YSF Energy Centres Limited

Annual report and financial statements

Registered number 12859310

For the period 1 April 2021 to 31 March 2022

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General information

Company registration number	12859310
Registered office	5 Myrtle Street Liverpool L7 7DN
Directors	David Kipling Bay Downing (appointed 25 May 2021)

Directors' report

The directors present their report together with the financial statements for the period from 1 April 2021 to 31 March 2022.

Principal activities

The company's principal activity is that of operating an energy centre to provide power to its customer.

Business review

The company commenced trading during this financial year.

The directors believe the future prospects of the company to be satisfactory.

The directors do not recommend payment of a dividend in the year.

Directors

The directors who held office during the period and at the date of this report were as follows:

David Kipling

Bay Downing (Appointed 25 May 2021)

Disclosure of information

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant information omitted from these accounts; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant information.

Group Progress

The Company is part of the On-Site Energy Group based in Guernsey. An overview of the UK activities of the group is set out below:

Group Overview - year ended 31 March 2022

Group - UK turnover	£ 1,143,217
Group - UK EBITDA	£ 166,466
Group - UK Gross Assets	£ 19,476,343
Group - UK Net Assets	£ 4,671,996

Auditor

No auditor is required to be appointed.

Approved by the Board of Directors on 29 March 2023 and is signed on its behalf by:

Bay Downing
Director

Statement of directors' responsibilities in respect of the Directors' report and the financial statements

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 they 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 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 estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- 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 (Guernsey) Law, 2008. 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.

Income statement

For the period of 1 April to 31 March 2022

	2022	2021
	£	£
Turnover	**89,635**	-
Cost of sales	**(30,531)**	-
Gross margin	**59,103**	-
Administrative expenses	**(1,839)**	-
Operating result	**57,264**	-
Interest payable and similar charges	**-**	-
Profit before taxation	**57,264**	-
Tax on result	**-**	-
Result for the financial period	**57,264**	-

All operations are classed as continuing.

Balance sheet

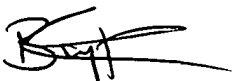
At 31 March

	Note	2022 £	2021 £
Fixed assets			
Assets under construction	2	**348,240**	612,378
Tangible assets	3	**3,352,959**	-
Current assets			
Debtors	4	**371,013**	1
Creditors: amounts falling due within one year	5	**(3,302,394)**	-
Net current (liabilities)/assets		**(2,931,381)**	1
Creditors: amounts falling due after one year	6	**(400,000)**	(612,378)
Net assets		**369,818**	1
Capital and reserves			
Called up ordinary share capital	7	**1**	1
Other reserves	8	**312,553**	-
Profit and loss account	8	**57,264**	-
Shareholders' funds		**369,818**	1

For the financial year in question the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

These financial statements were approved by the board of directors on 29 March 2023 and were signed on its behalf by:



Bay Downing
Director
Company registered number: 12859310

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of accounting

YSF Energy Centres Limited (the "company") is a company limited by shares and incorporated and domiciled in the UK. Its registered address is 5 Myrtle Street, Liverpool, Merseyside, L7 7DN.

The financial statements of YSF Energy Centres Limited were prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the requirements of the Companies Act 2006. The disclosure requirements of section 1A of FRS102 have been applied other than where additional disclosure is required to show a true and fair view.

The presentation currency of these financial statements is sterling.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Going concern

The financial statements have been prepared on a going concern basis. The directors consider the going concern basis of preparation to be appropriate as the company has adequate access to financial resources to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases;

Energy generation equipment	10 years straight line

Assets under construction

Assets under construction are stated at cost less provision for impairment.

Finance costs

Finance costs directly attributable to the acquisition and construction of the energy generation equipment which are assets that necessarily take a substantial amount of time to get ready for their intended use are added to the cost of those assets within assets under construction, until such a time as the completion certificate for the project is signed by the company and its customer.

All other finance costs are recognised in the profit and loss account in the period in which they are incurred.

Notes *(continued)*

1 Accounting policies *(continued)*

Taxation

The tax expense represents the sum of the current tax expense and deferred tax expense. Current tax assets are recognised when tax paid exceeds the tax payable.

Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Significant judgements and estimates

The directors do not believe that in the preparation of the financial statements management have been required to make judgements, estimates or assumptions in applying the accounting policies that would significantly affect the reported amounts of assets and liabilities, income and expense.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets and liabilities

Basic financial assets and liabilities, which include other debtors and creditors, are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Equity instruments

Equity instruments issued by the company are recorded at the fair value of proceeds received, net of transaction costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

Notes *(continued)*

2 Assets under construction

	2022 £	2021 £
Cost		
At beginning of period	612,378	-
Additions	3,088,821	612,378
Transferred to tangible fixed assets	(3,352,959)	-
At 31 March	**348,240**	612,378

The assets under construction are held at cost.

3 Tangible fixed assets

	Energy generation equipment £
Cost	
At 1 April 2021	-
Transfers during the year from assets under construction (note 2)	3,352,959
At 31 March 2022	**3,352,959**
Depreciation	
At 1 April 2021	-
Charge for the year	-
At 31 March 2022	**-**
Net book value	
At 31 March 2022	**3,352,959**
At 31 March 2021	-

Notes *(continued)*

4 Debtors

	2022 £	2021 £
Trade debtors	**107,561**	-
Other debtors	**46,364**	-
Amount due from group undertakings	**217,088**	1
	371,013	1

The amounts due from group undertakings are interest free and repayable on demand.

5 Creditors: amounts falling due within one year

	2022 £	2021 £
Trade creditors	**78,972**	-
Amount owed to group undertakings	**3,223,422**	-
	3,302,394	-

Included within amounts owed to group undertakings is a loan of £2,210,222 which bears interest at a rate of 12% per annum and is repayable on demand. The remainder of the balance owed to group undertakings is interest free and repayable on demand.

6 Creditors: amounts falling due after one year

	2022 £	2021 £
Amount owed to group undertakings	**-**	612,378
Share capital treated as debt	**400,000**	-
	400,000	612,378

7 Called up share capital

	2022 £	2021 £
Called up, allotted and unpaid		
Ordinary shares of £1 each	1	1

	2022 £	2021 £
Shares classified as debt		
400,000 Redeemable preference shares of £1 each	**400,000**	-

Notes *(continued)*

7 Called up share capital *(continued)*

The £1 redeemable preference shares were issued on 30 March 2022 with a fixed rate coupon of 9% per annum, compounding.

The preference shares are redeemable on a sale of the company or on the appointment of a receiver, liquidator or administrator. Otherwise, there is no fixed redemption date. The company may however, with the consent of more than 50% of the preference shareholders, redeem preference shares at its own discretion, in accordance with the terms of the Articles.

8 Other reserves

	Other reserves		Profit and loss reserves	
	2022	2021	**2022**	2021
	£	£	**£**	£
At the beginning of period	-	-	-	-
Capital contribution	312,553	-	-	-
Result of the financial period	-	-	57,264	-
At 31 March 2022	**312,553**	**-**	**57,264**	**-**

The capital contribution arises from the release of debt owing to group undertakings whilst under the company's previous ownership. Other reserves are distributable

9 Controlling and related party transactions

At the beginning of the period, the company's immediate parent undertaking was Onsite Energy Projects Limited, a company incorporated in the UK. On 25 May 2021, the company was acquired by On-Site Energy Holdings Ltd (registered in Guernsey with number 69217). On-Site Energy Holdings Ltd is 100% owned by On-Site Energy Group Ltd (registered in Guernsey with number 69218).

As the company is a wholly owned subsidiary of On-Site Energy Holdings Limited, the company has taken advantage of the exemption contained in FRS 102.33.1A and therefore has not disclosed transactions or balances with entities which form part of the group headed by On-Site Energy Group Limited.

Since 25 May 2021, it is the directors' view that the ultimate controlling party is G M Downing.

10 Financial commitments, guarantees and contingent liabilities

At the year end, the company was party to a composite guarantee and debenture dated 25 May 2021 in favour of Downing Investments Limited, a company registered in Guernsey and owned by G M Downing, regarding a deep discount bond with nominal value of £4,562,625 issued by On-Site Energy Holdings Limited to Downing Investments Limited and a loan facility of £50,000 granted to On-Site Energy Limited, a group company, by Downing Investments Limited.

The charge was subsequently released by Downing Investments Limited on 26 May 2022. On 23 December 2022, the company became party to a fixed and floating charge in favour of Siemens Financial Services Limited on the refinancing of its funding facilities.