ESV Group Plc

Report and financial statements
31 March 2011

Contents

Directors and Advisers

Directors	M Alikhani	Executive Director
	I Mikhaylova	Executive Director
	D Zhminko	Executive Director

Secretary and Registered Office	K R Sodha FCA 3rd Floor 19/20 Grosvenor Street London W1K 4QH
Bankers	HSBC Bank plc 129 Bond Street London W1A 2JA
Auditors	W H Associates LLP 117 Lonsdale Avenue Wembley Middlesex HA9 7EW
PLUS Market Corporate Advisor	Keith Bayley Rogers & Co. Ltd Finsbury Tower 103 –105 Bunhill Row London EC1Y 8LZ
Solicitors	Fladgate LLP 16 Great Queen Street London WC2B 5DG
Registrars	Neville Registrars Limited Neville House 18 Laurel Lane Halesowen West Midlands B63 3DA
Company number	5738279

Chairman's statement

Sale of Mozambique Jatropha plantations

The balance of US$1.9 million receivable from the Group's sale of its Jatropha plantations was contingent upon the issuance of the Jatropha farming rights for the second plantation area by 9 May 2011. The parties who purchased the plantation from the Group did not co-operate in this issuance as they were required to do.

The Group is now seeking redress against the purchasers in the Mozambique courts and for them to complete the transaction. From this final receivable, payment of US$0.25 million is to be made to the former holders of the land.

Grain trading

The Group is not considering resuming grain trading in the current uncertain market conditions.

Ukraine agri-logistics

Ukraine's grain exports during the period under review continued to decrease and the country implemented export quotas by decree 938 dated 4 October 2010, effective 19 October 2010 and remained in effect until 3 June 2011. The company, Dnipro Cargo, claimed force majeure during the period of the decree and therefore ESV has not received any income during the year ended 31 March 2011.

As the majority of the terminal's annual income arises during the period from October to March each year, Dnipro Cargo has advised ESV that it is unable to pay the monthly minimum fee of US$33,000 per month due for the period from 1 April 2010 to 19 October 2010 under the Management Agreement. As the non-payment arises due to the circumstances beyond the control of the terminal, ESV has agreed not to enforce the payment of these fees.

Russian grain production was severely curtailed due to drought conditions in the summer of 2010 and, as a result, Russia banned wheat exports until at least the end of 2010. Ukraine's agricultural production was also affected by weather conditions in 2010. The 2011 wheat crop, although also weather-affected, is due for export from October this year.

Although prospective quota restrictions for this crop cannot be ruled out, the Company expects to resume corn exports which should normally be some 150,000 tons in the period October 2011-April 2012.

World food shortages are forecast as a result of increasing populations, demands for better dietary standards in emerging economies and global warming. ESV's operations are well-positioned to service the traditional grain and seed markets when normalised conditions return.

Cost controls

The Group continues to monitor carefully and where possible reduce costs and commitments to operate its businesses within the financial resources available.

Going concern

In order to maintain its operations and pursue new opportunities, the Company needs finance and its track record shows that it has been able to meet its needs as arising. A good platform has been created in terms of Ukraine agri-logistics. The Directors are confident that the Company's financial needs will be met as they arise and new opportunities will be pursued when adequate resources are available.

Results for the year

The Group's loss for the year amounts to £468,630 compared with £1,225,753 for the prior year. The prior year result included a loss of £856,597 from the sale of Mozambican operations.

The turnover represents the fee of £nil (2010: £317,695) for the management of the grain terminal in Kherson Sea Port.

Future developments

The Directors of ESV have identified new opportunities, which the Company intends to pursue as soon as the present volatile market conditions subside.

Firstly the Company is closely monitoring developments in the Ukraine agricultural sector. The world is currently undergoing food shortages which are forecast to continue in the years ahead. The OECD-FAO Agricultural Outlook 2010-2019 Report estimates a steady rise of 1.1% per annum in global population numbers and that this will require a 70% increase in world food production by 2050. With an increasing proportion of land devoted to biofuel crops and the trend towards higher animal-protein diets in emerging countries, pressure is building on limited land acreage. The Report foresees average wheat and coarse grain prices over the next 10 years between 15-40 percent higher in real terms (adjusted for inflation) than their average levels during the 1997-2006 period.

There is therefore a significant opportunity for ESV to utilise its knowledge, experience and contacts in the Ukraine to develop and expand its interests in the country.

Secondly, ESV has agreed a Memorandum of Understanding ("MOU") with a Sichuan, China based developer of a silica-based organic fertiliser applicable to soils in desert and near-desert areas. The fertiliser produced uses layered porous silicate, a nanometre interlayer and high polymerising technology. It can change and improve the structure of desert land and create conditions for a positive cycle of water, fertiliser and vegetation growth. The material has been used successfully in China for the last 10 years.

Bringing desert areas into agricultural production is a key objective of many emerging countries and of the product. ESV is projected to have a majority share in a dedicated Joint Venture that intends to conduct trials in Tunisia, Jordan, UAE, Israel and recently in Zambia, Mozambique and South Africa with a view to marketing the product internationally. ESV is progressing the MOU and will update shareholders shortly.

The Directors of ESV accept responsibility for the information presented in this Report.

M A Alikhani

Chairman

30 August 2011

Directors' report

The Directors present their report and the audited financial statements of the Company for the year to 31 March 2011.

Principal activities

The Company is engaged in port operations and development in Ukraine and grain trading.

Review of the business and future developments

The Group's performance during the year and expected future developments are described in the Chairman's Statement on page 3.

Results and dividends

The results to 31 March 2011 reflect the operating income and administrative expenses of the Group. The results for the period are set out in the consolidated income statement on page 14.

The Directors do not recommend the payment of a dividend for the period ended 31 March 2011 (2010: £nil).

Key performance indicators for the Group are as follows

	Year ended 31 March 2011 £	Year ended 31 March 2010 £
Net overdraft	(23,314)	(25,997)
Net assets	144,438	586,743
Loss for the year	(468,630)	(1,225,753)
Loss per share	6.56p	*17.16p

* restated based on share consolidation (see note 10).

Going concern basis

The Directors continue to adopt the going concern basis in preparing the financial statements (see note 1).

Directors and their interests

The Directors in office during the period and their interests (as defined in the Companies Act 2006) were as follows:

		No. of ordinary shares at 31 March 2011 or date of resignation	% of issued share capital
I Mikhaylova		383,890	5.38%
D Zhminko		–	–
M Alikhani		347,447	4.87%
R Maas	(ceased 13 May 2010)	248,498	3.48%

At the balance sheet date there were proposed warrants for ordinary shares for Directors for which contracts have not been issued.

Transaction with directors and related parties

Details of transactions with Directors and related parties are set out in Note 18 to the accounts.

