

Registered number: 03487312

**AGRI SGJ LIMITED**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2016**

**WEDNESDAY**



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COMPANIES HOUSE

**AGRI SGJ LIMITED**

**COMPANY INFORMATION**

<b>Directors</b>	C A Critcher G B Critcher S M Critcher J Critcher
<b>Company secretary</b>	S M Critcher
<b>Registered number</b>	03487312
<b>Registered office</b>	Unit 6 Cae Gwyrdd Tongwynlais Cardiff South Glamorgan CF15 7AB
<b>Independent auditor</b>	James Cowper Kreston Chartered Accountants and Statutory Auditor Mill House Overbridge Square Hambridge Lane Newbury Berkshire RG14 5UX

**AGRI SGJ LIMITED**

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**AGRI SGJ LIMITED**  
**REGISTERED NUMBER: 03487312**

**BALANCE SHEET**  
**AS AT 31 DECEMBER 2016**


	Note	2016 £	2015 £
<b>Fixed assets</b>			
Tangible assets	5	515,969	330,378
		<u>515,969</u>	<u>330,378</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	6	2,580,881	1,612,424
Cash at bank and in hand	7	358,515	1,150,323
		<u>2,939,396</u>	<u>2,762,747</u>
Creditors: amounts falling due within one year	8	(1,939,288)	(1,887,455)
<b>Net current assets</b>		<u>1,000,108</u>	<u>875,292</u>
<b>Total assets less current liabilities</b>		<u>1,516,077</u>	<u>1,205,670</u>
Creditors: amounts falling due after more than one year	9	(246,609)	(113,445)
<b>Provisions for liabilities</b>			
Deferred tax	10	(71,006)	(52,691)
<b>Net assets</b>		<u><u>1,198,462</u></u>	<u><u>1,039,534</u></u>
<b>Capital and reserves</b>			
Called up share capital	11	100	100
Profit and loss account	12	1,198,362	1,039,434
		<u><u>1,198,462</u></u>	<u><u>1,039,534</u></u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

  
 ..... 6/6/17

**G B Critcher**

Director

Date:

The notes on pages 3 to 12 form part of these financial statements.

**AGRI SGJ LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2016**

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£</b>	<b>£</b>	<b>£</b>
At 1 January 2016	100	1,039,434	1,039,534
Profit for the year	-	188,928	188,928
Dividends: Equity capital	-	(30,000)	(30,000)
<b>At 31 December 2016</b>	<b>100</b>	<b>1,198,362</b>	<b>1,198,462</b>

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2015**

	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£</b>	<b>£</b>	<b>£</b>
At 1 January 2015	100	967,122	967,222
Profit for the year	-	150,312	150,312
Dividends: Equity capital	-	(78,000)	(78,000)
<b>At 31 December 2015</b>	<b>100</b>	<b>1,039,434</b>	<b>1,039,534</b>

The notes on pages 3 to 12 form part of these financial statements.

## **AGRI SGJ LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **1. General information**

Agri SGJ Limited is a private company limited by share capital and incorporated in England and Wales. The address of the principal place of business is Unit 6, Cae Gwyrdd, Tongwynlais, Cardiff, Wales, CF15 7AB.

#### **2. Accounting policies**

##### **2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

##### **2.2 Revenue**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue consists of the total value of services sold in the year, net of any discounts, rebates and value added tax.

##### **2.3 Tangible fixed assets**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Fixtures & fittings	- 33% per annum
Motor vehicles	- 33% per annum
Plant & machinery	- 20 - 33% per annum

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

##### **2.4 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.

## **AGRI SGJ LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **2. Accounting policies (continued)**

##### **2.5 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

##### **2.6 Financial instruments**

The Company enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate. The company does not currently apply hedge accounting for interest rate and foreign exchange derivatives.

##### **2.7 Creditors**

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

## **AGRI SGJ LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **2. Accounting policies (continued)**

##### **2.8 Foreign currency translation**

###### **Functional and presentation currency**

The Company's functional and presentational currency is GBP.

