

Report of the Directors and
Financial Statements for the Year Ended 31 December 2013
for
AGI Corporate Finance Limited

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AGI Corporate Finance Limited

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for the Year Ended 31 December 2013

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AGI Corporate Finance Limited

Company Information
for the Year Ended 31 December 2013

DIRECTORS:

R L Hamburger
J M Foster

SECRETARY:

J M Foster

REGISTERED OFFICE:

Elms Farm
Upper Minety
Malmesbury
Wiltshire
SN16 9PR

REGISTERED NUMBER:

03290460 (England and Wales)

AUDITORS:

Optima Financial Solutions Limited
Chartered Accountants
Statutory Auditors
Elms Farm,
Upper Minety
Malmesbury
Wiltshire
SN16 9PR

SOLICITORS:

Dawsons and Co
2 New Square
Lincoln's Inn
London
London
WC2A 3RZ

The directors present their report with the financial statements of the company for the year ended 31 December 2013.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a corporate finance advisory firm. The company is regulated by the Financial Conduct Authority

REVIEW OF BUSINESS

Key performance indicators

The company considers its turnover, underlying gross profitability and the number of transactions successfully completed during the year as its key performance indicators.

Turnover reduced by 30% from £219,066 in 2012 to £153,867 in 2013.

Future Developments

The directors consider the state of the company's affairs to be satisfactory and believe that good opportunities exist within the industry although there has been a downturn in the market due to the current economic conditions.

Principal risks and uncertainties

The Management of the business and the execution of the company's strategy are subject to a number of risks. The company has in place a risk management programme that seeks to limit the possible adverse effects on the financial performance of the company by monitoring levels of cash and performing a thorough appraisal of any potential new projects. The company does not use derivative financial instruments or manage interest rate costs and, as such, no hedge accounting is applied.

Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The company implements the policies set by the board of directors. The company has specific guidelines agreed by directors to manage interest rate risk, credit risk and other circumstances in which it would be appropriate to use financial instruments as a means of management.

Credit Risk

With the exception of related party debtors, the amount of exposure to any individual counterparty is limited, to a certain extent, as retainers are received in respect of a number of company's clients. All credit risk exposure, including related party indebtedness, is assessed regularly by the board.

Liquidity And Cash Flow Risks

The company actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the company has sufficient available funds for operation. Any new debt finance would have to be approved by the board of directors before it was taken on. Liquidity and cash flows continue to be a significant risk in the current economic climate.

Interest rate risk

The company has interest bearing assets. Interest bearing assets include only cash balances and deposits that earn interest based on prevailing bank rates.

Price Risk

Expenditure made by the company is authorised prior to it being made by management in order to ensure that goods and services are not obtained at a higher price than is necessary.

DIVIDENDS

The profit for the year, after taxation, amounted to £3,710 (2012: Loss of £32,867)

No dividend was proposed or paid during the year.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2013 to the date of this report.

R L Hamburger
J M Foster

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 judgements and accounting estimates that are reasonable and prudent;
- 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.

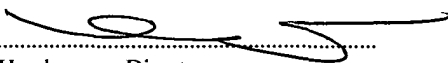
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Optima Financial Solutions Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:


.....
R L Hamburger - Director

Date: 26/9/14
.....

We have audited the financial statements of AGI Corporate Finance Limited for the year ended 31 December 2013 on pages six to thirteen. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of Matter

In forming our opinion, which is not qualified, we have considered the adequacy of disclosures made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The conditions described in that note indicate the existence of a material uncertainty which may cast doubt about the company's ability to continue as a going concern. The financial statements do not include any adjustment which would result should the going concern basis of preparation not be appropriate.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.



Kevin Bexley (Senior Statutory Auditor)
for and on behalf of Optima Financial Solutions Limited
Chartered Accountants
Statutory Auditors
Elms Farm,
Upper Minety
Malmesbury
Wiltshire
SN16 9PR

Date: 29/8/14

AGI Corporate Finance Limited

Profit and Loss Account
for the Year Ended 31 December 2013

	Notes	31.12.13 £	31.12.12 £
TURNOVER		153,867	219,066
Cost of sales		77,444	155,850
GROSS PROFIT		76,423	63,216
Administrative expenses		75,910	103,221
		513	(40,005)
Other operating income		7,604	9,020
OPERATING PROFIT/(LOSS)	3	8,117	(30,985)
Interest receivable and similar income		32,723	31,759
		40,840	774
Interest payable and similar charges		36,880	33,641
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		3,960	(32,867)
Tax on profit/(loss) on ordinary activities	4	250	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		3,710	(32,867)