Issues of shares and warrants

At the Annual General Meeting held in October 2010, an ordinary resolution was passed for the consolidation of the issued Ordinary shares of 0.023p each so that each 100 such shares became one Ordinary share of 2.3p each.

Substantial shareholdings

The Company is aware that as at 17 August 2011 the following persons were interested (within the meaning of the Act) directly in 3% or more of the issued share capital of the Company:

	Number of ordinary shares of £0.023 at 17 August 2011	% of issued share capital
Pershing Nominees Ltd	880,000	12.32
KBC Securities NV	559,871	7.84
Roxaliena Trading Ltd	492,150	6.89
Securities Services Nominees Limited	450,000	6.30
Irina Mikhaylova	383,890	5,38
Masoud Alikhani Esq	347,447	4.87
Agro-Maas (UK) Ltd	346,109	4.85
HSBC Global Custody Nominee (UK) Limited	312,553	4.38
Ukraine Holdings Limited	272,050	3.81
Ronny Maas Esq	248,498	3.48

Annual General Meeting

Resolutions will be proposed at the Annual General Meeting as set out in the formal notice on pages 40 to 43. The following explanatory notes relate to Resolutions numbered 3 and 4 which will constitute Special Business.

(1) Resolution 3 - Resolution 3 is proposed as an Ordinary resolution to provide the Directors with authority to issue ordinary shares.

(2) Resolution 4 - is to authorise the Directors to allot relevant securities up to a nominal value of £10 million. This will provide the Directors with the authority to issue ordinary shares for cash when the Board considers it to be in the best interest of shareholders.

Supplier payment policy

The Company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by the terms of payment. Trade creditors of the Company at 31 March 2011 were equivalent to 232 days' purchases, based on the average daily amount invoiced by suppliers during the year.

Financial instruments

Details of the risk management and the use of financial instruments by the company are contained in Note 17 of the financial statements.

Fixed assets

In the opinion of the directors the current open market value of the Group's assets is not less than their book value.

Charitable and political contributions

During the period, the Company did not make any charitable or political donations.

Principal Risks and Uncertainties

The Group is subject to various risks relating to political, economic, legal, industry and financial conditions, not all of which are within its control. The Group identifies and monitors the key risks and uncertainties affecting the Group and runs its business in a way that minimises the impact of such risks where possible. The following risks factors, which are not exhaustive, are particularly relevant to the Group's business activities:

Strategic risk

Strategic risk, is the risk that the strategy developed will fail to create or preserve shareholder value. The Directors regularly review the Group's progress against its chosen strategy, the appropriateness of the chosen strategy for the Group both in absolute terms and in comparison to other potential strategies that could be adopted.

Political risk

The Group's operational activities are located in emerging economies and are dependent on the political and economic situation in these areas. There can be no assurance that political stability will continue. Whilst the Group intends to make every effort to ensure that the Group has and continues to have robust commercial agreements covering its activities, there is a risk that the Group's activities and financial performance will be adversely impacted by economic and political factors such as exchange rates, interest rates, inflation rates, the imposition of additional taxes and charges, introduction of export quotas or bans which would reduce the demand for agri-logistics, cancellation or suspension of licences or agreements, expropriation, war, terrorism, insurrection and changes to laws governing the Group's operations.

The Group's management and advisory network have considerable international as well as local experience in conducting business in the areas where it operates and apply this knowledge to regularly assess and monitor this aspect of activities. Additionally the Group uses local experts in order to ensure compliance with the relevant regulation and maintains regular contact with the local authorities in the areas where it operates so as to be aware of any relevant changes to the fiscal regime in which it operates.

Economic risk

Emerging market economies are largely dependent on sale proceeds from primary commodities which are subject to fluctuations in world commodity prices. In general, such economies have also experienced devaluations, high inflation and high interest rates. Additionally all these economic risks may from time to time adversely affect the Group's operations. Historically, commodity prices (including agricultural products) have displayed wide ranges and are affected by the numerous factors over which the Company does not have any control. These include world production levels, international economic trends, expectations for inflation, speculative activity, consumption patterns and global or regional political events.

Legal risk

The legal systems in Ukraine and Mozambique are different to that of the UK. This could result in risks such as: (i) potential difficulties in obtaining effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between and within various laws, regulation, decrees, orders and resolutions; and (v) relative inexperience of the judiciary and courts in such matters.

In certain jurisdictions the commitment of local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain. In particular, agreements in place may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that joint ventures, licences, licence applications or other legal arrangements will not be adversely affected by the actions of government authorities or others and the effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

Operational risk

The Group may be affected by risks arising from mechanical accidents, occupational health hazards, processing problems and technical failures. The impact of these events could lead to disruptions in business operations, loss of reputation and financial losses. The Group seeks to manage these risks by ensuring compliance with relevant standards such as health and safety standards, recruitment of appropriately qualified and experienced personnel, and appropriate training of staff and contractors.

Environmental risk

Adverse weather conditions could curtail grain production, which may result in export restrictions, and therefore reduce the usage of port facilities and the demand for agri-logistics, which could materially impact the financial performance of the Group. The board regularly reviews forecast grain production and expected demand for its agri-logistics, so to the extent possible action can be taken at an early stage to mitigate the financial impact of reduced port useage as well as to be in a position to take advantage of any increased useage as appropriate.

Dependency on key personnel

The loss of any key individuals in the Group's management team or the inability to attract appropriate personnel could impact the Group's performance. Although the Company has entered into contractual arrangement to secure the services of its Directors and other key personnel, the retention of these services and the future costs cannot be guaranteed.

Liquidity risk

There is risk that Group will not be able to meet liabilities as they fall due. The Group made a loss for the year of £468,630 (2010: Loss £1,225,753) and has net current assets of £143,313 (2010: £581,583). The Group aims to ensure that it will always have sufficient funding to meet its expected liabilities as they fall due for at least the next 12 months. Depending on the operating performance the Group may need to raise further funding in order to be in a position to meet its liabilities as they fall due, however due to the limited operating history of the Group, there is no guarantee that the Group will be able to raise the required funds to meet its liabilities as they fall due. The Group's funding requirements are reviewed on a regular basis by the directors, such that action can be taken as necessary to either curtail expenditures and / or raise additional funds from available sources including asset sales and the issuance of debt or equity

Acquisition risk

There is the risk that the Group will not be able to acquire the necessary resources at the required price. Not being able to acquire a potential project on the desired terms may have an adverse affect on the future success of the Group. The Group and its advisors have considerable experience in the business environment in which the Group operates. This experience is applied regularly and carefully to assess potential acquisition opportunities.

