

Registered number 02811366

GTL RESOURCES LIMITED
(formerly GTL RESOURCES PLC)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012



GTL RESOURCES LIMITED

COMPANY INFORMATION

Directors	Simon C Stevens Christopher H Mills Richard H Ruebe
Company number	02811366
Registered office	Ground Floor Ryder Court 14 Ryder Street London SW1Y 6QB
Auditors	PKF (UK) LLP Regent House Clinton Avenue Nottingham NG5 1AZ

GTL RESOURCES LIMITED

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GTL RESOURCES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2012

The directors present their report and the financial statements for the year ended 31 March 2012

Principal activities

The principal activity of the company is that of a holding company

Business review

The Company was a publicly traded company listed on the AIM stock exchange until the cancellation of trading on 17 January 2012 when the Company was acquired by Sinav Limited and it became privately owned. During the year the Company increased its investment in its subsidiary, GTL Overseas Investments Limited, which in turn made a further investment in GTL Resources USA Inc in order to purchase the minority interest in the Group's main trading subsidiary, Illinois River Energy Holdings, LLC, taking the holding by the group to 100%

Results

The loss for the year, after taxation, amounted to \$2,255,000 (2011 - loss \$709,000)

Directors

The directors who served during the year were

Simon C Stevens (appointed 17 January 2012)
Christopher H Mills (appointed 17 January 2012)
Richard H Ruebe
Martha Schlicher (resigned 17 January 2012)
Graham J Wickham (resigned 17 January 2012)
Julia A Henderson (resigned 17 January 2012)
Michael B Nobbs (resigned 28 September 2011)

Provision of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

This report was approved by the board and signed on its behalf



Christopher H Mills
Director

Date 21/12/2012

GTL RESOURCES LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2012

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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the 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 then apply them consistently,
- make judgments and accounting 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,
- prepare the financial 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

GTL RESOURCES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GTL RESOURCES LIMITED

We have audited the financial statements of GTL Resources Limited for the year ended 31 March 2012 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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 auditor

As explained more fully in the directors' responsibilities statement, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

GTL RESOURCES LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GTL RESOURCES LIMITED

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



Richard Wilson (Senior statutory auditor)
for and on behalf of PKF (UK) LLP, Statutory auditor
Nottingham

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GTL RESOURCES LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2012**

	Note	2012 \$	2011 \$
Administrative expenses		<u>(2,262)</u>	<u>(712)</u>
OPERATING LOSS	2	(2,262)	(712)
Interest receivable and similar income		<u>7</u>	<u>3</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,255)	(709)
Tax on loss on ordinary activities		<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR	11	<u>(2,255)</u>	<u>(709)</u>

All amounts relate to continuing operations

The notes on pages 8 to 13 form part of these financial statements

GTL RESOURCES LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 MARCH 2012**

	Note	2012 \$	2011 \$
LOSS FOR THE FINANCIAL YEAR		(2,255)	(709)
Share based payment movement		<u>(299)</u>	<u>106</u>
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR		<u>(2,554)</u>	<u>(603)</u>

The notes on pages 8 to 13 form part of these financial statements

GTL RESOURCES LIMITED
REGISTERED NUMBER: 02811366

BALANCE SHEET
AS AT 31 MARCH 2012

	Note	\$	2012 \$	\$	2011 \$
FIXED ASSETS					
Investments	7		61,672		59,338
CURRENT ASSETS					
Debtors	8	109		21	
Cash at bank		1,425		5,973	
		<u>1,534</u>		<u>5,994</u>	
CREDITORS: amounts falling due within one year	9	(589)		(161)	
NET CURRENT ASSETS			<u>945</u>		<u>5,833</u>
NET ASSETS			<u><u>62,617</u></u>		<u><u>65,171</u></u>
CAPITAL AND RESERVES					
Called up share capital	10		60,205		60,205
Share premium account	11		317		317
Profit and loss account	11		<u>2,095</u>		<u>4,649</u>
SHAREHOLDERS' FUNDS	12		<u><u>62,617</u></u>		<u><u>65,171</u></u>

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



Christopher H Mills
Director

Date 21/12/2012

The notes on pages 8 to 13 form part of these financial statements

GTL RESOURCES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

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

In the current year the financial statements are prepared under UK GAAP. In the prior year the financial statements were prepared under IFRS. During the year the company was acquired by Sinav Limited. Sinav Limited's financial statements are prepared under UK GAAP and as such this is a relevant change in circumstance permitting the company to revert to preparing under UK GAAP.

