

Sindicatum Carbon Capital Services Limited

Company Registration Number 06245343

Annual Report and Financial Statements

For the year ended 31 December 2012

MONDAY



L24 30/09/2013 #49
COMPANIES HOUSE

**Sindicatum Carbon Capital Services Limited
Annual Report and Financial Statements
For the year ended 31 December 2012**

Director and Advisers

Director

R Driscoll (appointed on 28 February 2012)

Company Secretary

N Kelly

Company registration number

06245343 (incorporated in England and Wales)

Registered office

25 Eccleston Place
London
SW1W 9NF

Independent Auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

Bankers

HSBC Bank plc
8 Canada Square
London
E15 5HQ

Sindicatum Carbon Capital Services Limited
Annual report and Financial Statements
For the year ended 31 December 2012

Contents	Page(s)
• Director's Report	1 - 2
• Independent Auditors' Report	3
• Statement of Comprehensive Income	4
• Statement of Financial Position	5
• Statement of Cash Flows	6
• Statement of Changes in Equity	7
• Notes to the financial statements	8 - 23

**Sindicatum Carbon Capital Services Limited
Director's Report
For the year ended 31 December 2012**

The Director presents his report and audited financial statements of the Company for the year ended 31 December 2012

Business review

The net loss for the year ended 31 December 2012 was £28,029 (2011 £199,177) As at 31 December 2012, the total assets of the Company were £3,671,713 (2011 £3,015,778) and its net liabilities amounted to £2,076,019 (2011 £2,047,990)

Principal activities

The principal activity of the Company is to provide services to Group companies in the development of projects which reduce greenhouse gas emissions

Future developments

With the corporate reorganisation, services demanded of the Company by other Group companies in the current year continued to be reduced

Principal risks

The principal business risk and uncertainties affecting the Company are considered to relate to the level of demand of services and the recoverability of its costs from other Group companies Its overall risk management programme is covered in more detail in Note 20 of the financial statements

Key performance indicators ("KPI")

Given the straightforward nature of the business, the Company's Director is of the opinion that analysis using KPIs other than profit is not necessary for an understanding of the development, performance or position of the business

Results and dividends

The results for the year are set out on page 4

The Director does not recommend the payment of dividend (2011 nil)

Directors

The following Directors have held office during the year and up to the date of signing the financial statements

N Kelly	(resigned on 25 September 2013)
R Mackenzie-Smith	(resigned on 28 February 2012)
R Driscoll	(appointed on 28 February 2012)

Third party indemnity provisions

There were no qualifying third party indemnity provisions in place to the benefit of any Directors of the Company at any time within the financial year or to the date of this report

Going concern

As at 31 December 2012, the Company is in a net liability position The immediate holding corporation has undertaken to provide continuing financial support to enable the Company to meet its obligations as and when they fall due Accordingly, the financial statements have been prepared on a going concern basis

Sindicatum Carbon Capital Services Limited
Director's Report
For the year ended 31 December 2012 (continued)

Director's statement as to disclosure of information to the auditors

In accordance with the provisions of section 418(2) of the Companies Act 2006 and after having made enquiries and of the Company's auditors, the director who is in office at the date the director's report is approved, confirms that

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- (b) he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information

Statement of director's responsibilities

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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the director 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 director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European Union have been followed, subject to any material departures disclosed in the financial statements,
- 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. The director 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.



R Driscoll
Director

27 September 2013

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SINDICATUM CARBON CAPITAL SERVICES LIMITED

We have audited the financial statements of Sindicatum Carbon Capital Services Limited for the year ended 31 December 2012 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flows, the Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

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 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.

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.

