

REGISTERED NUMBER: SC297087 (Scotland)

Audited Financial Statements For The Year Ended 31 December 2016

for

Vento Ludens Limited

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For The Year Ended 31 December 2016

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Vento Ludens Limited

Company Information
For The Year Ended 31 December 2016

DIRECTORS:

H Walz
T Weyer
F Lendowski

REGISTERED OFFICE:

12 South Charlotte Street
Edinburgh
EH2 4AX

REGISTERED NUMBER:

SC297087 (Scotland)

AUDITORS:

Robb Ferguson
Chartered Accountants & Statutory Auditors
Regent Court
70 West Regent Street
Glasgow
G2 2QZ

Vento Ludens Limited (Registered number: SC297087)

Balance Sheet
31 December 2016

	Notes	2016	2015
		£	£
FIXED ASSETS			
Tangible assets	4	842,676	619,383
Investments	5	<u>959,604</u>	<u>959,604</u>
		1,802,280	1,578,987
CURRENT ASSETS			
Debtors	6	2,901,310	3,947,720
Cash at bank and in hand		<u>25,869</u>	<u>1,214,642</u>
		2,927,179	5,162,362
CREDITORS			
Amounts falling due within one year	7	<u>99,842</u>	<u>146,567</u>
NET CURRENT ASSETS		2,827,337	5,015,795
TOTAL ASSETS LESS CURRENT LIABILITIES		4,629,617	6,594,782
CREDITORS			
Amounts falling due after more than one year	8	(661,011)	(535,851)
PROVISIONS FOR LIABILITIES		(30,412)	-
NET ASSETS		<u>3,938,194</u>	<u>6,058,931</u>
CAPITAL AND RESERVES			
Called up share capital		8,000	8,000
Retained earnings		<u>3,930,194</u>	<u>6,050,931</u>
SHAREHOLDERS' FUNDS		<u>3,938,194</u>	<u>6,058,931</u>

The financial statements have been prepared and delivered in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

In accordance with Section 444 of the Companies Act 2006, the Income Statement has not been delivered.

The financial statements were approved by the Board of Directors on 21 June 2017 and were signed on its behalf by:

T Weyer - Director

The notes form part of these financial statements

Notes to the Financial Statements
For The Year Ended 31 December 2016

1. **STATUTORY INFORMATION**

Vento Ludens Limited is a private company, limited by shares, registered in Scotland. The company's registered number and registered office address can be found on the Company Information page.

The presentation currency of the financial statements is the Pound Sterling (£).

2. **ACCOUNTING POLICIES**

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost basis except for the modification to fair value basis as specified in the accounting policies below.

Turnover

Turnover is stated net of VAT and trade discounts. Turnover from the sale of goods is recognised when the goods are physically delivered to the customer. Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the value of the consideration due.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures and fittings	- 15% on reducing balance
Computer equipment	- 33.33% on cost

Development costs are reclassified as costs of investment when the wind farm sites are completed. There is no depreciation charged on development costs as the sites are not yet operational.

Investments in subsidiaries

Investments are measured at cost less impairment as fair value cannot be reliably measured without undue cost or effort.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Current or deferred taxation assets and liabilities are not discounted.

Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. All exchange differences are included in the profit and loss account.

Notes to the Financial Statements - continued
For The Year Ended 31 December 2016

2. **ACCOUNTING POLICIES - continued**

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Group financial statements

The company is exempt from preparing group accounts. This is due to the fact that it is a small sized group as defined by the Companies Act 2006.

The financial statements present information about Vento Ludens Limited as an individual company and not as a group.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Pension contributions

The company operates a defined contribution pension scheme on behalf of its employees. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account in respect of pension costs and other post retirement benefits is the contributions payable in the period. Differences between contributions payable in the period and contributions actually paid are shown as accruals or prepayments in the balance sheet.

3. **EMPLOYEES AND DIRECTORS**

The average number of employees during the year was 13 (2015 - 15) .

4. **TANGIBLE FIXED ASSETS**

	Development costs £	Fixtures and fittings £	Computer equipment £	Totals £
COST				
At 1 January 2016	599,943	13,372	45,966	659,281
Additions	483,887	-	3,042	486,929
Disposals	<u>(255,180)</u>	<u>(2,093)</u>	<u>(11,115)</u>	<u>(268,388)</u>
At 31 December 2016	<u>828,650</u>	<u>11,279</u>	<u>37,893</u>	<u>877,822</u>
DEPRECIATION				
At 1 January 2016	-	5,599	34,299	39,898
Charge for year	-	1,166	6,248	7,414
Eliminated on disposal	<u>-</u>	<u>(1,051)</u>	<u>(11,115)</u>	<u>(12,166)</u>
At 31 December 2016	<u>-</u>	<u>5,714</u>	<u>29,432</u>	<u>35,146</u>
NET BOOK VALUE				
At 31 December 2016	<u>828,650</u>	<u>5,565</u>	<u>8,461</u>	<u>842,676</u>
At 31 December 2015	<u>599,943</u>	<u>7,773</u>	<u>11,667</u>	<u>619,383</u>

Notes to the Financial Statements - continued
For The Year Ended 31 December 2016

4. **TANGIBLE FIXED ASSETS - continued**

Development costs include legal and professional fees, material costs, consulting fees, project management and health and safety in relation to the construction of the wind farm sites.

