

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

**REPORT OF THE DIRECTOR AND  
FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2011  
FOR  
AGROFERTRANS LTD**



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

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**For The Year Ended 31 December 2011**

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**AGROFERTRANS LTD**

**COMPANY INFORMATION**

**For The Year Ended 31 December 2011**

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**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

**AGROFERTRANS LTD (REGISTERED NUMBER 4504937)**

**REPORT OF THE DIRECTOR**

**For The Year Ended 31 December 2011**

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The director presents his report with the financial statements of the company for the year ended 31 December 2011

**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 2011 company continued efforts to reinforce its presence in the most important origins and destinations

Exclusive agents offices have been created in Beijing, China, Delhi, India, Sao Paulo, Brazil, Paris, France, Madrid, Spain (responsible for Spain, Portugal and Italy), and Algiers, Algeria

Fundamental work is currently in progress to create a presence in both Eastern and Western Africa

This strategy is allowing the company to respond in a much more professional way to challenges of the modern, very competitive market and offer to both suppliers and customers a highly professional and competitive service

The company has also started to be involved in joint production projects with serious industrial partners. This will allow the company to have a solid foundation in the supply of fertilisers for many years ahead

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2011

**DIRECTOR**

R Malinin held office during the whole of the period from 1 January 2011 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

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

**REPORT OF THE DIRECTOR  
For The Year Ended 31 December 2011**

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**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

Date 07 June 2012

## **REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF AGROFERTRANS LTD**

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We have audited the financial statements of Agrofertrans Ltd for the year ended 31 December 2011 on pages six 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. In addition, we read all the financial and non-financial information in the Report of the Director 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 2011 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.

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

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**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

8 June 2012

**AGROFERTRANS LTD (REGISTERED NUMBER 4504937)**

**PROFIT AND LOSS ACCOUNT**  
**For The Year Ended 31 December 2011**

	Notes	2011 £	2010 £
<b>TURNOVER</b>		481,821,415	282,232,234
Cost of sales		478,629,678	279,651,880
<b>GROSS PROFIT</b>		3,191,737	2,580,354
Administrative expenses		3,080,852	2,496,968
<b>OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	3	110,885	83,386
Tax on profit on ordinary activities	4	15,981	23,120
<b>PROFIT FOR THE FINANCIAL YEAR</b>		94,904	60,266

**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 profits for the current year or previous year

The notes form part of these financial statements



**AGROFERTRANS LTD (REGISTERED NUMBER 4504937)**

**BALANCE SHEET**  
**31 December 2011**

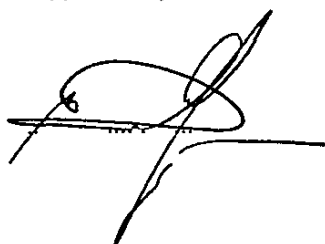
	Notes	2011 £	£	2010 £	£
<b>FIXED ASSETS</b>					
Tangible assets	5		64,095		63,789
<b>CURRENT ASSETS</b>					
Stocks	6	1,158,459		2,317,573	
Debtors	7	25,318,331		13,469,778	
Cash at bank and in hand		1,725,531		10,453,628	
		<u>28,202,321</u>		<u>26,240,979</u>	
<b>CREDITORS</b>					
Amounts falling due within one year	8	25,287,147		23,408,256	
<b>NET CURRENT ASSETS</b>			<u>2,915,174</u>		<u>2,832,723</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			2,979,269		2,896,512
<b>CREDITORS</b>					
Amounts falling due after more than one year	9		2,573,837		2,585,984
<b>NET ASSETS</b>			<u>405,432</u>		<u>310,528</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	11		1,000,000		1,000,000
Profit and loss account	12		(594,568)		(689,472)
<b>SHAREHOLDERS' FUNDS</b>	15		<u>405,432</u>		<u>310,528</u>

The financial statements were approved by the director on

*07 June 2012*

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 2011**

	Notes	2011 £	2010 £
Net cash (outflow)/inflow from operating activities	1	(12,883,065)	10,393,909
Taxation		(12,788)	(44,949)
Capital expenditure	2	(22,342)	(20,524)
(Decrease)/increase in cash in the period		<u>(12,918,195)</u>	<u>10,328,436</u>
Reconciliation of net cash flow to movement in net funds	3		
(Decrease)/increase in cash in the period		<u>(12,918,195)</u>	<u>10,328,436</u>
Change in net funds resulting from cash flows		<u>(12,918,195)</u>	<u>10,328,436</u>
Movement in net funds in the period		(12,918,195)	10,328,436
Net funds at 1 January		<u>10,453,628</u>	<u>125,192</u>
Net (debt)/funds at 31 December		<u>(2,464,567)</u>	<u>10,453,628</u>

The notes form part of these financial statements

**AGROFERTRANS LTD (REGISTERED NUMBER 4504937)**

**NOTES TO THE CASH FLOW STATEMENT**  
For The Year Ended 31 December 2011

**1 RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES**

	2011 £	2010 £
Operating profit	110,885	83,386
Depreciation charges	22,035	22,521
Foreign exchange movement	-	5,345
Decrease/(increase) in stocks	1,159,114	(1,319,997)
Increase in debtors	(11,848,553)	(8,822,617)
(Decrease)/increase in creditors	(2,326,546)	20,425,271
<b>Net cash (outflow)/inflow from operating activities</b>	<b>(12,883,065)</b>	<b>10,393,909</b>

