

REGISTERED NUMBER: 01653628 (England and Wales)

**Strategic Report, Report of the Directors and
Audited Financial Statements for the Year Ended 31 March 2017
for
AGRI-CHEMICALS LIMITED**

**Malde & Co
Chartered Certified Accountants
& Statutory Auditor
99 Kenton Road
Kenton Harrow
Middlesex
HA3 0AN**

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AGRI-CHEMICALS LIMITED

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for the year ended 31 March 2017**

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AGRI-CHEMICALS LIMITED

Strategic Report for the year ended 31 March 2017

The directors present their strategic report for the year ended 31 March 2017.

REVIEW OF BUSINESS

The Company is a diverse procurement and trading company and specialising in the petroleum oil products industry, the crude salt industry, ceramics and food industry (amongst others), with a focus on West African and East African markets.

PRINCIPAL RISKS AND UNCERTAINTIES

Risk is an accepted part of doing business. The directors are responsible for identifying the principal risks and to develop and monitor appropriate controls to manage these risks based on their judgement.

The main financial risk of the company relates to defaults by the company's overseas trade debtors, fluctuations in the interest rates and foreign exchange rates. The company also has risks in relation to the regulatory and political environment in which it operates. These risks are regularly reviewed by the directors and appropriate decisions made.

RESULTS AND PERFORMANCE

The results of the Company for the year, as set out on pages 7 to 17, show a profit on ordinary activities before tax of £15.7m (2016: £21.8m). The shareholders' funds of the Company total £20.6m (2016: £27.9m).

The performance of the Company during 2016/17 has continued to produce encouraging results despite a 23.98% drop in turnover amidst low crude oil prices and a recession in our West African markets. The procurement of and trading in petroleum oil products continues to be the largest source of revenue for the Company contributing to 80% of the Company's turnover. Our competitive pricing and disciplined management of the procurement process have produced a significant improvement in results this year despite the challenging West African environment. The non-petroleum revenues continue to improve contributing to over 16% of sales

BUSINESS ENVIRONMENT

The petroleum industry is a highly competitive and closed community, particularly in the midstream segment where our business is focused. Many companies offer similar coverage, giving rise to aggressive pricing. The impact of technology has been enormous and it is essential that we keep abreast of advances in this area.

A recession in Nigeria, the devaluation of the Naira and lack of foreign currency adds to the challenging business environment.

AGRI-CHEMICALS LIMITED

Strategic Report for the year ended 31 March 2017

STRATEGY

The Company's success is dependent on the proper selection, pricing and ongoing management of the procurement business it accepts. In the petroleum products business, we have continued to consolidate our position. We believe it is important to retain trading in AGO (gasoil), PMS (premium motor spirit) and expand our lube oils business to achieve maximum profitability in this highly competitive marketplace. We are also focusing on developing our non-petroleum segments, in particular procurement for the ceramics industry (full range of plant, machinery and spare parts), procurement for the crude salt (for manufacture of edible salt) industry and procurement for the food (full range of plant, machinery, spare parts and raw materials) industry, as a diversification measure.

The Company will continue to consolidate its position and concentrate its efforts on achieving maximum growth in its existing market segments. We aim to improve efficiency in all areas of our operations through cost reduction and more disciplined management. Customer service remains a top priority.

KEY PERFORMANCE INDICATORS

The Board monitors the progress of the company by reference to the following KPIs:

	2017	2016	
Turnover	£299.64m	£394.15 m	All market segments
Gross Profit %	4.80%	5.74%	Ratio of Gross Profit to Turnover
Operating Profit %	5.30%	5.58%	Ratio of Operating Profit to Turnover
Net Profit %	4.24%	4.42%	Ratio of Net Profit to Turnover
Return on Equity %	61.67%	62.48%	Ratio of Net income to Shareholder's Equity

FUTURE DEVELOPMENTS

With the assistance of trading finance from its bankers, the Company hopes to take advantage of challenging markets in West Africa. The company is strengthening and building new relationships with major suppliers in the oil industry to help it to meet the demand from its customers.

ON BEHALF OF THE BOARD OF DIRECTORS:



.....
Bhupendra S Kansagra - Secretary

Date: 6 July 2017

AGRI-CHEMICALS LIMITED

Report of the Directors for the year ended 31 March 2017

The directors present their report with the financial statements of the Company for the year ended 31 March 2017.

DIVIDENDS

Particulars of recommended dividends are detailed in note 8 to the financial statements.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 April 2016 to the date of this report.