Disabled employees

Applications for employment by disabled persons are always fully considered, bearing in mind the aptitudes of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group that the training/career development and promotion of disabled persons should, as far possible, be indentical to that of other employees.

Employee consultation

The Group places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Group. This is achieved through formal and informal meetings.

Environmental matters

Regular review is carried out to ensure that our activities operate within safe environmental conditions.

Events after the reporting date

The relevant information can be found in Note 20.

Disclosure of information to the auditors

Each of the Directors at the date of approval of this annual report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all 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.

This information is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

Auditors

W H Associates LLP have expressed their willingness to continue in office as auditors. A resolution proposing the appointment of W H Associates LLP will be put to the shareholders at the Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board by

M. Alikhani

30 August 2011

Statement of directors' responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors have elected under company law to prepare Group financial statements in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union ('EU') and have elected under company law to prepare the Company financial statements in accordance with IFRS as adopted by the EU.

The financial statements are required by law and IFRS adopted by the EU to present fairly the financial position of the Group and the Company and the financial performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 Group and the Company and of the profit or loss of the Group for that period.

In preparing the Group and Company 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 they have been prepared in accordance with IFRSs adopted by the EU;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By order of the Board

M. Alikhani

Director 30 August 2011

Independent auditors' report to the members of ESV Group Plc

We have audited the Group and Parent Company financial statements ("the financial statements") on pages 14 to 39. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 an auditor's report 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 more fully explained in the Directors' Responsibilities Statement set out on page 11, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion

> the financial statements give a true and fair view of the state of the Group's and the Parent's affairs as at 31 March 2011 and of the group's loss for the year then ended;

> the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;

> the Parent financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the Companies Act 2006; and

> the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in Note 1 to the financial statements concerning the Group and Company's ability to continue as a going concern.

The Group has net assets of £144,438, including £1,184,982 receivable from sale of Mozambique assets, and £229,367 due from the Dnipro Cargo terminal. The short and long term operating cash flows are affected by the uncertainty of the recoverability of these amounts.

The above factors may cast significant doubt about the Group and Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Group or Company was unable to continue as a going concern.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report 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 by the Parent Company, or returns adequate for our audit have not been received from branches not visited by us; or

> the Parent Company 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.

Mr J K K Chowdhury, Statutory Auditor
For and on behalf of
W H Associates LLP
117 Lonsdale Avenue
Wembley
Middlesex
HA9 7EW

30 August 2011

CONSOLIDATED STATEMENT OF INCOME
YEAR ENDED 31 MARCH 2011

	Note	**2011**	2010
		£	£
Continuing operations			
Revenue		**–**	317,695
Administrative expenses		**(468,630)**	(686,851)
Loss for the year before and after tax from Continuing operations	6, 9	**(468,630)**	(369,156)
Discontinued operations:			
Loss from disposal of discontinued operations		**–**	(856,597)
Loss for the year attributable to equity holders of the parent company		**(468,630)**	(1,225,753)
Loss per ordinary share			
Basic and diluted (pence)	10	**6.56p**	*17.16p

The notes on pages 22 to 39 form part of these financial statements.

* restated based on share consolidation(see note 10).

Consolidated statement of comprehensive income
For the year ended 31 March 2011

	2011 £	2010 £
Loss for the year	**(468,630)**	(1,225,753)
Other comprehensive income:		
Exchange translation differences on foreign operations	**26,325**	(221,061)
Total comprehensive loss for the year attributable to equity holders of the parent company before and after tax	**(442,305)**	(1,446,814)

The notes on pages 22 to 39 form part of these financial statements.

Consolidated statement of financial position

As at 31 March 2011

Company number 5738279

	Note	31 March 2011 £	31 March 2010 Restated * £
Assets			
Non-current assets			
Property, plant and equipment	11	**1,125**	5,160
Current assets			
Trade and other receivables	13	**235,301**	592,316
Available for sale financial asset	13	**1,184,982**	1,260,616
Cash and cash equivalents	13	**1,070**	2,763
		1,421,353	1,855,695
Total assets		**1,422,478**	1,860,855
Liabilities			
Current liabilities			
Trade and other payables	15	**1,253,656**	1,245,352
Bank overdraft	13	**24,384**	28,760
Total liabilities		**1,278,040**	1,274,112
Net assets		**144,438**	586,743
Equity			
Share capital	16	**164,249**	164,249
Share premium		**3,330,805**	3,330,805
Retained earnings		**(3,136,771)**	(2,668,141)
Cumulative translation reserve		**(213,845)**	(240,170)
Equity attributable to equity holders of the parent company		**144,438**	586,743

* See note 4(a)

The notes on pages 22 to 39 form part of these financial statements.

These financial statements were approved by the Board of Directors on 30 August 2011 and signed on behalf of the Board of Directors.

M Alikhani
Director

Consolidated cash flow statement
For the year ended 31 March 2011

	2011	2010
	£	£
Loss after tax	**(468,630)**	(1,225,753)
Adjustments for:		
Depreciation of property, plant and equipment	**4,035**	11,178
Loss on disposal of business	**–**	856,597
Foreign exchange differences	**101,959**	(219,597)
Operating cash flow before movements in working capital	**(362,636)**	(577,575)
Decrease/(increase) in receivables	**357,015**	(165,224)
Increase/(decrease) in payables	**8,304**	(354,437)
Net cash outflow from operating activities	**2,683**	(1,097,236)
Investing activities		
Disposal of discontinued operations	**–**	1,090,077
Net cash flow from investing activities	**–**	1,090,077
Net increase in net overdraft	**2,683**	(7,159)
Net overdraft at beginning of year	**(25,997)**	(18,838)
Net overdraft at end of year	**(23,314)**	(25,997)

The notes on pages 22 to 39 form part of these financial statements.

Consolidated statement of changes in equity

For the year ended 31 March 2011

	Share capital £	Share premium £	Retained earnings £	Cumulative translation reserve £	Total £
As at 1 April 2009	164,249	3,330,805	(1,442,388)	(19,109)	2,033,557
Total comprehensive loss for the year	–	–	(1,225,753)	(221,061)	(1,446,814)
As at 1 April 2010	164,249	3,330,805	(2,668,141)	(240,170)	586,743
Total comprehensive loss for the year	–	–	(468,630)	26,325	(442,305)
As at 31 March 2011	**164,249**	**3,330,805**	**(3,136,771)**	**(213,845)**	**144,438**

The notes on pages 22 to 39 form part of these financial statements.