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 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. 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 company's affairs as at 31 December 2012 and of its loss and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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



Mark Jordan (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

30-9-13

Sindicatum Carbon Capital Services Limited
Statement of Comprehensive Income
For the year ended 31 December 2012

	Note	2012 £	2011 £
Revenue	6	687,016	1,623,201
Operating costs	21	<u>(638,084)</u>	<u>(1,727,483)</u>
Operating profit/(loss)		48,932	(104,282)
Non-operating losses	9	(18,410)	(108,483)
Finance income	7	-	84,192
Finance costs	7	<u>(58,551)</u>	<u>(70,604)</u>
Loss on ordinary activities before taxation	8	(28,029)	(199,177)
Income tax expense	11	<u>-</u>	<u>-</u>
Loss and total comprehensive loss for the year		<u>(28,029)</u>	<u>(199,177)</u>

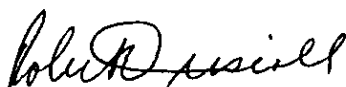
The notes on pages 8 to 23 are an integral part of these financial statements

Sindicatum Carbon Capital Services Limited
Statement of Financial Position
As at 31 December 2012

	Note	2012 £	2011 £
Assets			
Non-current assets			
Property, plant and equipment	10	-	22,539
Intangible assets	12	-	-
Investment	22	1	1
Total non-current assets		<u>1</u>	<u>22,540</u>
Current assets			
Trade and other receivables	13	3,664,683	2,985,843
Cash and cash equivalents	14 1	7,029	7,395
Total current assets		<u>3,671,712</u>	<u>2,993,238</u>
Total assets		<u>3,671,713</u>	<u>3,015,778</u>
Equity and liabilities			
<i>Capital and reserves</i>			
Issued capital	15	500	500
Contribution from parent reserve		3,231,048	3,231,048
Accumulated losses		(5,307,567)	(5,279,538)
Total equity		<u>(2,076,019)</u>	<u>(2,047,990)</u>
Current liabilities			
Trade and other payables	16	5,747,732	5,063,768
Total current liabilities		<u>5,747,732</u>	<u>5,063,768</u>
Total equity and liabilities		<u>3,671,713</u>	<u>3,015,778</u>

The notes on pages 8 to 23 are an integral part of these financial statements

The financial statements on pages 4 to 7 were authorised for issue by the Director



R Driscoll
Director

Company Registration Number 06245343

Sindicatum Carbon Capital Services Limited
Statement of Cash Flows
For the year ended 31 December 2012

	Note	2012 £	2011 £
Cash flows from operating activities			
Loss for the year after tax		(28,029)	(199,177)
Interest income		-	(63)
Depreciation		31	28,369
Loss on disposal of fixed assets		16,500	-
Interest charged by immediate holding corporation		54,442	70,604
Expense in respect of equity-settled share-based payments		-	175,350
Write off of intra-group debts		18,410	108,483
Movement in working capital			
Trade and other receivables		(716,827)	(2,833,921)
Trade and other payables		649,099	2,277,116
Net cash used in operating activities		<u>(6,374)</u>	<u>(373,239)</u>
Cash flows from investing activities			
Interest received on cash and cash equivalents		-	63
Additions to property, plant and equipment		-	(541)
Proceeds from disposal of fixed assets		6,008	-
Net cash generated from/(used in) from investing activities		<u>6,008</u>	<u>(478)</u>
Net decrease in cash and cash equivalents		(366)	(373,717)
Cash and equivalents at the beginning of the financial year		7,395	381,112
Cash and cash equivalents at the end of the financial year	14 1	<u>7,029</u>	<u>7,395</u>

Sindicatum Carbon Capital Services Limited
Statement of Changes in Equity
For the year ended 31 December 2012

	Issued capital £	Contribution from parent reserve £	Accumulated losses £	Total £
Balance at 1 January 2011	500	3,075,596	(5,080,361)	(2,004,265)
Loss and total comprehensive loss for the year	-	-	(199,177)	(199,177)
Transactions with owners				
Share-based payments expenses	-	155,452	-	155,452
Balance at 31 December 2011	500	3,231,048	(5,279,538)	(2,047,990)
	Issued capital £	Contribution from parent reserve £	Accumulated losses £	Total £
Balance at 1 January 2012	500	3,231,048	(5,279,538)	(2,047,990)
Loss and total comprehensive loss for the year	-	-	(28,029)	(28,029)
Balance at 31 December 2012	500	3,231,048	(5,307,567)	(2,076,019)

Sindicatum Carbon Capital Services Limited
Notes to the financial statements
For the year ended 31 December 2012

1. General information

Sindicatum Carbon Capital Services Limited (the "Company") is a private limited company, which is incorporated and domiciled in England and Wales. The Company is a wholly owned subsidiary of Sindicatum Sustainable Resources Management Pte Limited, a company incorporated in Singapore, as at 31 December 2012.

