

Annual Report

Fifty Two Weeks

Period Ended 31 July 2011

Nufarm Limited
Wyke Lane, Wyke, Bradford, BD12 9EJ

Registered No 87911



Nufarm Limited

Annual Report

Fifty Two Weeks Ended 31 July 2011

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Nufarm Limited

Directors' Report

For The Year Ended 31 July 2011

The Directors present their report and the audited financial statements for the year ended 31 July 2011. The comparative period is the year ended 31 July 2010.

1 Business Review

Following the transfer of the assets and liabilities of the Company to Nufarm UK Limited on 31 October 2009 the Company has not traded, nor is it intended to enter into trade in the future.

The results for the Company show a pre-tax profit of £nil (2010: £1,518,000) for the year and sales of £nil (2010: £12,207,000).

2 Directors

The Directors who held office during the period are given below:

K P Martin (resigned 30/03/2011)
D A Pullan
P A Williams
M E Goddard
S D English (appointed 01/11/2011)

3 Directors' Indemnities

Certain Directors benefit from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

4 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 financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Nufarm Limited

Directors' Report

For The Year Ended 31 July 2011

4 Statement of Directors' Responsibilities (continued)

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect 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 UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

5 Employees

The Company has no employees.

6 Political and Charitable Donations

The Company made no political or charitable donations in the current or preceding year.

Nufarm Limited

Directors' Report

For The Year Ended 31 July 2011

7 Disclosure of Information to Auditors

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

8 Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the Board

A handwritten signature in black ink, appearing to be 'M E Goddard', with a large, stylized flourish at the end.

M E Goddard
Director

10 April 2012

Nufarm Limited

Independent auditors' report to the members of Nufarm Limited

We have audited the financial statements of Nufarm Limited for the year ended 31 July 2011 set out on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 an auditors' 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 explained more fully in the Directors' Responsibilities Statement set out on pages 2 and 3, 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 web-site 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 company's affairs as at 31 July 2011 and of its result for the year then ended,
- have been properly prepared in accordance with UK 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 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, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Tim Widdas (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
St Nicholas House
Park Row
Nottingham
NG1 6FQ

Dated 10 April 2012

Nufarm Limited

Profit And Loss Account

Year Ended 31 July 2011

	Note	2011 £'000	2010 £'000
Turnover	3	-	12,207
Change in stocks of finished goods and work in progress		-	1,263
Own work capitalised		-	47
Net other operating income		-	4
Raw materials and consumables		-	(5,898)
Other external charges		-	(4,272)
Staff costs	4	-	(2,855)
Depreciation and amortisation		-	(804)
Operating loss before exceptional item	4	-	(308)
Exceptional item	4	-	2,385
Operating profit after exceptional item		-	2,077
Interest receivable and similar income		-	1
Interest payable and similar charges	7	-	(560)
Profit on ordinary activities before taxation		-	1,518
Tax credit on profit on ordinary activities	8	-	215
Retained profit for the year	13	-	1,733

All of the results in the profit and loss account relate to discontinued activities

All the Company's gains and losses are recognised in the profit and loss account.

Statement of Historical Cost Profits And Losses

Year Ended 31 July 2011

	2011 £'000	2010 £'000
Reported profit on ordinary activities before taxation	-	1,518
Difference between historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	-	43
Historical cost profit on ordinary activities before taxation	-	1,561
Historical cost profit for the financial year	-	1,776

Nufarm Limited

Balance Sheet

Balance Sheet as at 31 July 2011

		31 July 2011 £'000	31 July 2010 £'000
	Note		
Current assets			
Debtors falling due after more than one year	10	34,167	34,167
Net assets		34,167	34,167
 Capital and reserves			
Called up share capital	11	12	12
Capital contribution		400	400
Share premium account		98	98
Capital redemption reserve		4	4
Profit and loss reserve	12	33,653	33,653
Equity shareholders' funds	13	34,167	34,167

The financial statements on pages 5 to 15 were approved by the Board of Directors on 10 April 2012 and were signed on its behalf by



M E Goddard
Director
Company number: 00087911

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

1 Accounting Policies

These financial statements are prepared on the going concern basis, under the historical cost convention, as modified by the revaluation of certain tangible fixed assets and in accordance with the Companies Act 2006 applicable accounting standards. The principal accounting policies are set out below.

1.1 Tangible Fixed Assets and Depreciation

With the exception of land and tenanted properties, all classes of tangible fixed assets are included at historical cost, which as permitted by the provisions of FRS 15 includes revalued amounts pre-dating the adoption of that standard.

Land and tenanted properties are subject to a full valuation every five years by a member of the Royal Institute of Chartered Surveyors, with an interim valuation carried out in the third year following the full valuation.

Depreciation on tangible fixed assets is calculated to write-off their cost or valuation on a straight-line basis over the expected useful lives of the assets concerned. The principal annual rates used for this purpose are:

Leasehold land	2%
Industrial buildings	5% to 50%
Plant and machinery	5% to 50%
Computers	20% to 33%

Accelerated depreciation on tangible fixed assets is calculated to write-down the remaining net book amount of tangible fixed assets, where the Directors feel that the useful economic life remaining of these assets requires revision to £nil.