5. **FIXED ASSET INVESTMENTS**

	Shares in group undertakings £
COST	
At 1 January 2016 and 31 December 2016	959,604
NET BOOK VALUE	
At 31 December 2016	959,604
At 31 December 2015	959,604

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Muirake Wind Farm Limited

Registered office:

Nature of business: Renewable energy provider

	%		
Class of shares:	holding		
Ordinary	79.00		
		31.12.16	31.12.15
		£	£
Aggregate capital and reserves		(877,629)	(500,548)
(Loss)/profit for the year		(177,081)	<u>353,565</u>

Edintore Wind Farm Limited

Registered office:

Nature of business: Renewable energy provider

	%		
Class of shares:	holding		
Ordinary	30.00		
		31.12.16	31.12.15
		£	£
Aggregate capital and reserves		2,959,453	2,381,002
Profit/(loss) for the year		578,451	<u>(33,886)</u>

Brown Muir Ventus Limited

Registered office:

Nature of business: Renewable energy provider

	%		
Class of shares:	holding		
Ordinary	100.00		
		31.12.16	31.12.15
		£	£
Aggregate capital and reserves		(702)	(103,066)
Profit/(loss) for the year		102,364	<u>(45,531)</u>

Notes to the Financial Statements - continued
For The Year Ended 31 December 2016

5. FIXED ASSET INVESTMENTS - continued

Lurg Hill Wind Farm Limited

Registered office:

Nature of business: Dormant

	%			
Class of shares:	holding			
Ordinary	100.00		31.12.16	31.12.15
			£	£
Aggregate capital and reserves			<u>100</u>	<u>100</u>

Kelburn Hydro Limited

Registered office:

Nature of business: Dormant

	%			
Class of shares:	holding			
Ordinary	80.00		31.12.16	31.12.15
			£	£
Aggregate capital and reserves			<u>100</u>	<u>100</u>

6. DEBTORS

	2016		2015
	£		£
Amounts falling due within one year:			
Other debtors	144,870		-
VAT	26,197		6,501
Prepayments and accrued income	12,010		25,396
	<u>183,077</u>		<u>31,897</u>
Amounts falling due after more than one year:			
Loans to subsidiary companies	2,718,233		3,915,823
Aggregate amounts	<u>2,901,310</u>		<u>3,947,720</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2016		2015
	£		£
Trade creditors	46,221		55,733
Social security and other taxes	23,249		32,782
Accrued expenses	30,372		58,052
	<u>99,842</u>		<u>146,567</u>

8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2016		2015
	£		£
Intercompany loan	661,011		535,851

Notes to the Financial Statements - continued
For The Year Ended 31 December 2016

9. **LEASING AGREEMENTS**

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2016	2015
	£	£
Within one year	32,125	58,058
Between one and five years	9,350	-
	<u>41,475</u>	<u>58,058</u>

10. **DISCLOSURE UNDER SECTION 444(5B) OF THE COMPANIES ACT 2006**

The Report of the Auditors was qualified on the following basis:

Basis for qualified opinion on financial statements

Similar to other companies involved in the development of renewable energy, the carrying value of development costs (£828,650) includes various sites at different stages of the planning and development process which, depending on whether planning permission is obtained, may or may not be recoverable in future. Therefore the reasonableness of the carrying value of development costs at the year end cannot be confirmed.

Janice Alexander (Senior Statutory Auditor)
for and on behalf of Robb Ferguson

11. **CONTINGENT LIABILITIES**

Vento Ludens Limited entered into a share pledge and assignation agreement with Norddeutsche Landesbank Girozentrale in respect of loans from Norddeutsche Landesbank Girozentrale to Edintore Wind Farm Limited. Under this agreement, the company is liable up to a maximum of the amount realised with the disposal of its shareholding or the value of its shareholding in Edintore Wind Farm Limited. Therefore a contingent liability of £760,415 exists.

12. **PENSION COMMITMENTS**

The company participated in a money purchase scheme during the year ended 31 December 2016. The contributions for the period totalled £51,293 (2015 - £55,714). No amounts were outstanding at 31 December 2016 or 31 December 2015.

13. **RELATED PARTY DISCLOSURES**

The amount due to Vento Ludens Holding GmbH, the intermediate parent company, is £682,131 (2015 - £551,618).

The amount due from Muirake Wind Farm, a subsidiary company, is £780,747 (2015 - £888,310).

The amount due from Edintore Wind Farm, a subsidiary company, is £1,937,486 (2015 - £1,853,991).

The amount due from Brown Muir Ventus Limited, a subsidiary company, is £1,162,522 (2015 - £1,173,522). The amount due has been provided in full in the current year as the directors consider this to be irrecoverable.

The amount due from Hydro Ludens Limited, a company with a common director, is £144,870 (2015 - nil).

14. **ULTIMATE CONTROLLING PARTY**

The controlling party is H Walz by virtue of his shareholding in HW Holding GmbH, being the ultimate parent company (incorporated in Germany).

Notes to the Financial Statements - continued
For The Year Ended 31 December 2016

15. **FIRST YEAR ADOPTION**

The company has adopted FRS 102 section 1A for the year ended 31 December 2016 and has restated the comparative figures from the prior year.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.