February 2015)
Prince Albert Tucker	(Appointed 11 February 2015)
Carron Ann Garmory	(Appointed 11 February 2015 & Resigned 1 March 2016)
Laurence Charles Barrett	(Appointed 11 February 2015)

Auditors

RSM UK Audit LLP
First Floor, Quay 2,
139 Fountainbridge,
Edinburgh,
EH3 9QG

Bank

The Royal Bank of Scotland
36 St Andrew Square,
Edinburgh,
EH2 2AD

Lawyers

Osborne Clarke LLP
One London Wall,
London,
EC2Y 5EB

BTO Solicitors LLP
48 St Vincent Street,
Glasgow,
G2 5HS

Our Power (Energy) Limited

Directors' Report for the 9-month period ended 31 December 2015

Directors' Report

The directors present their Directors' report and the financial statement for the 9 months ending 31 December 2015. The Directors who served during the year and up to the date of this report are set out on page 1.

Small company provision

The report has been prepared in accordance with the provisions in Part 15 of the Companies Act 2006 applicable to companies subject to the small companies' regime.

Principal activity

Dormant company financial statements were lodged with Companies House for the period to 31 March 2015. The year-end has been changed to 31 December 2015 to bring the reporting date in line with the Group headed by Our Power Community Benefit Society Limited (RS007058), the company's controlling party.

In the 9-month period to 31 December 2015 the company acted as a non-trading entity and holding company.

Auditors

All of the directors as at the date of this report have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the company's auditor is unaware.

Approval

This Directors' Report was approved by order of the Board on 15th April 2016

Alistair Steele
Director



Our Power (Energy) Limited

Statement of Directors' Responsibilities

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 elected to prepare the company 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 profit or loss of the company 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;
- 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.

Our Power (Energy) Limited

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF OUR POWER (ENERGY) LIMITED

We have audited the financial statements on pages 6-13. 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) FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out 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. 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at <http://www.frc.org.uk/auditscopeukprivate>

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the period 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.

Emphasis of matter – recovery of carrying value of investment

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosures made in note 1 on page 9 to the financial statements concerning the directors' consideration of the carrying value of the investment in the subsidiary. For the subsidiary to meet the business plan and continue as a viable business, therefore justifying the investment's carrying value, second stage funding will need to be agreed and in place by December 2016. Until formal terms are agreed there can be no certainty that sufficient funds will be available. This together with other matters disclosed on page 9 indicates a material uncertainty which may cast doubt over the ability of the subsidiary to continue as a going concern and so reduce the carrying value of the investment. The financial statements do not contain the adjustments that would result if the subsidiary was unable to continue as a going concern, and the investment was not recoverable.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Our Power Energy Limited

Independent auditor's report (*continued*)

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.



JANET HAMBLIN (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
First Floor, Quay 2,
139 Fountainbridge,
Edinburgh,
EH3 9QG
15 April 2016

15 April 2016

Our Power (Energy) Limited

Statement of Income and Retained Earnings for the 9-month period ended 31 December 2015

		Total 31 December 2015 £'000	Total 31 March 2015 £'000
	Note		
Administrative expenses		(1)	-
Operating loss	3	(1)	-
Loss on ordinary activities before taxation		(1)	-
Taxation on loss on ordinary activities	6	-	-
Loss for the financial year		(1)	-
Retained Earnings at beginning of period		-	-
Retained Earnings at end of period		(1)	-

The notes on page 9 to 13 form part of these financial statements.

The Company prepared and lodged dormant financial statements for the comparative period to 31 March 2015

Our Power (Energy) Limited

Statement of Financial Position at 31 December 2015

Company number: SC472682

		31 December 2015 £'000	31 March 2015 £'000
	Note		
Fixed assets			
Investments	7	145	-
		<u>145</u>	<u>-</u>
Creditors: amounts falling due within one year	8	(146)	-
Net current liabilities		(146)	-
Total assets less current liabilities		<u>(1)</u>	<u>-</u>
Net liabilities		<u>(1)</u>	<u>-</u>
Capital and Reserves			
Called up share capital	9	-	-
Profit and loss account		(1)	-
		<u>-</u>	<u>-</u>
Shareholders' funds		<u>(1)</u>	<u>-</u>

The financial statements were approved by the Board of Directors and authorised for issue on
15th April 2016

Signed on behalf of the board of directors



Dawn Muspratt
Director
15th April 2016

The notes on page 9 to 13 form part of these financial statements.

Our Power (Energy) Limited

Statement of cash flows for the 9-month period ended 31 December 2015

		9-months to 31 December 2015 £'000	Year to 31 March 2015 £'000
	Note		
Cash flows from operating activities			
Loss for the financial period		(1)	-
Adjustments for:			
Taxation expense		-	-
Increase in trade creditors	8	146	-
Cash from operations		145	-
Taxation paid			
Net cash generated from operating activities		145	-
Cash flows from investing activities			
Cash purchase of subsidiary undertaking	7	(145)	-
Net cash from investing activities		-	-
Net cash used in financing activities		-	-
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of year		-	-
Cash and cash equivalents at end of year		-	-

The notes on page 9 to 13 form part of these financial statements.

Our Power (Energy) Limited

Notes forming part of the financial statements for the 9-month period ended 31 December 2015

1 Accounting policies

The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland. The financial statements have been prepared on the historical cost basis unless explicitly stated otherwise in the accounting policies below.

These are the first trading financial statements of the company and cover the period from 1 April to period end 31st December 2015. Dormant financial statements were lodged for the period from 17 March 2014 to 31 March 2015. The Company is a member of group of companies headed by Our Power Community Benefit Society Limited (RS007058), a registered Society that meets the definition of a Public Benefit Entity.