Company statement of financial position

As at 31 March 2011

Company number 5738279

	Note	31 March 2011 £	31 March 2010 Restated * £
Non-current assets			
Property, plant and equipment	11	**1,125**	5,160
Investment in subsidiaries	12	**–**	–
		1,125	5,160
Current assets			
Trade and other receivables	13	**235,301**	592,316
Available for sale financial asset	13	**1,184,982**	1,260,616
Cash and cash equivalents		**1,070**	2,763
		1,421,353	1,855,695
Total assets		**1,422,478**	1,860,855
Current liabilities			
Trade and other payables	15	**(957,204)**	(936,951)
Total liabilities		**(957,204)**	(936,951)
Net assets		**465,274**	923,904
Equity			
Share capital	16	**164,249**	164,249
Share premium		**3,330,805**	3,330,805
Retained earnings		**(3,029,780)**	(2,571,150)
Equity attributable to equity holders of the Company		**465,274**	923,904

* See note 4(a)

The notes on pages 22 to 39 form part of these financial statements.

These financial statements were approved by the Board of Directors on 30 August 2011.

Signed on behalf of Board of Directors by

M Alikhani
Director

Company statement of cash flows
For the year ended 31 March 2011

	2011	2010
	£	£
Loss after tax	**(458,630)**	(1,397,673)
Adjustments for:		
Depreciation	**4,035**	4,036
Impairment of investment in subsidiaries	**–**	225,075
Loss on disposal of business	**–**	856,597
Foreign exchange diffences	**75,634**	–
Operating cash flow		
before movements in working capital	**(378,961)**	(311,965)
Decrease/(increase) trade and other receivables	**357,015**	(165,226)
Increase in trade and other payables	**20,253**	174,582
Net cash outflow from operating activities	**(1,693)**	(302,609)
Cash flows from investing activities:		
Investment in subsidiaries	**–**	(951,274)
Disposal of discontinued operations	**–**	1,255,947
Net cash flow from investing activities	**–**	304,673
Net cash generated from financing activities		
Net (decrease)/increase in cash and cash equivalents	**(1,693)**	2,064
Cash and cash equivalents at beginning of year	**2,763**	699
Cash and cash equivalents at end of year	**1,070**	2,763

The notes on pages 22 to 39 form part of these financial statements.

Company statement of changes in equity
For the year ended 31 March 2011

	Share Capital	Share Premium	Retained earnings	Total
	£	£	£	£
As at 1 April 2009	164,249	3,330,805	(1,173,477)	2,321,577
Total comprehensive loss for the year	–	–	(1,397,673)	(1,397,673)
As at 31 March 2010	164,249	3,330,805	(2,571,150)	923,904
Total comprehensive loss for the year	–	–	(458,630)	(458,630)
As at 31 March 2011	164,249	3,330,805	(3,029,780)	465,274

The notes on pages 22 to 39 form part of these financial statements.

Notes to the financial statements

1. Going concern basis

The Group has recorded a loss of £468,630 in the current financial year ended 31st March 2011. In reviewing the going concern and future cash flows for the next 12 months from the date of the signing of these accounts, the management have made the following material assumptions.

a) *Receivable from sale of Mozambique*

The Group expects to recover by legal means the balance of US$1.9 million receivable from the group's sale of its Jatropha operations in Mozambique.

b) *Dnipro Cargo terminal income and receivable*

Due to force majeure, the Group did not receive any income during the year ended 31 March 2011 from its management of the Dnipro Cargo terminal. The Group expects the terminal to commence normal activity and hence provide the management income and repay a debt of £219,367 repayable to the Company since 1 February 2010.

c) *Cash flows*

After making enquiries, reviewing forecast cash flows and considering the uncertainties described above, the Directors have formed judgment, at the time of approving these financial statements, that there is a reasonable expectation that the Group and Company can access adequate resources to continue in operational existence for the foreseeable future. For these reasons, the Directors continue to adopt the going concern basis in preparing the financial statements.

The financial statements do not include adjustments that would result if the Group or the Company was unable to continue as a going concern as it is not practicable to determine or quantify them.

2. General information

ESV GROUP Plc (the 'Company'), is incorporated and domiciled in the United Kingdom. The address of the registered office is 3rd Floor, 19/20 Grosvenor Street, London, W1K 4QH.

The nature of the Group's operations and its principal activity is port operations and development and grain trading in the Ukraine.

Adoption of new and revised standards

These financial statements have been prepared in accordance with EU Endorsed International Financial Reporting Standards ('IFRS') and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statement have been drawn up on the basis of accounting policies consistent with those applied in the financial statements for the year to 31 March 2010. The following standards, interpretations and amendments to existing standards have been adopted for the first time in 2011.

In the current year, the following new and revised Standards have been adopted. The adoption of these standards, interpretations and amendments did not affect the Company results of operations or financial positions.

International Accounting Standards (IAS/IFRS)

IFRS 1 (amended)	Additional exemptions for First time adoption of IFRS
IFRS 2 (amended)	Group cash-settled share-based payment transactions
IAS 24 (revised 2009)	Related Party Disclosures
IAS 32 (amended)	Classification of rights issue

International Financial Reporting Interpretations (IFRIC)

IFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

The following Standards and Interpretations which have not been applied in the financial statements were in issue but not yet effective (and in some cases had not yet been endorsed by the EU):

IFRS 1 (amended)	Severe Hyperinflation and Removal of Fixed Dates for First-time Adopters
IFRS 7 (amended)	Disclosures – Transfers of Financial Assets
IFRS 9	Financial Instruments
IFRS 10	Consolidated Financial Statements
IFRS 11	Joint Arrangements
IFRS 12	Disclosure of Interests in Other Entities
IFRS 13	Fair Value Measurement
IAS 12 (amended)	Deferred Tax: Recovery of Underlying Assets
IAS 1 (amended)	Presentation of Items of Other Comprehensive Income
IAS 27	Separate Financial Statements
IAS 28	Investments in Associates and Joint Ventures
IFRIC 14, IAS 19 (amended)	Limit on a Defined Benefit Asset, Minimum Funding Requirement and their interaction

The Directors do not expect that the adoption of these Standards or Interpretations in future periods will have a material impact on the financial statements of the Company or the Group.

3. Significant accounting policies

The financial statements has been prepared in accordance with International Financial Reporting Standards ('IFRSs') as issued by the International Accounting Standards Board ('IASB') and as adopted by the European Union ('EU').

The Group financial information is presented in Pounds Sterling ("£"). Foreign operations are included in accordance with the policies set out below.

As permitted by section 408 of the Companies Act 2006, the Company has elected not to present its income statement for the year. The Company reported a loss for the financial year ended 31 March 2011 of £458,630 (2010: £1,397,673).

Basis of consolidation

The consolidated financial statements incorporates the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 31 March each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

The results of subsidiaries acquired of or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring accounting policies used into line with those used by the Group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the Board of Directors.

Notes to the financial statements (Cont'd)

3. Significant accounting policies (cont'd)

Foreign currencies

The individual financial statements of each group company are presented in the currency of the primary economic environment in which it operates (its functional currency).