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.3 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.4 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into dollars at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into dollars at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

GTL RESOURCES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

2 OPERATING LOSS

The operating loss is stated after charging/(crediting)

	2012 \$	2011 \$
Difference on foreign exchange	(35)	-
	<u> </u>	<u> </u>

3 AUDITORS' REMUNERATION

	2012 \$	2011 \$
Fees payable to the company's auditor for the audit of the company's annual accounts	25	34
	<u> </u>	<u> </u>

4 STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	2012 \$	2011 \$
Wages and salaries	245	190
	<u> </u>	<u> </u>

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

	2012 No	2011 No
	4	5
	<u> </u>	<u> </u>

5 DIRECTORS' REMUNERATION

	2012 \$	2011 \$
Emoluments	245,303	190,310
	<u> </u>	<u> </u>

GTL RESOURCES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

6. SHARE BASED PAYMENTS

The company had three active Executive Share Option Schemes during the year

The 2005 Approved Executive Share Option Scheme - adopted 31 August 2005 Options under this scheme are granted at the discretion of a committee of the Board of the Company to eligible employees

The 2005 Unapproved Executive Share Option Scheme - adopted on 31 August 2005 The scheme has rules substantially the same as for the Approved Scheme except that, in addition, options may be granted to companies who provide the services of an employee or Director to the Group

The 2006 Unapproved Executive Share Option Scheme - adopted on 1 December 2006 and amended on 30 September 2008 The scheme rules are substantially the same as that of the 2005 scheme other than specific restrictions in respect of eligibility and leavers

Share options, granted to employees, that existed at 31 March were as follows

Date of grant	2012 Number of share options	2011 Number of share options	Exercise price £	Exercise period
1 Dec, 2006	-	22,594	2 25	Dec 2007 - Jan 2016
1 Dec, 2006	-	22,594	2 25	Dec 2008 - Jan 2016
1 Dec, 2006	-	22,594	2 25	Dec 2009 - Jan 2016
9 Dec, 2008	-	500,000	0 21	Dec 2011 - Jan 2018
6 July 2010	-	33,333	0 61	Jul 2011 - Jul 2020
6 July 2010	-	33,333	0 61	Jul 2011 - Jul 2020
6 July 2010	-	533,334	0 61	Jul 2011 - Jul 2020
22 June 2011	-	-	0 73	June 2014 - June 2021
	-	1,167,782		

	2012		2011	
	Number of share options	Weighted average share price (£)	Number of share options	Weighted average share price (£)
Outstanding at beginning of the year	1,167,782	0.53	667,782	0 42
Lapsed during the year	-	-	(100,000)	0 21
Granted during the year	900,000	0.73	600,000	0 61
Cancelled during the year	(2,067,782)	-	-	-
Outstanding at the year end	-	-	1,167,782	0 53
Exercisable at the year end	-	-	67,782	2 25

The share option schemes were cancelled on 17 January 2012 in conjunction with the cancellation of trading of the company's shares on the AIM stock exchange in the United Kingdom In conjunction with the termination of the share option schemes, prior year reserves of \$299,000 were reversed which gave rise to a credit to the profit and loss account, included in the loss for the year

GTL RESOURCES LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2012**

7. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies \$	Loans to subsidiaries \$	Total \$
Cost or valuation			
At 1 April 2011	56,550	2,788	59,338
Additions	5,122	-	5,122
Disposals	-	(2,788)	(2,788)
At 31 March 2012	<u>61,672</u>	<u>-</u>	<u>61,672</u>
Net book value			
At 31 March 2012	<u>61,672</u>	<u>-</u>	<u>61,672</u>
At 31 March 2011	<u>56,550</u>	<u>2,788</u>	<u>59,338</u>

