

**REGISTERED NUMBER: 4504937 (England and Wales)**

**REPORT OF THE DIRECTOR AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2010  
FOR  
AGROFERTRANS LTD**

TUESDAY



LD6

\*L4ENVXWE\*

27/09/2011

COMPANIES HOUSE

39

**CONTENTS OF THE FINANCIAL STATEMENTS**  
**For The Year Ended 31 December 2010**

---

	<b>Page</b>
<b>Company Information</b>	<b>1</b>
<b>Report of the Director</b>	<b>2</b>
<b>Report of the Independent Auditors</b>	<b>4</b>
<b>Profit and Loss Account</b>	<b>5</b>
<b>Balance Sheet</b>	<b>6</b>
<b>Cash Flow Statement</b>	<b>7</b>
<b>Notes to the Cash Flow Statement</b>	<b>8</b>
<b>Notes to the Financial Statements</b>	<b>9</b>

---

**AGROFERTRANS LTD**

**COMPANY INFORMATION**

**For The Year Ended 31 December 2010**

---

**DIRECTOR:**

R Malinin

**SECRETARY:**

P C Cawthorne

**REGISTERED OFFICE:**

Leonard House  
5 - 7 Newman Road  
Bromley  
Kent  
BR1 1RJ

**REGISTERED NUMBER:**

4504937 (England and Wales)

**AUDITORS:**

Crane & Partners  
Chartered Accountants & Statutory Auditors  
Leonard House  
5 - 7 Newman Road  
Bromley  
Kent  
BR1 1RJ

**REPORT OF THE DIRECTOR**  
**For The Year Ended 31 December 2010**

---

The director presents his report with the financial statements of the company for the year ended 31 December 2010

**PRINCIPAL ACTIVITY**

The principal activity of the company in the year under review was that of merchants of agricultural, chemical and related products

**REVIEW OF BUSINESS**

In 2010 the company continued its recovery from the negative effect of the global financial situation that impacted in the latter part of 2008

The main strategies adopted have been to diversify sources of supply, increase the number of products traded, reinforce existing destinations and create activity in new destinations

The company's management intended to stabilise the financial and market situation in 2010 in order to provide impetus and opportunity for a greater level of activity and success in 2011, by which time the company anticipate it will have fully recovered from the consequences of 2008

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2010

**DIRECTOR**

R Malinin held office during the whole of the period from 1 January 2010 to the date of this report

**STATEMENT OF DIRECTOR'S RESPONSIBILITIES**

The director is responsible for preparing the Report of the Director 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 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 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 him to ensure that the financial statements comply with the Companies Act 2006. He 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

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the director is 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 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 auditors are aware of that information

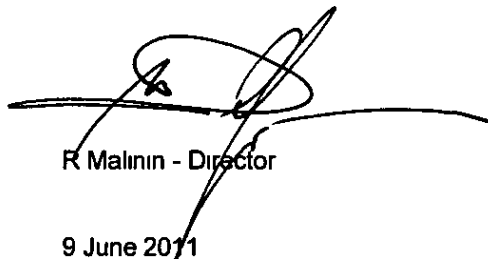
**REPORT OF THE DIRECTOR**  
**For The Year Ended 31 December 2010**

---

**AUDITORS**

The auditors, Crane & Partners, will be proposed for re-appointment at the forthcoming Annual General Meeting

**ON BEHALF OF THE BOARD:**



R Malinin - Director

9 June 2011

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF  
AGROFERTRANS LTD**

---

We have audited the financial statements of Agrofertrans Ltd for the year ended 31 December 2010 on pages five to thirteen. 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).

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 director and auditors**

As explained more fully in the Statement of Director's Responsibilities set out on page two, the director is 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 director, and the overall presentation of the financial statements.

**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 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, 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 Report of the Director 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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Graham Atkin FCA (Senior Statutory Auditor)  
for and on behalf of Crane & Partners  
Chartered Accountants & Statutory Auditors  
Leonard House  
5 - 7 Newman Road  
Bromley  
Kent  
BR1 1RJ

Date

9 June 2011

**AGROFERTRANS LTD (REGISTERED NUMBER: 4504937)****PROFIT AND LOSS ACCOUNT**  
**For The Year Ended 31 December 2010**

	Notes	2010 £	2009 £
<b>TURNOVER</b>		282,232,234	65,350,796
Cost of sales		279,679,061	64,106,754
<b>GROSS PROFIT</b>		2,553,173	1,244,042
Administrative expenses		2,496,970	1,205,171
		56,203	38,871
Other operating income		-	3,860
<b>OPERATING PROFIT</b>	3	56,203	42,731
Interest receivable and similar income		27,181	-
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		83,384	42,731
Tax on profit on ordinary activities	4	23,120	76,189
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>		60,264	(33,458)

**CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the current year or previous year

**TOTAL RECOGNISED GAINS AND LOSSES**

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year

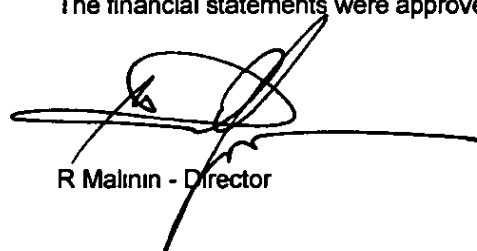
The notes form part of these financial statements

**AGROFERTRANS LTD (REGISTERED NUMBER: 4504937)**

**BALANCE SHEET**  
**31 December 2010**

	Notes	2010 £	2009 £
<b>FIXED ASSETS</b>			
Tangible assets	5	63,789	65,786
<b>CURRENT ASSETS</b>			
Stocks	6	2,317,573	997,576
Debtors	7	13,469,778	4,647,161
Cash at bank and in hand		10,453,628	1,129,208
		<u>26,240,979</u>	<u>6,773,945</u>
<b>CREDITORS</b>			
Amounts falling due within one year	8	<u>23,408,258</u>	<u>4,083,513</u>
<b>NET CURRENT ASSETS</b>		<u>2,832,721</u>	<u>2,690,432</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>2,896,510</u>	<u>2,756,218</u>
<b>CREDITORS</b>			
Amounts falling due after more than one year	9	<u>2,585,984</u>	<u>2,511,301</u>
<b>NET ASSETS</b>		<u><u>310,526</u></u>	<u><u>244,917</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	11	1,000,000	1,000,000
Profit and loss account	12	(689,474)	(755,083)
<b>SHAREHOLDERS' FUNDS</b>	15	<u><u>310,526</u></u>	<u><u>244,917</u></u>

The financial statements were approved by the director on 9 June 2011 and were signed by

  
R Malinin - Director

The notes form part of these financial statements



**AGROFERTRANS LTD (REGISTERED NUMBER: 4504937)**

**CASH FLOW STATEMENT**

**For The Year Ended 31 December 2010**

	Notes	2010 £	2009 £
<b>Net cash inflow from operating activities</b>	1	10,366,728	735,022
<b>Returns on investments and servicing of finance</b>	2	27,181	-
<b>Taxation</b>		(44,949)	9,063
<b>Capital expenditure</b>	2	(20,524)	(5,576)
		<u>10,328,436</u>	<u>738,509</u>
<b>Financing</b>	2	-	250,000
<b>Increase in cash in the period</b>		<u>10,328,436</u>	<u>988,509</u>
<b>Reconciliation of net cash flow to movement in net funds</b>	3		
Increase in cash in the period		<u>10,328,436</u>	<u>988,509</u>
Change in net funds resulting from cash flows		<u>10,328,436</u>	<u>988,509</u>
<b>Movement in net funds in the period</b>		<u>10,328,436</u>	<u>988,509</u>
<b>Net funds/(debt) at 1 January</b>		<u>125,192</u>	<u>(863,317)</u>
<b>Net funds at 31 December</b>		<u>10,453,628</u>	<u>125,192</u>

The notes form part of these financial statements

**NOTES TO THE CASH FLOW STATEMENT**  
For The Year Ended 31 December 2010

**1 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES**

	2010 £	2009 £
Operating profit	56,203	42,731
Depreciation charges	22,521	24,882
Foreign exchange movement	5,345	(16,951)
(Increase)/Decrease in stocks	(1,319,997)	2,209,504
(Increase)/Decrease in debtors	(8,822,617)	1,278,526
Increase/(Decrease) in creditors	20,425,273	(2,803,670)
<b>Net cash inflow from operating activities</b>	<b>10,366,728</b>	<b>735,022</b>

**2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT**

	2010 £	2009 £
<b>Returns on investments and servicing of finance</b>		
Interest received	27,181	-
<b>Net cash inflow for returns on investments and servicing of finance</b>	<b>27,181</b>	<b>-</b>
<b>Capital expenditure</b>		
Purchase of tangible fixed assets	(20,524)	(5,576)
<b>Net cash outflow for capital expenditure</b>	<b>(20,524)</b>	<b>(5,576)</b>
<b>Financing</b>		
Share issue	-	250,000
<b>Net cash inflow from financing</b>	<b>-</b>	<b>250,000</b>

**3 ANALYSIS OF CHANGES IN NET FUNDS**

	At 1 1 10 £	Cash flow £	At 31 12 10 £
<b>Net cash</b>			
Cash at bank and in hand	1,129,208	9,324,420	10,453,628
Bank overdrafts	(1,004,016)	1,004,016	-
	<b>125,192</b>	<b>10,328,436</b>	<b>10,453,628</b>
<b>Total</b>	<b>125,192</b>	<b>10,328,436</b>	<b>10,453,628</b>