For the purpose of the consolidated financial statements, the results and financial position of each Group company are expressed in £, which is the functional currency of the Company, and the presentation currency for the consolidated financial statements.

In preparing the financial statements of the individual companies, transactions in currencies other than the functional currency of each Group company ('foreign currencies') are recorded in the functional currency at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated into the functional currency at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognised in the income statement in the period in which they arise except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur, which form part of the net investment in a foreign operation, and which are recognised in the foreign currency translation reserve and recognised in the income statement on disposal of the net investment.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case the exchange rates at the date of transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised as income or as expenses in the period in which the operation is disposed of.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Property, plant and equipment

Property, plant and equipment ('PP&E') are carried at cost less accumulated depreciation and any recognised impairment loss.

Depreciation and amortisation is charged so as to write off the cost or valuation of assets over their estimated useful lives, using the straight-line method, on the following bases:

Vehicles and tractors	20%
Tools and Utensils	10%
Office equipment	20%

The gain or loss arising on the disposal or retirement of an asset is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in income.

Related party transactions

IAS 24, 'Related Party Disclosures', requires the disclosure of the details of transactions between the reporting entity and related parties. In the consolidated financial statements, all transactions between Group companies are eliminated.

Financial instruments

Recognition of financial assets and financial liabilities

Financial assets and financial liabilities are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Derecognition of financial assets and financial liabilities

The Group derecognises a financial asset only when the contractual rights to cash flows from the asset expire; or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it June have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

The Group derecognises financial liabilities when the Group's obligations are discharged, cancelled or expired.

3. Significant accounting policies (cont'd)

Trade and other receivables

Trade and other receivables are measured on initial recognition at fair value, and are subsequently measured at amortised cost less any provision for impairment.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash with three months or less remaining to maturity and are subject to an insignificant risk of changes in value.

Available for sale financial assets

Financial assets designated as available for sale are initially recognised at fair value, being the consideration given including, where appropriate, acquisition costs associated with the investment. Such investments are subsequently carried at fair value, with any gains or losses arising from changes in fair value being recognised in equity. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership. Fair value is based on market value at the balance sheet date.

The Group assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. In the case of a financial asset classified as available for sale, a significant or prolonged decline in the fair value of the financial asset below its cost is considered as an indicator that the financial asset is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss is removed from equity and recognised in the income statement. Impairment losses recognised in the income statement on financial assets are not reversed through the income statement.

Trade and other payables

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Provisions

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic resource will result and that outflow can be reliably measured.

Share capital

Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Groups ordinary shares are classified as equity instruments.

For the purposes of the disclosures given in note 16, the Group considers its capital to be total equity. There have been no changes in what the Group considers to be capital since the previous period.

The Group is not subject to any externally imposed capital requirements.

4(a). Restatement

In prior periods the Company incorrectly included recognised the US$1,900,000 receivable from the sale of its Mozambican operations, within other receivables. The financial statements of the year ended 31 March 2010 have been restated to correct this error.

The effect of the restatement on those financial statements is summarised below. There is no impact of the financial statements for the year ended 31 March 2009.

	Effect on 2010 £
Decrease in other receivables	(1,260,616)
Increase in available for sale assets	1,260,616
Change in current assets	–

There was no impact on total assets, net assets or loss for the year.

4(b). Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 3, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of the assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both the current and future periods.

The following are the critical judgements and estimations that the Directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

Recoverability of Mozambique debtor

The balance of US$1.9 million receivable from the Group's sale of its Jatropha plantation was contingent upon the issuance of the Jatropha farming rights for the second plantation area by 9 May 2011. The parties who purchased the plantation from the Group did not cooperate in this matter and the Group is seeking legal advice for its recovery. The directors assume that the full amount will be recovered and so no impairment has been provided on this amount.

Ukraine agri-logistics

Ukraine's grain exports in the period under review decreased as the country implemented export quotas. The directors assume that with the lifting of the ban, trading conditions will normalise quickly and trading will return to previous levels.

Notes to the financial statements (Cont'd)

5. Segmental reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments and making strategic decision, has been identified as the Board of Directors.

The Group has the following reportable segments:

- Ukraine – this segment is involved in grain trading and agri- logistics
- Head office – this segment is the head office of the Group, located in the United Kingdom.
- The Netherlands – this segment was involved in terminal tank development
- Mozambique – this segment was involved in Bio- fuel farming.

The segments results for the year ended 31 March 2011 are as follows:

	Ukraine £	Mozambique £	Head office £	Group £
Year ended 31 March 2011				
Revenue	–	–	–	–
Administrative expenses	–	(10,000)	(458,630)	(468,630)
Operating loss	–	(10,000)	(458,630)	(468,630)
Loss before taxation	–	(10,000)	(458,630)	(468,630)
Taxation	–	–	–	–
Loss for the year	–	(10,000)	(458,630)	(468,630)

The segments results for the year ended 31 March 2010 are as follows:

	Ukraine £	The Netherlands £	Mozambique £	Head office £	Group £
Year ended 31 March 2010					
Revenue	317,695	–	–	–	317,695
Administrative expenses	–	(225,075)	(856,597)	(461,776)	(1,543,448)
Operating (loss)/profit	317,695	(225,075)	(856,597)	(461,776)	(1,225,753)
Profit/(Loss) before taxation	317,695	(225,075)	(856,597)	(461,776)	(1,225,753)
Taxation	–	–	–	–	–
Profit/(Loss) for the year	317,695	(225,075)	(856,597)	(461,776)	(1,225,753)

Other segment items included in the income statement are as follows:

	Mozambique £	Ukraine £	Head 0ffice £	Group £
Year ended 31 March 2011				
Depreciation	–	–	4,035	4,035

	Mozambique £	Ukraine £	Head Office £	Group £
Year ended 31 March 2010				
Depreciation	7,143	–	4,036	11,179

The segment assets and liabilities at 31 March 2011 and capital expenditure for the year then ended are as follows:

	The Netherlands £	Mozambique £	Head office £	Group £
Year ended 31 March 2011				
Segment assets	–	–	1,422,478	1,422,478
Segment liabilities	(239,653)	(163,434)	(874,953)	(1,278,040)
Segment net assets/(liabilities)	(239,653)	(163,434)	547,525	144,438

The segment assets and liabilities at 31 March 2010 and capital expenditure for the year then ended are as follows:

	The Netherlands £	Mozambique £	Head Office £	Inter-segmental eliminations £	Group £
Year ended 31 March 2010					
Segment assets	–	1,260,614	1,860,855	(1,260,614)	1,860,855
Segment liabilities	(239,653)	(863,101)	(936,951)	765,593	(1,274,112)
Segment net assets/(liabilities)	(239,653)	397,513	923,904	(495,021)	586,743

Geographical information of non-current assets, other than financial instruments:

	2011	2010
	£	£
United Kingdom	**1,125**	5,160

6. Loss before tax

The loss for the year has been arrived at after charging / (crediting):

	2011	2010
	£	£
Depreciation of property, plant and equipment (note 11)	**4,035**	11,179
Staff costs (note 8)	**259,286**	691,068
Net foreign exchange loss/(gain)	**75,633**	(4,094)

7. Auditors' remuneration

Amounts payable in respect of the audit of the Company's annual accounts were £10,000 (2010: £17,960). No other services were provided by Company's auditors.