Ramesh S Kansagra
Bhupendra S Kansagra

CHARITABLE DONATIONS

The company made charitable donations of £29,397 in the year.

DISCLOSURE IN THE STRATEGIC REPORT

To enable the assessment of how the Directors have performed their duty to promote the success of the company, the Companies Act 2006 requires the Directors to set out in the Strategic report a fair review of the business during the year, the position at the end of the year and a description of the principal risks and uncertainties facing the company.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Strategic Report, the Report of the Directors 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 financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained 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 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.

AGRI-CHEMICALS LIMITED

**Report of the Directors
for the year ended 31 March 2017**

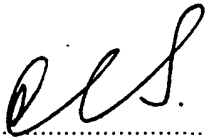
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director 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 auditors are aware of that information.

AUDITORS

Malde & Co are deemed to be reappointed as auditors in accordance with an elective resolution made under s.386 of the Companies Act 1985 which continues in force under Companies Act 2006.

ON BEHALF OF THE BOARD OF DIRECTORS:



.....
Bhupendra S Kansagra - Secretary

Date: 6 July 2017

Report of the Independent Auditors to the Members of Agri-Chemicals Limited

We have audited the financial statements of Agri-Chemicals Limited for the year ended 31 March 2017 on pages seven to seventeen. 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), including Financial Reporting Standard 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 a Report of the Auditors 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page three, 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.

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 Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'; 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 Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Report of the Independent Auditors to the Members of
Agri-Chemicals Limited**

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.



Kirankumar V Malde FCCA (Senior Statutory Auditor)
for and on behalf of Malde & Co
Chartered Certified Accountants
& Statutory Auditor
99 Kenton Road
Kenton Harrow
Middlesex
HA3 0AN

Date: 6 July 2017

AGRI-CHEMICALS LIMITED**Statement of Comprehensive Income
for the year ended 31 March 2017**


	Notes	2017 £	2016 £
TURNOVER	3	299,644,702	394,149,615
Cost of sales		<u>(285,261,756)</u>	<u>(371,513,746)</u>
GROSS PROFIT		14,382,946	22,635,869
Administrative expenses		<u>1,510,165</u>	<u>(640,169)</u>
OPERATING PROFIT	5	15,893,111	21,995,700
Interest receivable and similar income		<u>75,522</u>	<u>45,543</u>
		15,968,633	22,041,243
Interest payable and similar expenses	6	<u>(216,199)</u>	<u>(199,034)</u>
PROFIT BEFORE TAXATION		15,752,434	21,842,209
Tax on profit	7	<u>(3,032,452)</u>	<u>(4,408,168)</u>
PROFIT FOR THE FINANCIAL YEAR		12,719,982	17,434,041
OTHER COMPREHENSIVE INCOME		<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		<u>12,719,982</u>	<u>17,434,041</u>

The notes on pages 10 to 17 form part of these financial statements

AGRI-CHEMICALS LIMITED (REGISTERED NUMBER: 01653628)**Balance Sheet
31 March 2017**

	Notes	2017 £	2016 £
FIXED ASSETS			
Tangible assets	9	403,376	424,851
CURRENT ASSETS			
Debtors	10	81,146,242	85,081,738
Cash at bank and in hand		<u>231,515</u>	<u>954,265</u>
		81,377,757	86,036,003
CREDITORS			
Amounts falling due within one year	1 1	(61,150,271)	(58,547,830)
NET CURRENT ASSETS		<u>20,227,486</u>	<u>27,488,173</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		20,630,862	27,913,024
PROVISIONS FOR LIABILITIES	14	<u>(3,874)</u>	<u>(6,018)</u>
NET ASSETS		<u>20,626,988</u>	<u>27,907,006</u>
CAPITAL AND RESERVES			
Called up share capital	15	5,000	5,000
Retained earnings	16	<u>20,621,988</u>	<u>27,902,006</u>
SHAREHOLDERS' FUNDS		<u>20,626,988</u>	<u>27,907,006</u>

The financial statements were approved and authorised for issue by the Board of Directors on 6 July 2017 and were signed on its behalf by:



 Bhupendra S Kansagra - Director

The notes on pages 10 to 17 form part of these financial statements

AGRI-CHEMICALS LIMITED**Statement of Changes in Equity
for the year ended 31 March 2017**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 April 2015	5,000	30,467,965	30,472,965
Changes in equity			
Dividends	-	(20,000,000)	(20,000,000)
Total comprehensive income	<u>-</u>	<u>17,434,041</u>	<u>17,434,041</u>
Balance at 31 March 2016	<u>5,000</u>	<u>27,902,006</u>	<u>27,907,006</u>
Changes in equity			
Dividends	-	(20,000,000)	(20,000,000)
Total comprehensive income	<u>-</u>	<u>12,719,982</u>	<u>12,719,982</u>
Balance at 31 March 2017	<u>5,000</u>	<u>20,621,988</u>	<u>20,626,988</u>