Plant and machinery additions are depreciated from the period of commissioning.

Freehold land is not depreciated.

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

1.2 Intangible Fixed Assets and Amortisation

Expenditure on the development of specific new products, where the outcome of those projects is assessed as being reasonably certain as regards viability and technical feasibility, is capitalised and amortised over a period not longer than fifteen years commencing the period in which sales of the product are first made

Expenditure on general research and development is charged to the profit and loss account in the period in which it is incurred

1.3 Stocks

Stocks are stated at the lower of cost and net realisable value using the first in first out method. Cost comprises the direct cost of production and the attributable proportion of production overheads appropriate to location and condition. Net realisable value is the estimated selling price reduced by all costs of completion, marketing, selling and distribution.

1.4 Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated into sterling by applying where applicable, the exchange rates obtained on forward currency contracts taken out prior to the period end. Other foreign currency assets and liabilities are translated into sterling at the exchange rate ruling at the balance sheet date. Differences arising on translation and on the conversion of ordinary foreign currency transactions during the period are dealt with as part of the profit or loss on ordinary activities.

1.5 Turnover

Turnover represents sales at invoice value net of trade discounts allowed and excluding value added tax and is recognised in accordance with sales terms of trade.

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

1.6 Post Retirement Benefits

The Company's net obligation in respect of defined benefit pension plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value and the fair value of any plan assets is deducted. The liability discount rate is the yield at the balance sheet date on AA credit rated bonds that have maturity rates approximating to the terms of the Company's obligations. The calculation is performed by a qualified actuary using the projected unit valuation method for past service and the attained age method for future service.

Actuarial gains and losses are recognised in full in the period in which they occur directly into equity through the statement of total recognised gains and losses. Current and past service cost, gains on any settlements and curtailments and finance charges are recognised in the profit and loss account.

Obligations for contributions to defined contribution pension plans are recognised in the profit and loss account as incurred.

1.7 Taxation

The charge for taxation is based on the result for the period. In accordance with FRS 19, deferred taxation has been recognised as a liability or an asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. Deferred tax liabilities recognised have not been discounted.

1.8 Assets Acquired under Lease Contracts

Leasing agreements which transfer to the Company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit so as to give a constant periodic rate of charge on the remaining balance outstanding at the end of each accounting period. Assets held under finance leases are depreciated over the shorter of the lease terms and the useful lives of equivalent owned assets.

Costs in respect of operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

1.9 Government Grants

Government grants are recognised as income over the periods necessary to match them with the related costs for which they are intended to compensate.

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

2 Cash Flow Statement and Related Party Disclosures

The Company is included in the consolidated financial statements of Nufarm Limited, a company incorporated in the state of Victoria, Australia (the 'Ultimate Parent Undertaking'), which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1. The Company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Group or investees of the Group. See also note 16.

3 Segmental Reporting

In the opinion of the Directors the disclosure of an analysis of turnover and profit before taxation by geographical market would be seriously prejudicial to the Company's interests.

4 Operating (Loss)/Profit

	2011 £'000	2010 £'000
Operating (loss)/profit is stated after charging		
Wages and salaries	-	2,587
Social security costs	-	219
Other pension costs (note 15)	-	49
Staff costs	-	2,855
Depreciation of tangible fixed assets	-	804
Amortisation of intangible fixed assets	-	-
Operating lease charges - hire of plant and machinery	-	27
Services provided by the Company's auditor		
Fees payable for the audit	-	-

The exceptional item in the prior year of £2,385,000 relates to the sale of the Companies assets and liabilities to its indirect parent company, Nufarm UK Limited (the "Asset Sale"), being the difference between the consideration due and the net book value of those assets and liabilities as at 31 October 2009.

The auditor's remuneration for year ended 31 July 2011 and the prior year has been borne by a parent undertaking of the Company.

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

5 Directors' Emoluments

The cost associated with the services of directors is borne by other entities within the Group

6 Employee Information

	2011 Number	2010 Number
Production	-	-
Sales and distribution	-	-
Administration	-	-
	-	-

The prior year's comparative reflects the number of employees at 31 July 2010 rather than an average for that period, following the transfer of all employment contracts as at 31 October 2009 to Nufarm UK Limited

7 Interest Payable and Similar Charges

	2011 £'000	2010 £'000
Interest payable on overdrafts and bank loans	-	50
Finance leases	-	510
	-	560

8 Taxation on the Profit for the Year

	2011 £'000	2010 £'000
Current tax		
UK corporation tax on profit for the year	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences (ACA and other)	-	(215)
Total deferred tax credit	-	(215)
Tax (credit) on profit on ordinary activities	-	(215)

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

8 Taxation on the Profit /(Loss) for the Year continued

The tax assessed for the year is the same (2010 lower) as the standard rate of corporation tax in the UK of 27.3% (2010 28%). Prior year differences are explained below