Notes to the financial statements (Cont'd)

8. Staff costs

The average monthly number of employees (including Directors) was:

	2011	2010
	Number	Number
Staff	**4**	333
Directors	**3**	4

Their aggregate remuneration comprised

	£	£
Wages and salaries	**237,014**	668,796
Social security costs	**22,272**	22,272
	259,286	691,068

Within wages and salaries, £63,014 (2010: £126,666) relates to Directors remuneration for services rendered.

Staff numbers reduced due to the disposal of the Mozambique business.

9 Taxation

	2011	2010
	£	£
Current tax		
UK corporation tax	**–**	–
Overseas taxation	**–**	–
	–	–
Deferred tax (note 14)		
UK corporation tax	**–**	–
Overseas taxation	**–**	–
	–	–

The taxation charge for each year can be reconciled to the loss per the consolidated income statement as follows:

	2011	2010
	£	£
Loss before tax	**(468,630)**	(1,225,753)
Tax credit at the standard rate of tax in the UK (28%)	**(131,216)**	(343,211)
Tax effect of non-deductable expenses	**1,596**	35,516
Deferred tax asset not recognized	**129,620**	307,695
Tax expense for the year	–	–

10 Loss per ordinary share

Basic loss per ordinary share is calculated by dividing the consolidated loss for the year attributable to ordinary equity holders of the parent company by the weighted average number of ordinary shares outstanding during the year. The calculation of the basic and diluted loss per share is based on the following data:

	2011	2010
	£	£
Losses		
Loss for the purposes of basic loss per share being consolidated net loss attributable to equity holders of the parent company	**468,630**	1,225,753

	2011	2010
	Number	Number
Number of shares		
Weighted average number of ordinary shares for the purposes of basic loss per share	**7,141,232**	714,123,189

	2011	2010
	£	£
Loss per ordinary share		
Basic and diluted	**6.56p**	*17.16p

At the balance sheet date there were 558,814 (2010: 558,814) potentially dilutive Ordinary Shares relating to warrants for directors, staff and consultants for which contracts have not been issued. In the current and prior year these warrants are anti dilutive and therefore diluted loss per share has not been calculated.

At the Annual General Meeting held in October 2010, an ordinary resolution was passed for the consolidation of the issued Ordinary shares of 0.023p each so that each 100 such shares became one new Ordinary share of 2.3p. The number of Ordinary shares in issue post consolidation is 7,141,232 (pre consolidation 714,123,189). In accordance with IAS 33 the weighted average number of ordinary shares in the year and prior year have been adjusted for this consolidation.

* restated based on share consolidation.

11. Property, plant and equipment

Group

	Water conservation works and building improvements £	Vehicles and tractors £	Tools and utensils £	Office equipment £	Total £
Cost					
At 1 April 2009	261,680	72,918	10,623	20,176	365,397
Disposal	(260,254)	(72,520)	(10,566)	–	(343,340)
Foreign exchange difference	(1,426)	(398)	(57)		(1,881)
At 1 April 2010	–	–	–	20,176	20,176
At 31 March 2011				20,176	20,176
Accumulated depreciation					
At 1 April 2009	36,880	37,625	1,786	10,980	87,271
Charge for the year	3,253	3,626	264	4,036	11,179
Disposal	(39,933)	(41,046)	(2,040)	–	(83,019)
Foreign exchange difference	(200)	(205)	(10)	–	(415)
At 1 April 2010	–	–	–	15,016	15,016
Charge for the year	–	–	–	4,035	4,035
At 31 March 2011	–	–	–	19,051	19,051
Carrying amount					
At 31 March 2011	–	–	–	1,125	1,125
At 31 March 2010	–	–	–	5,160	5,160

Company

	Office equipment £	Total £
At 1 April 2009	20,176	20,176
At 1 April 2010	20,176	20,176
At 31 March 2011	20,176	20,176
Accumulated depreciation		
At 1 April 2009	10,980	10,980
Charge for the year	4,036	4,036
At 1 April 2010	15,016	15,016
Charge for the year	4,035	4,035
At 31 March 2011	19,051	19,051
Carrying amount		
At 31 March 2011	1,125	1,125
At 31 March 2010	5,160	5,160

12(a). Investment in Subsidiaries

The Company had investments in the following subsidiary undertakings as at 31 March 2011:

	Country of incorporation **£**	Proportion of Voting interest % £	Activity £
ESV - Ukraine Ltd	UK	100	Dormant
ESV - Biofuels Ltd	UK	100	Dormant
ESV- Bio- Africa Limitada	Mozambique	100	Bio- fuels
Terneuzen Tank Terminal BV	The Netherlands	100	Ceased
ESV The Netherlands BV	The Netherlands	100	Ceased
ESV Trading Belgium NV	Belgium	100	Ceased

Terneuzen Tank Terminal BV is a subsidiary of ESV The Netherlands BV which is wholly owned by ESV Group Plc.

12(b).

The investments have been fully written down and have nil value.

Notes to the financial statements (Cont'd)

13. Current assets

	2011	2010
	£	£
Group		
Other receivables	**231,617**	585,853
VAT recoverable	**3,684**	6,463
	235,301	592,316

	2011	2010
	£	£
Company		
Other receivables	**231,617**	585,853
VAT recoverable	**3,684**	6,463
	235,301	592,316

Other receivables include £219,367 due from Dnipro Cargo. Ukraine government restrictions were lifted on 2 June 2011 and the terminal is expectedto commence operations to enable the debt to be repaid.

The fair value of trade and other receivables is not significantly different from the carrying value and none of the balances are past due.

Available for sale financial assets

(Group and Company)	2011	2010
	£	£
Available for sale financial asset	**1,184,982**	1,260,616

The available for sale financial asset relates to the contingent considerable of \$1.9m receivable from the disposal of Jatropha plantations in 2010, that is contingent upon the issuance of farming rights. The Company has started legal proceedings in Mozambique.

Cash and cash equivalents

The Group's net overdraft as at 31 March 2011 of £23,314 (2010: £25,997) comprise cash in hand and bank overdraft.