The Company financial statements were authorised for issue by the Director on 27 September 2013.

2. Basis of preparation

The financial statements have been prepared on the historical cost basis in accordance with EU Endorsed IFRS standards and the company's interpretation of IFRIC standards, the Companies Act 2006 as applicable to companies using IFRS. The principal accounting policies have been consistently applied in all periods presented and are set out below.

Going concern

As at 31 December 2012 and 2011, the Company is in a net liability position. The immediate holding corporation has undertaken to provide continuing financial support to enable the Company to meet its obligations as and when they fall due. Accordingly, the financial statements have been prepared on a going concern basis.

3. Adoption of new and revised standards

(a) New and amended standards adopted by the Company

There are no IFRSs or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 1 January 2012 that would be expected to have a material impact on the Company.

(b) New standards, amendments and interpretations that are potentially relevant to the Company issued but not effective for the financial year beginning 1 January 2012 (and in some cases not yet adopted by the EU) and not early adopted

- IAS 12, 'Income taxes – on deferred tax'
- IFRS 9, 'Financial instruments'
- IFRS 12, 'Disclosures of interests in other entities'
- IFRS 13, 'Fair value measurement'
- IAS 27 (Revised 2011), 'Separate financial statements'
- IAS 28 (revised 2011), 'Investments in associates and joint ventures'
- Amendment to IAS 1, 'Financial statement presentation – regarding other comprehensive income'
- Amendments to IAS 32, 'Financial instruments Presentation – Offsetting Financial assets and financial liabilities'
- Amendments to IFRS 7, 'Financial instruments Disclosure – Offsetting financial assets and financial liabilities'
- Annual improvements to IFRSs 2009-2011
- Recoverable amount disclosures for non-financial assets (Amendments to IAS 36)
- IFRIC 21, 'Levies'

The Director anticipates that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Company.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

4 Accounting policies

Taxation

Current and deferred income taxes are recognised as income or expenses in profit or loss, except to the extent that the tax arises from a transaction which is recognised directly in equity

Current tax is based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Intangible assets

Intangible assets are stated at cost less accumulated amortisation and impairment losses.

The Company holds a five year licence and amortises this over the period of the license with no residual value.

Property, plant and equipment

Property, plant and equipment are recorded at cost less depreciation in accordance with the recognition criteria detailed in IAS 16, Property Plant and Equipment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life. The depreciation rates applied are:

Leasehold improvement	25% Straight Line
Plant, furniture and office equipment	between 10% - 25% Straight Line
IT equipment	25% Straight Line

Impairment of property, plant and equipment and intangible assets excluding goodwill

At each balance sheet date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Non-financial assets which have suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Leases

Leases of offices where substantially all risks and rewards incidental to ownership are retained by the lessors are classified as operating leases. Payments made under operating leases are recognised in the statement of comprehensive income on a straight line basis over the period of the lease.