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

	2011 £	2010 £
<b>Capital expenditure</b>		
Purchase of tangible fixed assets	(22,342)	(20,524)
<b>Net cash outflow for capital expenditure</b>	<b>(22,342)</b>	<b>(20,524)</b>

**3 ANALYSIS OF CHANGES IN NET FUNDS**

	At 1 1 11 £	Cash flow £	At 31 12 11 £
Net cash			
Cash at bank and in hand	10,453,628	(8,728,097)	1,725,531
Bank overdrafts	-	(4,190,098)	(4,190,098)
	<u>10,453,628</u>	<u>(12,918,195)</u>	<u>(2,464,567)</u>
<b>Total</b>	<b><u>10,453,628</u></b>	<b><u>(12,918,195)</u></b>	<b><u>(2,464,567)</u></b>

The notes form part of these financial statements

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

**NOTES TO THE FINANCIAL STATEMENTS**  
**For The Year Ended 31 December 2011**

**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**

	2011 £	2010 £
Wages and salaries	<u>657,483</u>	<u>519,505</u>

The average monthly number of employees during the year was as follows

	2011	2010
Office and administration	<u>19</u>	<u>19</u>

**3 OPERATING PROFIT**

The operating profit is stated after charging

	2011 £	2010 £
Depreciation - owned assets	22,036	22,521
Auditors' remuneration	7,000	7,000
All other services	22,260	14,191
Foreign exchange differences	<u>39,946</u>	<u>90,301</u>
Director's remuneration	<u>21,408</u>	<u>20,499</u>

**AGROFERTRANS LTD (REGISTERED NUMBER 4504937)**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2011**

**4 TAXATION**

**Analysis of the tax charge**

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

	2011 £	2010 £
Current tax		
UK corporation tax	15,981	23,120
	<u>15,981</u>	<u>23,120</u>
Tax on profit on ordinary activities	<u>15,981</u>	<u>23,120</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

	2011 £	2010 £
Profit on ordinary activities before tax	<u>110,885</u>	<u>83,386</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24.250% (2010 - 24.240%)	26,890	20,213
Effects of Capital allowances in excess of depreciation	(2,833)	(2,965)
Disallowed expenses	6,685	5,872
Adjustment in respect of previous years	<u>(14,761)</u>	<u>-</u>
Current tax charge	<u>15,981</u>	<u>23,120</u>

**5 TANGIBLE FIXED ASSETS**

	Fixtures and fittings £
<b>COST</b>	
At 1 January 2011	167,317
Additions	<u>22,342</u>
At 31 December 2011	<u>189,659</u>
<b>DEPRECIATION</b>	
At 1 January 2011	103,528
Charge for year	<u>22,036</u>
At 31 December 2011	<u>125,564</u>
<b>NET BOOK VALUE</b>	
At 31 December 2011	<u>64,095</u>
At 31 December 2010	<u>63,789</u>

**AGROFERTRANS LTD (REGISTERED NUMBER 4504937)**

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2011**

**6 STOCKS**

	2011 £	2010 £
Stocks	<u>1,158,459</u>	<u>2,317,573</u>

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

	2011 £	2010 £
Trade debtors	25,298,624	13,443,778
Other debtors	2,510	2,522
VAT	663	989
Prepayments	16,534	22,489
	<u>25,318,331</u>	<u>13,469,778</u>

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

	2011 £	2010 £
Bank loans and overdrafts (see note 10)	4,190,098	-
Trade creditors	14,135,877	21,246,249
Amounts owed to group undertakings	1,602,127	1,168,771
Tax	26,621	23,428
Other creditors	5,199,092	921,431
Accrued expenses	133,332	48,377
	<u>25,287,147</u>	<u>23,408,256</u>

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

	2011 £	2010 £
Subordinated loan	<u>2,573,837</u>	<u>2,585,984</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

	2011 £	2010 £
Amounts falling due within one year or on demand		
Bank overdrafts	<u>4,190,098</u>	<u>-</u>

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

**NOTES TO THE FINANCIAL STATEMENTS - continued**  
**For The Year Ended 31 December 2011**

**11 CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid Number	Class	Nominal value £1	2011 £	2010 £
1,000,000	Ordinary		<u>1,000,000</u>	<u>1,000,000</u>

**12 RESERVES**

	Profit and loss account £
At 1 January 2011	(689,472)
Profit for the year	<u>94,904</u>
At 31 December 2011	<u>(594,568)</u>

**13 ULTIMATE PARENT COMPANY**

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

**14 RELATED PARTY DISCLOSURES**

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

	Nature of relationship	Sold to £	Purchased from £	Balance due from/(to)at 31/12/11 £
AGFT Handel SA	Parent company	-	1,008,332	(1,602,127)
Sunfert SA	Fellow subsidiary	6,189	-	-
Fertilife Trading Ltd	Common control	-	-	-

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

	2011 £	2010 £
Profit for the financial year	94,904	60,266
Foreign currency adjustment	-	5,345
<b>Net addition to shareholders' funds</b>	<u>94,904</u>	<u>65,611</u>
Opening shareholders' funds	<u>310,528</u>	<u>244,917</u>
<b>Closing shareholders' funds</b>	<u><u>405,432</u></u>	<u><u>310,528</u></u>