The Company's cash and cash equivalents as at 31 March 2011 of £1,070 (2010: £2,763) comprise cash at bank and in hand.

The Directors consider that the carrying amount of these assets approximates their fair value.

14. Deferred tax

Differences between IFRS and statutory tax rules (in the United Kingdom and elsewhere) give rise to temporary differences between the carrying values of certain assets and liabilities for financial reporting purposes and for income tax purposes.

At 31 March 2011, the Group has unrecognised deferred tax assets of £nil (2010: £nil, 2009: £nil) in respect of UK and overseas tax losses. No deferred tax asset has been recognised in respect of this amount due to the unpredictability of future profit streams.

At 31 March 2011, The Company has unrecognised deferred tax assets of £nil (2010:£nil, 2009:£nil) in respect of UK tax losses. No deferred tax asset has been recognised in respect of this amount due to the unpredictability of future profit streams.

15. Other financial liabilities

Trade and other payables

	2011	2010
	£	£
Group		
Trade payables	**325,641**	156,158
Other payables	**833,015**	1,073,994
Accruals	**95,000**	15,200
	1,253,656	1,245,352

	2011	2010
	£	£
Company		
Trade payables	**68,819**	156,158
Other payables	**795,171**	765,593
Accruals	**93,214**	15,200
	957,204	936,951

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.
The fair value of payables is not significantly different from the carrying value.

16. Share capital

Authorised and issued equity share capital

	2011		2010	
	Number	**£**	Number	£
Issued and fully paid				
Ordinary shares of £0.023 each	7,141,232	164,249	714,123,189	164,249

At the Annual General Meeting in October 2010, the shareholders passed an ordinary resolution for the consolidation of the issued ordinary shares of 0.023p each so that one hundred such shares became one new ordinary share of 2.3p.

The Company has one class of ordinary shares which carry no right to fixed income.

At the balance sheet date there were 558,814 (2010: 558,814) potentially dilutive Ordinary Shares relating to warrants for directors, staff and consultants for which contracts have not been issued.

Reserves Description and purpose

- Share capital - amount subscribed for share capital at nominal value
- Share premium – amounts subscribed for share capital in excess of nominal value
- Retained earnings – cumulative net gains and losses recognized in the consolidated income statement
- Cumulative translation reserve – exchange gains/losses arising on retranslating of foreign operations into presentational currency

Notes to the financial statements (Cont'd)

17. Financial instruments

Capital risk management

The Group seeks to manage its capital to ensure that entities in the Group will be able to continue as a going concern, while maximising the return to shareholders.

The capital resources of the Group consists of cash and cash equivalents arising from equity attributable to equity holders of the parent, comprising issued capital, reserves and retained earnings as disclosed in the Consolidated Statement of Changes in Equity.

Externally imposed capital requirement

The Group is not subject to externally imposed capital requirements.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement, the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 3 to the Consolidated Financial Statements.

Categories of financial instruments

	2011	2010
	£	£
Group		
Financial assets		
Cash and cash equivalents	**1,070**	2,763
Available for sale financial assets	**1,184,982**	1,260,616
Other receivables	**235,301**	592,316
	1,421,353	1,855,695
Financial liabilities		
Trade payables	**325,641**	156,158
Other payables	**928,015**	1,089,194
Bank overdraft	**24,384**	28,760
	1,278,040	1,274,112
Company		
Financial assets		
Cash and cash equivalents	**1,070**	2,763
Available for sale financial assets	**1,184,982**	1,260,616
Other receivables	**235,301**	592,316
	1,421,353	1,855,695
Financial liabilities		
Trade payables	**68,819**	156,158
Other payables	**888,385**	780,793
	957,204	936,951

Fair value of financial assets and liabilities

Fair value is the amount at which a financial instrument could be exchanged in an arm's length transaction between informed and willing parties, other than a forced or liquidation sale and excludes accrued interest. Where available, market values have been used to determine fair values.

Financial risk management objectives

Management provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group through internal risks reports through which it analyses exposures by degree and magnitude of risk. These risks include foreign currency risk, credit risk, liquidity risk and cash flow interest rate risk.

The Group does not enter into or trade financial instruments, including derivative financial instruments, for speculative purposes.

As the Group has no committed borrowings, the Group is not exposed to any risks associated with fluctuations in interest rates on loans. Fluctuation in interest rates applied to cash balances held at the 2011 balance sheet date would have minimal impact on the Group.

Foreign exchange risk and foreign currency risk management

The Group undertakes certain transactions denominated in foreign currencies. Hence, exposures to exchange rate fluctuations arise.

The Group to date has elected not to hedge its exposure to the risk of changes in foreign currency exchange rates.

The only significant non functional currency balances as at 31 March 2011 and 31 March 2010 were the US$1,900,000 available for sale asset, which is receivable by the Company for the sale of its Mozambican operations, and the US$250,000 payable to Inveragro on receipt of the US$1,900,000.

The carrying amounts of these foreign currency denominated financial assets and liabilities at the reporting date were as follows:

	2011	2010
	£	£
US dollar denominated assets	**1,184,982**	1,260,616
US dollar denominated liabilities	**(155,918)**	(165,870)
Net exposure	**1,029,064**	1,094,746

Foreign currency sensitivity analysis

The Group is exposed primarily to movements in GBP against the US dollar. Sensitivity analyses have been performed to indicate how the profit or loss would have been affected by changes in the exchange rate between the US dollar and GBP. The analysis is based on a weakening and strengthening of the US dollar by 10 per cent against the GBP in which the Group has assets and liabilities at the end of each respective period. A movement of 10 per cent reflects a reasonably possible sensitivity when compared to historical movements over a three to five year timeframe. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a ten per cent change in foreign currency rates.

Notes to the financial statements (Cont'd)

A positive number below indicates an increase in profit where US dollar strengthens ten per cent against the GBP. For a ten per cent weakening of the US dollar against the GBP, there would be an equal and opposite impact on the profit, and the balance below would be negative.

The following table details the Group's sensitivity to a ten per cent strengthening in the US dollar against the GBP.

	2011	2010
	£	£
Increase in income statement and net assets	**102,906**	109,475

Credit risk management
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. The Group does not have any significant credit risk exposure on trade receivables.

The Group makes allowances for impairment of receivables where there is an identified event which, based on previous experience, is evidence of a reduction in the recoverability of cash flows.

The credit risk on liquid funds (cash) is considered to be limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies.

The carrying amount of financial assets recorded in the financial statements represents the Group's maximum exposure to credit risk.

Liquidity risk management
Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The Group aims to maintain appropriate cash balance in order to meet its liabilities as they fall due.