	2011 £'000	2010 £'000
Profit on ordinary activities	-	1,518
Profit on ordinary activities multiplied by standard rate in the UK 27.3% (2010 28%)	-	425
Effects of		
Income not taxable	-	(668)
Expenses not deductible for tax purposes	-	24
Difference between depreciation and capital allowances	-	202
Movement in short term timing differences	-	141
Utilisation of tax losses	-	(124)
Current tax for the year	-	-

9 Fixed Asset Investments

The Company holds unlisted investments with a cost of £100 (2010 £100)

Name of Undertaking	Country of Registration	Issued Share Capital	Percentage Owned	Description
A H Marks Australia Pty Limited	Australia	A\$100	100%	Wholly owned subsidiary
Growell Limited	England	£100	50%	Joint venture
A H Marks New Zealand Limited	New Zealand	NZ\$1	100%	Wholly owned subsidiary

All three companies are not intended to enter into either trading or investment activities

10 Debtors

	2011 £'000	2010 £'000
Amounts falling due after more than one year		
Loans - amounts owed by group undertakings	34,167	34,167
	34,167	34,167

The amount owed by group undertakings included within loans relates to the Asset Sale

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

11 Called Up Share Capital

There has been no change in share capital during the year

	Allotted, called up and fully paid 2011 and 2010	
	Number	£'000
Ordinary shares of 5p each	237,000	12

12 Reserves

	Profit and Loss Reserve £'000
At 1 August 2010 and 31 July 2011	33,653

13 Reconciliation of Movements in Shareholders' Funds

	2011 £'000	2010 £'000
Opening shareholders' funds	34,167	32,434
Retained profit for the year	-	1,733
Closing shareholders' funds	34,167	34,167

14 Contingent Liabilities

On 25 April 2008 the Company entered into a supplemental deed to become a guarantor to the Negative Pledge Deed dated 3 October 2004 entered into by the Ultimate Parent Undertaking and certain of its subsidiaries as guarantors in favour of certain lenders. All parties to the deed will guarantee to each specified lender payment in full of any amount owed to such lender by any guarantor party upon winding-up of that party.

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

15 Pension Commitments

15.1 Defined Benefit Scheme

The Company operated a defined benefit pension scheme based on final pensionable salary with assets held in a separately administered fund. The scheme is closed for new members. An actuarial valuation of the scheme was carried out as at 1 April 2007 by HSBC Actuaries and Consultants Limited. The valuation methods used were the projected unit method for past service and the attained age method for future service costs. The liabilities of the scheme on the FRS 17 assumptions as at 31 July 2010 were included as part of the Asset Sale and the position of the scheme is disclosed in the financial statements of Nufarm UK Limited, along with all results of the scheme from that date.

Changes in the present value of the defined benefit obligation are as follows

	31 July 2011 £'000	31 July 2010 £'000
Opening defined benefit obligation	-	30,693
Liability transferred as part of Asset Sale	-	(30,693)
Closing defined benefit obligation	-	-

Changes in the fair value of the defined benefit scheme assets are as follows

	31 July 2011 £'000	31 July 2010 £'000
Opening fair value of scheme assets	-	26,563
Assets transferred as part of Asset Sale	-	(26,563)
Closing fair value of scheme assets	-	-

Total actuarial losses recognised directly into equity through the statement of total recognised gains and losses (STRGL) are £nil (2010: £nil). Cumulative losses of £8,158,000 have been so recognised.

The Company does not expect to contribute anything to the defined benefit scheme in the year ending 31 July 2011.

The expected return on scheme assets is determined by considering the expected returns available on the assets underlying the current investment policy. Expected yields on fixed interest investments are based on gross redemption yields as at the balance sheet date. Expected returns on equity investments reflect long-term real rates of return experienced in the respective markets.

Nufarm Limited

Notes to the Financial Statements

Year Ended 31 July 2011

15.1 Defined Benefit Scheme continued

Amounts for the current and previous four periods are as follows

	2011	2010	2009	2008	2007
	£000's	£000's	£000's	£000's	£000's
Defined benefit obligation	-	-	(30,963)	(30,120)	(28,384)
Plan assets	-	-	26,563	27,755	28,696
(Deficit)/surplus	-	-	(4,400)	(2,365)	312
Experience adjustments on plan liabilities	-	-	-	(6)	(2,415)
Experience adjustments on plan assets	-	-	(2,506)	(2,758)	903

15.2 Defined Contribution Schemes

The contributions payable by the Company to defined contribution plans in the year were £nil (2010 £49,000, £nil outstanding)

16 Ultimate Parent Undertaking

The immediate parent undertaking is A H Marks Holdings Limited

The Ultimate Parent Undertaking is Nufarm Limited, a company registered in the state of Victoria, Australia. This is also the controlling party which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the consolidated financial statements can be obtained from the Company Secretary at Nufarm Limited, 103-105 Pipe Road, Laverton North, Victoria 3026, Australia or the website nufarm.com