The notes on pages 10 to 17 form part of these financial statements

AGRI-CHEMICALS LIMITED

Notes to the Financial Statements for the year ended 31 March 2017

1. STATUTORY INFORMATION

Agri-Chemicals Limited is a private company, limited by shares, registered in England and Wales. The company's registered number is 01653628 and its registered office address is Portland House, 69-71 Wembley Hill Road, Wembley, Middlesex, HA9 8BU.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with 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 convention.

Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirement of Section 33 Related Party Disclosures paragraph 33.7.

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statements of Solai Holdings Ltd which can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

Related party exemption

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Turnover

Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

2. ACCOUNTING POLICIES - continued

Tangible fixed assets and depreciation

All fixed assets are initially recorded at cost.

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

Freehold property	- 2% on cost
Fixtures and fittings	- 20% on reducing balance
Motor vehicles	- 25% on reducing balance

Taxation

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

Current or deferred taxation assets and liabilities are not discounted.

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

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.

Foreign currencies

The functional currency of the company is considered to be US Dollars because that is the currency of the primary economic environment in which the company operates. The financial statements are presented in Pounds Sterling, being the currency in which the company's parent prepares consolidated accounts.

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. ACCOUNTING POLICIES - continued

Financial instruments

A financial asset or a financial liability is recognised only when the entity becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

3. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the Company.

An analysis of turnover by geographical market is given below:

	2017 £	2016 £
United Kingdom	16,708,814	63,973,271
Africa	<u>282,935,888</u>	<u>330,176,344</u>
	<u>299,644,702</u>	<u>394,149,615</u>

4. EMPLOYEES AND DIRECTORS

There were no staff costs or directors' remuneration for the year ended 31 March 2017 and for the year ended 31 March 2016.

All personnel working for the company are employed by a fellow subsidiary company who charge a management fee which includes the staff costs incurred.

AGRI-CHEMICALS LIMITED

Notes to the Financial Statements - continued for the year ended 31 March 2017

5. OPERATING PROFIT

The operating profit is stated after charging/(crediting):

	2017 £	2016 £
Depreciation - owned assets	21,475	30,088
Foreign exchange differences	<u>(4,801,080)</u>	<u>(1,980,126)</u>

A fellow subsidiary bears the cost of the company's audit fee. It recharges the cost to the company through the management charge.

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	2017 £	2016 £
Bank overdraft interest	194,160	101,630
Bank loan interest	21,639	97,404
Other interest payable	<u>400</u>	<u>-</u>
	<u>216,199</u>	<u>199,034</u>

7. TAXATION

Analysis of the tax charge

The tax charge on the profit for the year was as follows:

	2017 £	2016 £
Current tax:		
UK corporation tax	3,230,000	4,407,455
Adjustment in respect of prior years	<u>(195,404)</u>	<u>(5,305)</u>
Total current tax	3,034,596	4,402,150
Deferred tax	<u>(2,144)</u>	<u>6,018</u>
Tax on profit	<u>3,032,452</u>	<u>4,408,168</u>

UK corporation tax has been charged at 20%.

AGRI-CHEMICALS LIMITED

Notes to the Financial Statements - continued for the year ended 31 March 2017

7. TAXATION - continued

Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is lower than the standard rate of corporation tax in the UK.
The difference is explained below:

	2017 £	2016 £
Profit before tax	<u>15,752,434</u>	<u>21,842,209</u>
Profit multiplied by the standard rate of corporation tax in the UK of 20% (2016 - 20%)	3,150,487	4,368,442
Effects of:		
Expenses not deductible for tax purposes	9,376	8,229
Adjustments to tax charge in respect of previous periods	(195,204)	(5,305)
Other sundry tax adjusting items	69,937	30,784
Deferred tax	<u>(2,144)</u>	<u>6,018</u>
Total tax charge	<u>3,032,452</u>	<u>4,408,168</u>

8. DIVIDENDS

	2017 £	2016 £
Ordinary shares of £1 each Interim	<u>20,000,000</u>	<u>20,000,000</u>