Share based payments

The Company operates a number of equity-settled share based compensation plans. The fair value of the employee services received in exchange for the grant of the option is recognised as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted at each balance sheet date, when the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revisions to original estimates, if any, in the statement of comprehensive income, with a corresponding adjustment to equity. Where an employee primarily employed by the company at the balance sheet date has share options a contribution from parent is shown to reflect the charge along with a corresponding charge in the statement of comprehensive income.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

4. Accounting policies (continued)

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates (the "functional currency") The financial statements are presented in Great British Pounds, which is the Company's functional and presentation currency

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income

The exchange rate used as at 31 December 2012 was £1 US \$1 61695 (2011 US \$1 53992)

Financial instruments

Financial assets and liabilities are recognised on the balance sheet when the Company becomes a party to the contractual provisions of the instrument There are no assets or liabilities classified as "fair value through profit and loss"

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables

Trade payables

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method

Cash and cash equivalents

Cash and cash equivalents comprise cash and deposits held on call with banks

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of services in the ordinary course of the company's activities Revenue is shown net of value-added tax and returns

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the activities described below The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale have been resolved

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

5. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

Share based payments

The Company's accounting policy for share based payments is stated in Note 4. The fair value of equity settled share-based payments is partly determined from estimates of factors such as lapse rates and achievement of performance conditions.

Deferred tax and income taxes

Management has estimated the likely value of deferred assets in respect of trading losses. There are many transactions and calculations for which the ultimate tax determination is uncertain. The Company recognises liabilities and assets for anticipated tax audit issues based on estimates on whether additional taxes will be due.

6. Revenue

	2012 £	2011 £
Revenue from the rendering of services (Note 24)	687,016	1,623,201

7. Finance income and costs

	2012 £	2011 £
Interest charged by immediate holding corporation (Note 24)	(54,442)	(70,604)
Net foreign exchange (loss)/gain	(4,109)	84,129
Interest income (Note 14.2)	-	63
Net finance (costs)/income	(58,551)	13,588

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

8. Loss before income tax expense

	2012	2011
Loss for the year has been arrived at after charging	£	£
Depreciation of property, plant and equipment	31	28,369
Employee costs (Note 8.1)	434,729	1,125,950
Professional fees	17,283	48,542
Audit fees	3,400	16,500

8.1. Employee costs

Wages and salaries	386,944	813,486
Social security costs	35,944	83,372
Other benefits	11,841	73,640
Equity-settled share-based payments (Note 23)	-	155,452
	434,729	1,125,950

A charge of nil was made to the statement of comprehensive income for the year ended 2012 (2011 £72,229) for share based payments of which Directors, principally employed by the Company are beneficiaries (Note 23)

9. Non-operating losses

During the year, the Board of Directors of the Company has deemed the receivable balance due from Sindicatum Carbon Technology ("SCT") Limited (2011 SCC International Limited) as irrecoverable because SCT Limited (2011 SCC International Limited) has been liquidated during the year. As such, the Company wrote off the balance in full.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

10. Property, plant and equipment

	Leasehold improvement	Plant, furniture and office equipment	IT equipment	Total
	£	£	£	£
Cost				
Balance at 1 January 2011	7,587	312,617	72,910	393,114
Additions	-	-	541	541
Balance at 31 December 2011	7,587	312,617	73,451	393,655
Accumulated depreciation				
Balance at 1 January 2011	(3,327)	(279,760)	(59,660)	(342,747)
Depreciation	(1,897)	(14,741)	(11,731)	(28,369)
Balance at 31 December 2011	(5,224)	(294,501)	(71,391)	(371,116)
Net Book Value at 1 January 2011	4,260	32,857	13,250	50,367
Net Book Value at 31 December 2011	2,363	18,116	2,060	22,539

	Leasehold improvement	Plant, furniture and office equipment	IT equipment	Total
	£	£	£	£
Cost				
Balance at 1 January 2012	7,587	312,617	73,451	393,655
Disposals	(7,587)	(312,617)	(44,239)	(364,443)
Balance at 31 December 2012	-	-	29,212	29,212
Accumulated depreciation				
Balance at 1 January 2012	(5,224)	(294,501)	(71,391)	(371,116)
Depreciation	-	(31)	-	(31)
Disposals	5,224	294,532	42,179	341,935
Balance at 31 December 2012	-	-	(29,212)	(29,212)
Net Book Value at 1 January 2012	2,363	18,116	2,060	22,539
Net Book Value at 31 December 2012	-	-	-	-