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS**  
**For The Year Ended 31 December 2010**

**1 ACCOUNTING POLICIES**

**Accounting convention**

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

**Turnover**

Turnover represents net invoiced sales of goods, excluding value added tax

**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                      -    25% on reducing balance

**Stocks**

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

**Foreign currencies**

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 STAFF COSTS**

	2010 £	2009 £
Wages and salaries	<u>519,505</u>	<u>580,962</u>
The average monthly number of employees during the year was as follows		
	2010	2009
Office and administration	<u>19</u>	<u>19</u>

**3 OPERATING PROFIT**

The operating profit is stated after charging/(crediting)

	2010 £	2009 £
Depreciation - owned assets	22,521	24,882
Auditors' remuneration	7,000	7,000
All other services	14,191	4,066
Foreign exchange differences	<u>90,301</u>	<u>(297,727)</u>
Director's remuneration	<u>20,499</u>	<u>20,470</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2010**

**4 TAXATION**

**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows

	2010 £	2009 £
Current tax		
UK corporation tax	23,120	76,189
Tax on profit on ordinary activities	<u>23,120</u>	<u>76,189</u>

**Factors affecting the tax charge**

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

	2010 £	2009 £
Profit on ordinary activities before tax	<u>83,384</u>	<u>42,731</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 - 28%)	23,348	11,965
Effects of Capital allowances in excess of depreciation	(232)	1,566
Disallowed expenses	3,696	34,005
Marginal relief	(3,692)	(2,279)
Reversal of provision in 2007	-	30,932
Current tax charge	<u>23,120</u>	<u>76,189</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2010**

**5 TANGIBLE FIXED ASSETS**

	Fixtures and fittings £
<b>COST</b>	
At 1 January 2010	146,793
Additions	20,524
At 31 December 2010	<u>167,317</u>
<b>DEPRECIATION</b>	
At 1 January 2010	81,007
Charge for year	22,521
At 31 December 2010	<u>103,528</u>
<b>NET BOOK VALUE</b>	
At 31 December 2010	<u>63,789</u>
At 31 December 2009	<u>65,786</u>

**6 STOCKS**

	2010 £	2009 £
Stocks	<u>2,317,573</u>	<u>997,576</u>

**7 DEBTORS. AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2010 £	2009 £
Trade debtors	13,443,778	4,607,430
Other debtors	2,522	22,540
VAT	989	9,393
Prepayments	22,489	7,798
	<u>13,469,778</u>	<u>4,647,161</u>

**8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2010 £	2009 £
Bank loans and overdrafts (see note 10)	-	1,004,016
Trade creditors	21,246,251	1,647,934
Amounts owed to group undertakings	1,168,771	441,357
Tax	23,428	45,257
Other creditors	921,431	860,972
Accrued expenses	48,377	83,977
	<u>23,408,258</u>	<u>4,083,513</u>

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2010**

**9 CREDITORS. AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2010 £	2009 £
Subordinated loan	<u>2,585,984</u>	<u>2,511,301</u>

The Subordinated Loan has resulted from an agreement between the parent company, AGFT Handel S A , and the company's principal bankers, BNP Paribas (Suisse) SA. The agreement states that the parent company cannot withdraw loan funds without the prior written consent of the bank. Therefore, this amount has been shown as falling due greater than 1 year.

**10 LOANS**

An analysis of the maturity of loans is given below

	2010 £	2009 £
Amounts falling due within one year or on demand		
Bank overdrafts	<u>-</u>	<u>1,004,016</u>

**11 CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid Number	Class	Nominal value £1	2010 £	2009 £
1,000,000	Ordinary		<u>1,000,000</u>	<u>1,000,000</u>

**12 RESERVES**

	Profit and loss account £
At 1 January 2010	(755,083)
Profit for the year	60,264
Foreign currency adjustment	5,345
At 31 December 2010	<u>(689,474)</u>

**13 ULTIMATE PARENT COMPANY**

The immediate controlling party is AGFT Handel S A , a company incorporated and registered in Mauritius.

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2010**

**14 RELATED PARTY DISCLOSURES**

The following transactions took place between Agrofertrans Limited and its related parties during the period

	Nature of relationship	Sold to £	Purchased from £	Balance due from/(to)at 31/12/10 £
AGFT Handel SA	Parent company	-	750,893	(1,168,746)
Sunfert SA	Fellow subsidiary	45,688	66,433	(155,405)
Fertilife Trading Ltd	Common control	-	64,926,057	(96,956)

**15 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	2010 £	2009 £
Profit/(Loss) for the financial year	60,264	(33,458)
Foreign currency adjustment	5,345	233,048
<b>Net addition to shareholders' funds</b>	<b>65,609</b>	<b>199,590</b>
Opening shareholders' funds	244,917	45,327
<b>Closing shareholders' funds</b>	<b>310,526</b>	<b>244,917</b>