As disclosed in note 1, the Group is reliant on raising further funding in order to be able to meet its current obligations.

Maturity analysis

2011	Total	on demand	in 1 month	Between 1 and 6 months	Between 6 and 12 months	Between 1 and 3 years
	£	£	£	£	£	£
Trade and other payables	1,278,040	1,278,040	–	–	–	–

2010	Total	on demand	in 1 month	Between 1 and 6 months	Between 6 and 12 months	Between 1 and 3 years
	£	£	£	£	£	£
Trade and other payables	1,274,112	1,274,112	–	–	–	–

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

18. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note.

Directors' transactions

Remuneration of key management personnel

The remuneration of the Directors, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 Related Party Disclosures.

	2011	2010
	£	£
Short-term employee benefits	**63,014**	126,666

19. COMMITMENTS

The Company has the commitment to pay US$250,000 to complete the purchase of the land owning company, Inveragro, in Mozambique.

20. EVENTS AFTER THE REPORTING DATE

In respect of the Mozambican operations, as described in the Chairman's Statement, the Company is seeking to redress against the purchasers of the Jatropha plantation for recovery of US$ 1.9 million.

Notice of annual general meeting

Notice is hereby given that the Annual General Meeting of the Company will be held at 12 noon on 30 September 2011 at the offices of Keith Bayley Rogers & Co Ltd, Finsbury Tower, 103-105 Bunhill Road, London EC1Y 8LZ for the following purpose:

Ordinary Business

To consider and if thought fit, to pass the following resolutions each of which will be proposed as an Ordinary Resolution:

1. To receive the Company's annual accounts for the financial year ended 31 March 2011 together with the directors' report and auditors' report on those accounts.

2. To re-appoint W H Associates LLP as Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and to authorise the Directors to agree their remuneration.

Special Business

To consider and, if thought fit, pass Resolution 3, which will be proposed as Ordinary Resolution, and Resolution 4 which will be proposed as a Special Resolution:

3. That, in accordance with section 551 of the Companies Act 2006 (the "2006 Act") the Directors of the Company be and are generally and unconditionally authorised to allot Relevant Securities (as defined in the notes to this resolution):

   3.1 comprising equity securities (as defined by section 560 of the 2006 Act) up to an aggregate nominal value of £10 million (such amount to be reduced by the nominal amount of any Relevant Securities allotted under paragraph 3.2 below) in connection with an offer by way of a rights issue:

      (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

      (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

   3.2 in any other case, up to an aggregate nominal value of £10 million (such amount to be reduced by the nominal amount of any equity securities allotted under paragraph 3.1 above in excess of £10 million), provided that these authorities, unless duly renewed, varied or revoked by the Company, expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution, save that the Company may, before such expiry, make offers or agreements which would or might require Relevant Securities to be allotted after such expiry and, the Directors may allot Relevant Securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

4. That, subject to the passing of Resolution 3, the Directors be given the general power to allot equity securities (as defined by section 560 of the 2006 Act) for cash, either pursuant to the authority conferred by Resolution 3 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

   4.1 the allotment of equity securities in connection with an offer by way of a rights issue:

      (a) to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and

      (b) to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary,

      but subject to such exclusion or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, records dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

   4.2 the allotment (otherwise than pursuant to paragraph 4.1 above) of equity securities up to an aggregate nominal amount of £10 million.

   The power granted by this resolution will expire on the date being fifteen months from the date of the passing of this resolution or, if earlier, the conclusion of the next annual general meeting of the Company to be held after the passing of this resolution (unless renewed, varied or revoked by the Company prior to or on such date), save that the Company may, before such expiry, make offers or agreements which would or might require equity securities to be allotted after such expiry and, the Directors may allot equity securities in pursuance of such an offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Registered office
19/20 Grosvenor Street
London W1K 4QH

By order of the Board

M A Alikhani

30 August 2011

Notes to the Notice of Annual General Meeting

Entitlement to attend and vote

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the Company specifies that only those members registered on the Company's register of members at:
   - 6 p.m. on 28 September 2011; or,
   - if this Meeting is adjourned, at 6 p.m. on the day two days prior to the adjourned meeting

   shall be entitled to attend and vote at the Meeting.

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the Meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
3. A proxy does not need to be a member of the Company but must attend the Meeting to represent you. Details of how to appoint the Chairman of the Meeting or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish your proxy to speak on your behalf at the Meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy please refer to the notes on the Form of Proxy.

Appointment of proxy using hard copy proxy form

5. The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote.

   To appoint a proxy using the proxy form, the form must be:
   - completed and signed;
   - sent or delivered to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA; and
   - received by Neville Registrars no later than 12 noon on 28 September 2011.
   - or sent by facsimile transmission to 0121 585 1132 no later than 48 hours before the General Meeting i.e. by 12 noon on 28 September 2011. If the appointment of proxy is notified by facsimile transmission, the original appointment in the same form as received by facsimile transmission should be deposited at the place at which the facsimile transmission was received, or the Registered office of the Company, not less than 24 hours before the time appointed for the Meeting or adjourned meeting or the holding of a poll subsequently at which the vote is to be used

   In the case of a member which is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

   Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

6. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

7. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

   Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

8. In order to revoke a proxy instruction you will need to inform the Company using the following method:

   By sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA

   In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice.

   In either case, the revocation notice must be received by Neville Registrars Limited, Neville House, 18 Laurel Lane, Halesowen, West Midlands B63 3DA no later than 12 noon on 28 September 2011.

   If you attempt to revoke your proxy appointment but the revocation is received after the time specified then, subject to the paragraph directly below, your proxy appointment will remain valid.

   Appointment of a proxy does not preclude you from attending the Meeting and voting in person. If you have appointed a proxy and attend the Meeting in person, your proxy appointment will automatically be terminated.

Issued shares and total voting rights

9. As at 12 noon on 30 August 2011, the Company's issued share capital comprised 7,141,232 ordinary shares of £0.023 each. Each ordinary share carries the right to one vote at a general meeting of the Company and, therefore, the total number of voting rights in the Company as at 12 noon on 30 August 2011 is 7,141,232.

Notes to Resolution 3

In Resolution 3 "Relevant Securities" means:

- Shares in the Company other than shares allotted pursuant to:
  - an employee share scheme (as defined by section 1166 of the 2006 Act);
  - a right to subscribe for shares in the Company where the grant of the right itself constituted a Relevant Security; or
  - a right to convert securities into shares in the Company where the grant of the right itself constituted a Relevant Security.
- Any right to subscribe for or to convert any security into shares in the Company other than rights to subscribe for or convert any security into shares allotted pursuant to an employee share scheme (as defined by section 1166 of the 2006 Act). References to the allotment of Relevant Securities in the resolution include the grant of such rights.