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

11. Income tax expense

	2012	2011
	£	£
Current tax:		
Current corporation tax charge	-	-

Factors affecting the tax charge for the year

The tax assessed for the year is higher (2011 higher) than the standard rate of corporation tax in the UK of 24.5% (2011 26%). The differences are explained below

	2012	2011
	£	£
Loss before taxation	(28,029)	(199,177)
Tax on loss before taxation at the standard corporation tax rate of 24.5% (2011 26%)	(6,867)	(51,786)
Effect of		
Non deductible expenses	4,518	45,591
Group relief to group undertakings	2,349	-
Unrecognised deferred tax asset	-	6,195
	6,867	51,786
Total current tax charge	-	-

Trading losses available to be carried forward amount to £684,761 (2011 £824,146)

Factors that may affect future tax charges:

The main rate of corporation tax in the UK reduced from 26% to 24% with effect from 1 April 2012. Accordingly, the company's profits for the accounting period to 31 December 2012 were taxed at an effective rate of 24.5%. A further rate reduction to 23% effective from 1 April 2013 was substantially enacted on 3 July 2012 and therefore any relevant deferred tax balances have been measured at this rate.

In addition to the changes in rates of Corporation tax disclosed above further changes to the UK Corporation tax rates were substantively enacted as part of the Finance Bill 2013 on 2 July 2013. These include reductions to the main rate to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015. As the changes had not been substantively enacted at the balance sheet date their effects are not included in these financial statements.

Deferred tax assets

At the year end the Company had a net potential deferred tax asset amounting to approximately £167,766 (2011 £214,278) due to timing differences between certain items for tax and accounting. As the Company has no history of profits, no deferred tax assets have been recognised to date.

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

12. Intangible assets

	Software £
Cost	
Balance at 1 January 2011 and 31 December 2011	<u>24,497</u>
Accumulated amortisation	
Balance at 1 January 2011 and 31 December 2011	<u>24,497</u>
Net book value at 1 January 2011 to 31 December 2011	<u>-</u>
	Software £
Cost	
Balance at 1 January 2012	24,497
Disposals	<u>(24,497)</u>
Balance at 31 December 2012	<u>-</u>
Accumulated amortisation	
Balance at 1 January 2012	24,497
Disposals	<u>(24,497)</u>
Balance at 31 December 2012	<u>-</u>
Net Book Value at 1 January 2012 and 31 December 2012	<u>-</u>

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

13. Trade and other receivables

	2012 £	2011 £
Receivables from ultimate holding corporation (Note 24)	20,735	4,823
Receivables from related corporations (Note 24)	3,638,382	2,909,928
Other receivables	2,380	13,443
Deposits	-	1,200
Prepayments	3,186	56,449
	<u>3,664,683</u>	<u>2,985,843</u>

Amounts receivables from ultimate holding corporation and Group companies are unsecured and repayable on demand. The net total amount owed carries an interest rate based on Bank of England base rate plus 2% calculated on the average balance each calendar month. All other receivables are due within one year of the balance sheet date and carry no interest.

14.1 Cash and cash equivalents

	2012 £	2011 £
Cash and bank balances	<u>7,029</u>	<u>7,395</u>

Cash is held at a bank with a credit rating of Aa3 (2011 Aa2)

14.2 Interest received on cash balances was kept by the Company and amounts to nil (2011 £63)

14.3 Currency split of cash and cash equivalents stated in GBP equivalents

	2012 £	2011 £
Great British Pounds	3,082	4,546
United States Dollars	1,719	524
Euros	2,228	2,325
Total	<u>7,029</u>	<u>7,395</u>

15. Issued capital

	Share capital	
	2012 £	2011 £
Issued 50,000 (2011 50,000) fully paid ordinary shares 1p	500	500
Authorised share capital 10,000,000 (2011 10,000,000) shares of 1p	<u>100,000</u>	<u>100,000</u>

The Company has only one class of share in issue and there were no new share issues within the year