###### **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

##### **2.9 Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

##### **2.10 Pensions**

###### **Defined contribution pension plan**

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.



## **AGRI SGJ LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **2. Accounting policies (continued)**

##### **2.11 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance Sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

## **AGRI SGJ LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **3. Judgments in applying accounting policies and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgments (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

##### **Tangible fixed assets**

Tangible fixed assets are depreciated over their useful lives taking into account residual values, where appropriate. The actual lives of the assets and residual values are assessed annually and may vary depending on a number of factors. Residual value assessments consider issues such as the remaining life of the asset and projected disposal values.

##### **Taxation**

The company establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities. The amount of such provisions is based on various factors, such as experience with previous tax submissions. Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies.

##### **Operating lease commitments**

The company has entered into commercial lease contracts and as a lessee it obtains use of property, plant and equipment. The classification of such leases as operating or finance lease requires the company to determine, based on an evaluation of the terms and conditions of the arrangements, whether it retains or acquires the significant risks and rewards of ownership of these assets and accordingly whether the lease requires an asset and liability to be recognised in the Balance Sheet.

#### **4. Employees**

The average monthly number of employees, including directors, during the year was 6 (2015: 6).

**AGRI SGJ LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

**5. Tangible fixed assets**

	Plant & machinery £	Motor vehicles £	Fixtures & fittings £	Total £
<b>Cost or valuation</b>				
At 1 January 2016	408,614	54,086	88,448	551,148
Additions	279,143	-	19,448	298,591
Disposals	-	(16,420)	(46,934)	(63,354)
At 31 December 2016	<u>687,757</u>	<u>37,666</u>	<u>60,962</u>	<u>786,385</u>
<b>Depreciation</b>				
At 1 January 2016	109,811	54,086	56,873	220,770
Charge for the period on owned assets	99,381	-	13,620	113,001
Disposals	-	(16,420)	(46,934)	(63,354)
At 31 December 2016	<u>209,192</u>	<u>37,666</u>	<u>23,559</u>	<u>270,417</u>
<b>Net book value</b>				
At 31 December 2016	<u>478,565</u>	<u>-</u>	<u>37,403</u>	<u>515,968</u>
At 31 December 2015	<u>298,803</u>	<u>-</u>	<u>31,575</u>	<u>330,378</u>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2016 £	2015 £
Plant & machinery	<u>306,760</u>	<u>263,843</u>

**AGRI SGJ LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2016**

**6. Debtors**

	2016 £	2015 £
Trade debtors	1,615,082	1,048,109
Amounts owed by group undertakings	2	2
Amounts owed by joint ventures and associated undertakings	769,803	375,988
Other debtors	193,184	185,515
Prepayments and accrued income	2,810	2,810
	<u>2,580,881</u>	<u>1,612,424</u>

**7. Cash and cash equivalents**

	2016 £	2015 £
Cash at bank and in hand	358,515	1,150,323
Less: bank overdrafts	(29,133)	(6,129)
	<u>329,382</u>	<u>1,144,194</u>

**8. Creditors: Amounts falling due within one year**

	2016 £	2015 £
Bank overdrafts	29,133	6,129
Bank loans	50,000	-
Trade creditors	1,647,915	1,697,607
Amounts owed to group undertakings	30,000	-
Corporation tax	31,809	-
Taxation and social security	10,982	12,014
Obligations under finance lease and hire purchase contracts	115,598	86,766
Other creditors	8,190	72,838
Accruals and deferred income	15,661	12,101
	<u>1,939,288</u>	<u>1,887,455</u>

**Security**

The bank holds a fixed and floating charge over the assets of the company. The hire purchase balances are secured over the assets to which they relate.

# AGRI SGJ LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

### 9. Creditors: Amounts falling due after more than one year

	2016 £	2015 £
Bank loans	162,500	-
Net obligations under finance leases and hire purchase contracts	84,109	113,445
	<u>246,609</u>	<u>113,445</u>

### Security

The bank holds a fixed and floating charge over the assets of the company. The hire purchase balances are secured over the assets to which they relate.