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
GTL Resources Overseas Limited	Ordinary	100%
GTL Resources USA Inc	Ordinary	100%
Low Carbon Energy Solutions LLC	Ordinary	100%
Illinois River Energy LLC	Ordinary	100%
Illinois River Energy Holdings LLC	Ordinary	100%
GTL Bio Refining LLC	Ordinary	100%

Name	Business	Country of incorporation/ Registration
GTL Resources Overseas Limited	Holding company	UK
GTL Resources USA Inc	Holding company	USA
Low Carbon Energy Solutions LLC	Alternative energy	USA
Illinois River Energy LLC	Ethanol Production	USA
Illinois River Energy Holdings LLC	Holding company	USA
GTL Bio Refining LLC	Holding company	USA

8. DEBTORS

	2012 \$	2011 \$
Other debtors	109	11
Prepayments and accrued income	-	10
	<u>109</u>	<u>21</u>

GTL RESOURCES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

9. CREDITORS

Amounts falling due within one year

	2012	2011
	\$	\$
Trade creditors	524	7
Accruals and deferred income	65	154
	589	161

10. SHARE CAPITAL

	2012	2011
	£	£
Allotted, called up and fully paid		
31,988,745 Ordinary shares of £0.01 each	-	319,887
31,988,746 New Ordinary shares of £0.01 each	319,887	-
31,988,745 Deferred shares of £0.99 each	31,668,858	31,668,858
	31,988,745	31,988,745

The Company's share capital is denominated in sterling and recorded at historic exchange rates at the date of issue. The Company's share capital in US dollars is \$60,205,265 (2011: \$60,205,265).

The total number of issued ordinary shares in the Company is 31,988,746 ordinary shares with voting rights. The holders of ordinary shares are entitled to receive dividends as may be declared from time to time and are entitled to one vote per share at meetings of the Company. The Deferred Shares of 31,988,745 do not carry voting rights and carry no rights to dividends and only have rights to return of capital after very substantial sums have first been paid to the holders of new shares.

On 16 January 2012, the company issued 1 ordinary share of £0.01 at par. On the same day, 31,988,745 of the company's ordinary shares of £0.01 each were extinguished and the balance was transferred to reserves. On 17 January 2012, the reserve was re-capitalised into share capital of 31,988,745 new fully paid ordinary shares of £0.01 each. The transaction was governed by a scheme of arrangement between GTL Resources Limited and the shareholders. Under the terms of the scheme of arrangement, the cancellation of the ordinary shares of GTL Resources Limited resulted in the creation of a reserve which then had to be re-issued as share capital. No consideration was received for the issue of the new shares and therefore the shares are recorded at the historic rate from the original date of issue.

At the year end, the Company's issued share capital comprised 31,988,746 ordinary shares of £0.01 each and 31,988,745 deferred shares of £0.99 each.

Subsequent to the year end, the Company's deferred share capital of 31,988,745 deferred shares of £0.99 each was cancelled on 14 July 2012.

GTL RESOURCES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

11 RESERVES

	Share premium account \$	Profit and loss account \$
At 1 April 2011	317	4,649
Loss for the year		(2,255)
Share based payment movement		(299)
At 31 March 2012	<u>317</u>	<u>2,095</u>

12 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2012 \$	2011 \$
Opening shareholders' funds	65,171	65,774
Loss for the year	(2,255)	(709)
Other recognised gains and losses during the year	(299)	106
Closing shareholders' funds	<u>62,617</u>	<u>65,171</u>

13 RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of Sinav Limited, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in paragraph 3 of FRS 8 from disclosing transactions with other wholly owned members of the group.

14 ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's parent company is Sinav Limited. In the opinion of the directors there is no ultimate controlling party.

The parent undertaking of the largest and smallest group for which consolidated accounts are prepared is Sinav Limited and consolidated accounts are available from the company's registered office.