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

16. Trade and other payables

	2012 £	2011 £
Trade payables	3,374	6,066
Payables to immediate holding corporation (Note 24)	4,841,222	4,567,871
Payables to related corporations (Note 24)	602,466	183,186
Other payables	282,901	281,222
Accruals	17,769	25,423
	<u>5,747,732</u>	<u>5,063,768</u>

The ageing of the trade payables is detailed below:

Current	-	5,016
0-30 Days	3,374	-
Over 90 Days	-	1,050
Total	<u>3,374</u>	<u>6,066</u>

The currency split of the trade payables (in GBP equivalents) was as follows:

	£	£
GBP	3,374	5,502
SGD	-	564
Total	<u>3,374</u>	<u>6,066</u>

The payables to group companies are unsecured and repayable on demand. The net total amount owed carries an interest rate based on Bank of England base rate plus 2% calculated on the average balance each calendar month.

17 Directors' emoluments

	2012 £	2011 £
Aggregate emoluments	<u>387,229</u>	<u>334,420</u>

The highest paid Director received remuneration of £208,683 within the year (2011 £219,224). Directors' emoluments comprise salary, bonus and other benefits. There were no pension contributions paid for Directors requiring disclosure.

18. Contingent assets and liabilities

The Company did not have any contingent assets or liabilities as at 31 December 2012 (2011 nil).

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

19. Commitments to expenditure

At 31 December 2012, there are no commitments under non-cancellable operating lease for land and buildings. At 31 December 2011, the Company had annual commitments under non-cancellable operating lease for land and buildings expiring as follows

	2012 £	2011 £
Within one year	-	31,875

20. Financial risk management

The Company carries out detailed risk management reviews to ensure that the risks are mitigated where possible. The director believes that the Company faces the following risks

(a) Fair values

For short-term bank deposits and cash and cash equivalents, all of which have a remaining maturity of less than three months, the nominal amount is considered to approximate fair value

For receivables and payables with a remaining life of less than six months or demand balances, the carrying value less impairment provision where appropriate is considered to approximate fair value. All other receivables and payables are discounted to fair value in the balance sheet

(b) Credit risk

The Company's business is conducted primarily with related companies. The related companies' payment profile and credit exposure are continuously monitored by management

The maximum exposure to credit risk is represented by the carrying amount of each trade receivable in the balance sheet

The Company holds cash and short-term bank deposits with approved financial institutions that have at least an investment grade credit rating. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet, as shown in the financial statements

None of the financial assets are past due and none are impaired

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

20. Financial risk management (continued)

(c) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. Liquid resources comprise of cash and cash equivalents. The Company's objectives when managing its liquid resources are

- to ensure that it will always have sufficient funds to meet its liabilities as they fall due,
- to have available the necessary financial resources to allow us to invest in areas that may deliver future benefits to the Group's portfolio and create value for shareholders, and
- to maintain sufficient financial resources to mitigate against risks and unforeseen events

At 31 December 2012 and 2011, the Company had minimal interest bearing liabilities. The Company's liquid resources are set out in the financial statements. The Company is dependent for liquidity on the support of its immediate holding corporation.

(d) Interest rate risk

Liquid funds are invested primarily in Great British Pounds, Euros and US dollars. The Company has loan receivables from and payables to group companies linked to the Bank of England base rate, which will affect the amount of net interest payable.

(e) Currency risk

British pounds, Euros, and US dollars are the primary currencies in which the Company conducts business. British pounds are used for planning and budgetary purposes and as the presentation currency for financial reporting.

The principal risks to which the Company is exposed are movements in the exchange rates of the Euro and the US dollar against the British pound. Owing to the composition of the currency of the Company's debtors and creditors as at 31 December 2012, a strengthening of the Pound against the US dollar by 1% would increase/(decrease) results after tax for the Company of approximately £3,787 (2011 (£388)), whereas a strengthening of the Pound against the Euro by 1% would increase results after tax for the Company of approximately £8,214 (2011 £6,063).