### 10. Deferred taxation

	2016 £	2015 £
At beginning of year	(52,691)	(8,691)
Charged to profit or loss	(18,315)	(44,000)
At end of year	<u>(71,006)</u>	<u>(52,691)</u>

The provision for deferred taxation is made up as follows:

	2016 £	2015 £
Accelerated capital allowances	(71,006)	(52,739)
Short term timing differences	-	48
	<u>(71,006)</u>	<u>(52,691)</u>

### 11. Share capital

	2016 £	2015 £
<b>Shares classified as equity</b>		
<b>Authorised</b>		
10 Ordinary A shares of £1 each	10	10
330 Ordinary B shares of £1 each	330	330
330 Ordinary C shares of £1 each	330	330
330 Ordinary D shares of £1 each	330	330
	<u>1,000</u>	<u>1,000</u>

# AGRI SGJ LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

### 11. Share capital (continued)

#### Allotted, called up and fully paid

1 Ordinary A share of £1	1	1
33 Ordinary B shares of £1 each	33	33
33 Ordinary C shares of £1 each	33	33
33 Ordinary D shares of £1 each	33	33
	<hr/>	<hr/>
	100	100
	<hr/>	<hr/>

### 12. Reserves

#### Profit & loss account

The Profit and loss reserve account represents profits distributable to shareholders.

### 13. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £30,000 (2015: £31,950). Contributions totalling £nil (2015: £nil) were payable to the fund at the balance sheet date and are included in creditors

### 14. Commitments under operating leases

At 31 December 2016 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2016 £	2015 £
Not later than 1 year	2,667	8,956
Later than 1 year and not later than 5 years	-	9,067
	<hr/>	<hr/>
	2,667	18,023
	<hr/>	<hr/>

### 15. Other financial commitments

During the year the company entered into forward exchange contracts.

At the year end the company was committed to purchasing Sterling £106,8252 (2015: £74,251) at an average deal of €1.137 (2015: €1.3797) to £1.

At the year end the company was committed to selling US Dollars of \$220,961 (2015: \$454,055) at an average deal of \$1.235 (2015: \$1.504) to £1.

At the year end the company was committed to selling Sterling £72,777 (2015: £nil) at an average deal of \$1.166 (2015: \$nil) to £1.

## **AGRI SGJ LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016**

#### **16. Related party transactions**

The company is exempt from disclosing related party transactions with wholly owned members of the group by virtue of the provisions of FRS 102 section 33.1A.

Transactions with Agri Fruit Limited, a company owned by S, G and J Critcher, relate to purchases of £1,969,763 (2015: £1,610,486), a management charge received of £117,005 (2015: £37,632) and recharges made in relation to expenses incurred on the company's behalf. The company has continued to invest in the farm as part of its initial five year plan. Further expenditure is planned over the next two to three years to bring the facilities and production up to the standard required in order to realise its full potential. Agri Fruit owed the company £769,803 (2015: £375,988) in respect of these transactions as at the year end.

G Critcher's loan account was overdrawn as at the year end by £10,008 (2015: credit £20,622). The maximum balance overdrawn during the year was £10,008.

S Critcher's loan account was in credit as at the year end by £950 (2015: £22,638).

J Critcher's loan account was in credit as at the year end by £7,329 (2015: £25,329).

B Critcher, a shareholder, owed the company £2,902 (2015: £3,483) as at the year end.

Key management personnel were remunerated £210,000 (2015: £151, 586) in the year.

#### **17. Controlling party**

The ultimate holding company during the year was Hennan Limited who owned 100% of the issued share capital. The directors of Agri SGJ Limited equally own this company and equally control Agri SGJ Limited.

#### **18. First time adoption of FRS 102**

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on equity or profit or loss.

#### **19. Auditor's information**

The auditors report on the accounts for the year ended 31 December 2016 was unqualified.

The audit report was signed by Robert Holland BSc FCA on behalf of James Cowper Kreston.