Monetary amounts in these financial statements are rounded to the nearest whole £1,000, except where otherwise stated. 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 accounting policies.

Going Concern

The Company's primary asset is the investment in Our Power Energy Supply Limited which is valued at cost of £145,000 and as detailed below the directors have assessed that no impairment of this value is required. No further funding in Our Power (Energy) Limited is required over at least the next 12 months as the parent has indicated they will not seek repayment of the intercompany balance within 12 months of signing. On this basis the Directors have prepared the financial statements on a going concern basis.

Impairment of fixed assets and goodwill

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

As at the date of the financial statements the Company held an investment in Our Power Energy Supply Limited measured at historical cost. The Directors have assessed the investment for potential impairment that considered the investment's expected future cash flow and whether the investment value of £145,000 held as at 31 December 2015 is recoverable.

The assessment considered the start-up status of Our Power Energy Supply Limited, no custom reported up to 31 December 2015 and its net liabilities position. The Directors acquired the Company in the period to obtain OFGEM licences to enable future commercial operations in the energy market that Our Power Energy Supply Limited began under a controlled entry in January 2016, as required for new entrants.

The Directors concluded that Our Power Energy Supply Limited performed as expected and is positioned well to deliver on Directors' expectations into 2016 and beyond subject to securing sufficient funding, therefore justifying the carrying value. The company is a newly formed company which secured £3.5m funding for start-up and the first year of trading to December 2016. To meet the business plan and continue as a viable business second stage funding, in the region of £1m to £3m, will need to be agreed and in place by December 2016. A number of positive discussions are underway in relation to future funding including one possible funder who has instructed due diligence to be undertaken at the date these financial statements were approved. While there is uncertainty over sufficient funds being available until formal terms have been made, the directors anticipate that sufficient second stage funding will be raised to allow the business to deliver on the business plan and continue. For this reason, the Directors anticipate that there does not exist any impairment in the investment.

Our Power (Energy) Limited

Notes forming part of the financial statements for the 9-month period ended 31 December 2015

1 Accounting policies (*continued*)

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest rate 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.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or 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's subsidiaries operate and generate taxable income.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the company's tangible and intangible assets, including goodwill. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

This is relevant in the investment in Our Power Energy Supply Limited and following an assessment of whether indicators of impairment existed at the date of the financial statements, the Directors are confident that no impairment in the investment was present.

Our Power (Energy) Limited

Notes forming part of the financial statements
for the 9-month period ended 31 December 2015 (*continued*)

3 Operating loss

2015
£'000

This is arrived at after charging/(crediting):

Fees payable to the company's auditor for the audit of the
company's annual accounts

1

4 Employees

The Company had no employees and did not incur any employee costs during the period to 31 December 2015.

5 Directors' remuneration

The directors did not receive any remuneration for the services they provide to the Company during the period.

6 Taxation on loss on ordinary activities

2015
£'000

UK corporation tax

Current tax on losses for the period

-

Total current tax

-

Deferred tax

Origination and reversal of timing differences

-

Changes to tax rates

-

Taxation on loss on ordinary activities

-

The tax assessed for the period is higher than the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

2015
£'000

Loss on ordinary activities before tax

1

Loss on ordinary activities at the standard rate of
corporation tax in the UK of 20%

-

Effects of:

Expenses not deductible for tax purposes

-

Total tax charge for period

-

The aggregate current and deferred tax relating to items recognised in other comprehensive income is a charge of £nil.

No deferred tax balances were recognised as at 31 December 2015 (31 March 2015: £nil).

Our Power (Energy) Limited

Notes forming part of the financial statements
for the 9-month period ended 31 December 2015 (*continued*)

7 Fixed asset investments

	2015 £'000
Investment in subsidiaries	145
	<hr/> 145 <hr/>

Interest in subsidiaries

Our Power (Energy) Limited holds 100% of the ordinary share capital of the following company incorporated in England and Wales:

Name	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held	Nature of business
<i>Our Power Energy Supply Limited</i>	<i>England and Wales</i>	<i>100%</i>	<i>Energy</i>

This company is currently in the start-up phase and has deficiencies of assets of £913,000 but has commenced trading and is currently seeking second stage funding.

8 Creditors: amounts falling due within one year

	2015 £'000
Amounts owed to Group undertakings	135
Accruals and deferred income	11
	<hr/> 146 <hr/>

Amounts owed to group consist of sums borrowed to facilitate the purchase of the subsidiary. No interest is payable on balances as amounts are payable on demand.

Our Power (Energy) Limited

Notes forming part of the financial statements
for the 9-month period ended 31 December 2015 (*continued*)

9 Share capital

	2015 £
<i>Allotted, called up and fully paid</i>	
1 ordinary share of £1	1
	<u>1</u>

	Ordinary shares of £1 each Number	£
In issue at incorporation on 17 March 2014	1	1
	<u>1</u>	<u>1</u>
In issue at 31 December 2015	1	1
	<u>1</u>	<u>1</u>

10 Commitments under operating leases

The company had no commitments under non-cancellable operating leases as at the balance sheet date.

11 Related party transactions

The parent entity Our Power Community Benefit Scheme Limited holds 100% of the share capital in the Company.

During the year, the company borrowed £135,000 from Our Power Community Benefit Society Limited to fund the purchase of its subsidiary. The year-end balance is:

	2015 £'000
Amounts due to parent entity	135
	<u>135</u>

12 Post Balance Sheet events

There are no material post balance sheet events to report.

13 Ultimate Controlling party

Our Power Community Benefit Society Limited is the ultimate controlling party of the Company. These financial statements of the Company, which are publicly available at Companies House, are included in the group consolidated financial statements headed by Our Power Community Benefit Society Limited, which are publicly available at the FCA.