(f) Capital risk management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Company's overall strategy remains unchanged from the prior year.

In order to maintain or adjust the capital structure, the Company may adjust the amount of capital returned to shareholder, issue new shares or sell assets to reduce debt.

The Company is not subject to any externally imposed capital requirements.

(g) Financial instruments by category

The aggregate carrying amounts of loans and receivables and financial liabilities at amortised cost are as follows:

	2012 £	2011 £
Loans and receivables	3,668,526	2,936,789
Financial liabilities at amortised cost	5,747,732	5,063,768

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

21. Administrative costs

	2012 £	2011 £
Staff costs	434,729	1,125,950
Occupancy costs	85,053	294,254
Depreciation, amortisation and impairment charges	31	28,369
Marketing costs	5,435	20,952
Travel expenses	26,722	215,498
Professional fees	20,683	37,985
Other expenses	65,431	4,475
Total	<u>638,084</u>	<u>1,727,483</u>

These costs comprise administrative costs as reported in the statement of comprehensive income

22. Investment

Sindicatum Carbon Capital Services Limited holds one share in Sindicatum Carbon Capital India Pvt Ltd at the cost of £1 and one share in Sindicatum Carbon Capital (Thailand) Limited at the cost of THB10 (less than £1) The director believes that the carrying value of the investments is supported by their underlying net assets

23. Share based payments

Share options are granted to Directors and selected employees The notes below are in relation to Group A and Group B of the share option scheme

The options issued under the 2006 option scheme ("Group A") are over fully paid up shares in Sindicatum Carbon Capital Holdings Limited ("SCCH"), a UK based company and a wholly owned subsidiary of Sindicatum Sustainable Resources Management Pte Ltd These options were originally over shares in Sindicatum Carbon Capital Limited, but were modified on 30 May 2007 to options over SCCH as part of the group reorganisation

The options issued under the 2007, 2008 & 2009 option scheme ("Group B") are over unissued shares in SCCH The share options are denominated in British Pounds

In 2010, as part of the group restructuring, all share options over SCC H Ltd's shares were transferred over to options in Sindicatum Sustainable Resources Group Limited ("SSRG"), the ultimate holding corporation, incorporated in Cyprus

The vesting period on the share options is up to three years There are no performance based vesting conditions other than employees must still be in employment at the vesting date or, if not in employment at the vesting date, classified as a 'Good Leaver' The average period until exercise of the options has been calculated using management's best estimate of the effects of non-transferability, behaviour and market for shares of the option holders

The risk free rate of return has been determined by the market yield for the most comparable UK government bonds with average exercise periods outstanding similar to that of the options

The expense amount recognised in statement of comprehensive income in respect of share option expenses for the financial year was nil (2011 £155,452) This includes the provision made for its estimate of the likely income tax and national insurance costs where it anticipates these may be incurred as a result of the share option scheme

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

23. Share based payments (continued)

A Black Scholes option pricing model was used to determine the fair value of the share options at the grant date. The assumptions used to determine the fair values of share options at the grant dates were as follows:

	2012	2011
Total options outstanding	129,839	125,171
Method of Settlement	Equity	Equity
Contractual Life - from Grant Date	10 years	10 years
Weighted Average Share Price at Grant Date	£13.20	£50.00
Expected Volatility of Share Price (see below)	35%	61%
Risk Free Rate of Return	0.49%	0.48%
Employee Exit Rate	5%	5%
Average Period until Exercise from Date of Award	2 - 3 Years	2 - 3 Years
Dividend Yield	0%	0%

The volatility has been calculated by reference to the volatility of the daily share price of what are perceived as the most comparable listed companies for a four year period ended 31 December 2012 (2011 four year period ended 31 December 2011).