9. TANGIBLE FIXED ASSETS

	Freehold property £	Fixtures and fittings £	Motor vehicles £	Totals £
COST				
At 1 April 2016 and 31 March 2017	<u>369,997</u>	<u>73,072</u>	<u>32,296</u>	<u>475,365</u>
DEPRECIATION				
At 1 April 2016	14,800	27,640	8,074	50,514
Charge for year	<u>7,400</u>	<u>8,019</u>	<u>6,056</u>	<u>21,475</u>
At 31 March 2017	<u>22,200</u>	<u>35,659</u>	<u>14,130</u>	<u>71,989</u>
NET BOOK VALUE				
At 31 March 2017	<u>347,797</u>	<u>37,413</u>	<u>18,166</u>	<u>403,376</u>
At 31 March 2016	<u>355,197</u>	<u>45,432</u>	<u>24,222</u>	<u>424,851</u>

AGRI-CHEMICALS LIMITED**Notes to the Financial Statements - continued
for the year ended 31 March 2017****10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2017 £	2016 £
Trade debtors	47,378,961	67,891,550
Amounts owed by group undertakings	23,138,984	4,486,611
Other debtors	389	1,658,278
Advance payment to suppliers	6,037,929	10,903,958
VAT	65,637	91,867
Prepayments and accrued income	4,524,342	49,474
	<u>81,146,242</u>	<u>85,081,738</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Bank loans and overdrafts (see note 12)	38,900,241	48,517,919
Trade creditors	19,966,060	7,135,444
Tax	2,243,108	2,858,515
Other creditors	3,230	2,644
Accruals and deferred income	37,632	33,308
	<u>61,150,271</u>	<u>58,547,830</u>

12. LOANS

An analysis of the maturity of loans is given below:

	2017 £	2016 £
Amounts falling due within one year or on demand:		
Bank overdrafts	22,906,638	26,949,701
Bank loans	15,993,603	21,568,218
	<u>38,900,241</u>	<u>48,517,919</u>

AGRI-CHEMICALS LIMITED

Notes to the Financial Statements - continued for the year ended 31 March 2017

13. SECURED DEBTS

The following secured debts are included within creditors:

	2017 £	2016 £
Bank overdrafts	22,906,638	26,949,701
Bank loans	<u>15,993,603</u>	<u>21,568,218</u>
	<u>38,900,241</u>	<u>48,517,919</u>

The bank loans and overdrafts are secured by various guarantees given by the immediate parent undertaking and by a fellow subsidiary, Nipco plc.

14. PROVISIONS FOR LIABILITIES

	2017 £	2016 £
Deferred tax		
Accelerated capital allowances	<u>3,874</u>	<u>6,018</u>

	Deferred tax £
Balance at 1 April 2016	6,018
Provided during year	<u>(2,144)</u>
Balance at 31 March 2017	<u>3,874</u>

15. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value: £1	2017 £	2016 £
Number:	Class:			
5,000	Ordinary		<u>5,000</u>	<u>5,000</u>

AGRI-CHEMICALS LIMITED

Notes to the Financial Statements - continued for the year ended 31 March 2017

16. RESERVES

	Retained earnings £
At 1 April 2016	27,902,006
Profit for the year	12,719,982
Dividends	<u>(20,000,000)</u>
At 31 March 2017	<u>20,621,988</u>

17. ULTIMATE PARENT COMPANY

Matel Limited (incorporated in Jersey) has been the Company's ultimate parent company from 25th March 2017 onwards. Prior to this date, Societe Generale De Gestion et Services S. A. (incorporated in Panama) was the Company's ultimate parent Company.

The entire share capital of Matel Limited is owned by a Kansagra family trust.

The parent undertaking of the largest and smallest group of undertakings for which group accounts have been prepared is, Solai Holdings Limited, a company incorporated in Great Britain. Copies of the group accounts of Solai Holdings Limited are available from Companies House, Crown Way, Cardiff CF14 3UZ.

The company's immediate controlling party is Solai Holdings Limited.

18. RELATED PARTY DISCLOSURES

Solai Holdings Ltd and a fellow subsidiary guarantees the company's bank loans and overdrafts and guarantees given to various suppliers.

The directors have jointly and severally given personal guarantees in respect of the bank loans.

During the year goods amounting to £224,772,028 were sold to a fellow subsidiary. £34,446,220 was outstanding at the balance sheet date.

Loans of US\$26,773,623 have been made to a fellow subsidiaries. The loans are interest free and re-payable on demand. US\$25,000,000 remains outstanding at the balance sheet date.