Details of the share option schemes movements and exercise prices during the financial year ended 31 December 2012 and 2011 were:

	Group A		Group B		Total
	Quantity	Weighted average price	Quantity	Weighted average price	
Balance at 1 January 2011	94,502	£1.60	60,669	£30.48	155,171
Transferred during the financial year	(21,000)	£0.01	(8,000)	£24.38	(29,000)
Forfeited during the financial year	-	-	(1,000)	£37.50	(1,000)
Outstanding at 31 December 2011	<u>73,502</u>	£2.05	<u>51,669</u>	£31.29	<u>125,171</u>
Balance at 1 January 2012	73,502	£2.05	51,669	£31.29	125,171
Transferred during the financial year	-	-	4,668	£35.00	4,668
Outstanding at 31 December 2012	<u>73,502</u>	<u>£2.05</u>	<u>56,337</u>	<u>£31.60</u>	<u>129,839</u>

At financial year end, 129,839 (2011: 125,171) options were exercisable.

The exercise period for the share options outstanding as at 31 December 2012 is between March 2016 to November 2018 (2011: March 2016 to November 2018). The range of exercise prices for share options outstanding as at 31 December 2012 was £0.01 to £37.50 (2011: £0.01 to £37.50).

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

24 Related party transactions

	Sales of services		Payments for interest and services	
	2012 £	2011 £	2012 £	2011 £
Immediate holding corporation				
Sindicatum Sustainable Resources Management Pte Limited	-	-	54,442	70,604
Related corporations				
Sindicatum Carbon Capital Limited	2,340	67,688	-	-
Sindicatum Carbon & Energy Management Limited	467,897	1,529,486	-	-
Sindicatum Carbon Capital (Asia) Limited	-	62	-	-
Sindicatum Carbon Capital Thailand Limited	-	3,438	-	-
Xentolar Holdings Limited	216,779	22,185	-	-
Verdeo Sindicatum Corp	-	342	-	-
	687,016	1,623,201	54,442	70,604
	Amounts owed by Group companies		Amounts owed to Group companies	
	2012 £	2011 £	2012 £	2011 £
Ultimate holding corporation				
Sindicatum Sustainable Resources Group Limited	20,735	4,823	-	-
Immediate holding corporation				
Sindicatum Sustainable Resources Management Pte Limited	-	-	4,841,222	4,567,871
Related corporations				
Sindicatum Carbon Capital Holdings Limited	4,007	3,238	-	-
Sindicatum Carbon Capital Limited	-	-	559,236	183,186
Sindicatum Carbon Capital (BVI) Limited	623	654	-	-
Sindicatum Carbon Capital India Pvt Limited	-	19,633	-	-
Verdeo Sindicatum Corp	14,777	10,509	-	-
Sindicatum Carbon & Energy Management Limited	3,098,317	2,711,965	-	-
Sindicatum Carbon Capital South East Asia Limited	195,584	61,250	-	-
PT Sindicatum Carbon Capital Indonesia	11,882	8,005	-	-
Sindicatum Carbon Technology Limited	-	7,436	-	-
Sindicatum Carbon Capital (Asia) Limited	-	65	43,230	-
Sindicatum Carbon Capital Thailand Limited	10,156	5,906	-	-
Sindicatum Carbon Capital China Limited	30,442	31,964	-	-
Xentolar Holdings Limited	239,352	23,702	-	-
Beijing Sindicatum Clean Energy Technology & Services Company Limited	33,242	23,765	-	-
Sindicatum Carbon Capital (CDM) Limited	-	1,836	-	-
	3,659,117	2,914,751	5,443,688	4,751,057

The above balances include payments made on behalf of Group companies and recharges of services to/from Group companies

Sindicatum Carbon Capital Services Limited
Notes to the financial statements (continued)
For the year ended 31 December 2012

25 Immediate and ultimate holding corporations

The Company's immediate holding corporation is Sindicatum Sustainable Resources Management Pte Limited, which owns 100% of the issued share capital of the Company

The Company's ultimate holding corporation was Sindicatum Sustainable Resources Group Limited, incorporated in Cyprus. On 30 June 2013, the ultimate holding corporation was changed to Sindicatum Sustainable Resources Pte Limited, incorporated in Singapore