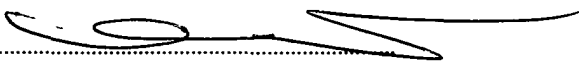
The notes form part of these financial statements

Balance Sheet
31 December 2013

	Notes	31.12.13 £	31.12.12 £
FIXED ASSETS			
Tangible assets	5	1,251	1,563
Investments	6	217,514	150,000
		<u>218,765</u>	<u>151,563</u>
CURRENT ASSETS			
Debtors	7	1,166,542	1,146,352
Cash at bank		-	403
		<u>1,166,542</u>	<u>1,146,755</u>
CREDITORS			
Amounts falling due within one year	8	1,013,958	930,679
NET CURRENT ASSETS		<u>152,584</u>	<u>216,076</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>371,349</u>	<u>367,639</u>
CREDITORS			
Amounts falling due after more than one year	9	250,000	250,000
NET ASSETS		<u><u>121,349</u></u>	<u><u>117,639</u></u>
CAPITAL AND RESERVES			
Called up share capital	10	60,000	60,000
Profit and loss account	11	61,349	57,639
SHAREHOLDERS' FUNDS		<u><u>121,349</u></u>	<u><u>117,639</u></u>

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved by the Board of Directors on 26/9/14 and were signed on its behalf by:


R L Hamburger - Director

The notes form part of these financial statements

AGI Corporate Finance Limited

Cash Flow Statement
for the Year Ended 31 December 2013

	31.12.13		31.12.12	
	£	£	£	£
Cash generated from operations				
Operating profit/(loss)	8,117		(30,985)	
Reconciliation to cash generated from operations:				
Depreciation	1,082		936	
Increase in debtors	(20,190)		(6,590)	
Increase in creditors	87,283		40,221	
		76,292		3,582
Cash from other sources				
Interest received	32,723		31,759	
		32,723		31,759
Application of cash				
Interest paid	(36,880)		(33,641)	
Purchase of tangible fixed assets	(770)		(465)	
Purchase of fixed asset investments	(67,514)		-	
		(105,164)		(34,106)
Net increase in cash		3,851		1,235
Cash at bank and in hand less overdraft at beginning of year		(50,836)		(52,071)
Cash at bank and in hand less overdraft at end of year		(46,985)		(50,836)
Consisting of:				
Cash at bank and in hand		-		403
Overdraft included in "bank loans and overdrafts falling due within one year"		(46,985)		(51,239)
		(46,985)		(50,836)

The notes form part of these financial statements

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Going concern

The financial statements have been prepared on the going concern basis. The directors consider this to be appropriate as Mr R L Hamburger, the controlling party of the company and its related parties, has confirmed that it is his intension to continue to provide sufficient financial support to the company and to its related parties for the foreseeable future in order to allow the companies to meet their liabilities as they fall due.

Should such continuing financial support to the company or its related parties not be forthcoming, then the going concern basis of preparation would not be appropriate, and adjustments would have to be made to the financial statements to reduce the value of the assets to their recoverable amounts, to provide for any further liabilities which may arise, and to reclassify fixed assets as current assets.

Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixture & fittings - 25% straight line

Foreign currencies

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

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

Exchange gains and losses are recognised in Profit and Loss Account.

Investments

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

2. STAFF COSTS

	31.12.13	31.12.12
	£	£
Wages and salaries	43,700	44,700
Social security costs	2,741	3,124
	<u>46,441</u>	<u>47,824</u>

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

	31.12.13	31.12.12
Staff	<u>4</u>	<u>4</u>

3. **OPERATING PROFIT/(LOSS)**

The operating profit (2012 - operating loss) is stated after charging:

	31.12.13	31.12.12
	£	£
Depreciation - owned assets	1,082	936
Auditors' remuneration	6,000	7,500
	<u> </u>	<u> </u>
Directors' remuneration and other benefits etc	12,000	10,500
	<u> </u>	<u> </u>

4. **TAXATION**

Analysis of the tax charge

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

	31.12.13	31.12.12
	£	£
Current tax:		
UK corporation tax	250	-
	<u> </u>	<u> </u>
Tax on profit/(loss) on ordinary activities	250	-
	<u> </u>	<u> </u>

5. **TANGIBLE FIXED ASSETS**

	Plant and machinery etc £
COST	
At 1 January 2013	3,108
Additions	770
	<u> </u>
At 31 December 2013	3,878
DEPRECIATION	
At 1 January 2013	1,545
Charge for year	1,082
	<u> </u>
At 31 December 2013	2,627
NET BOOK VALUE	
At 31 December 2013	1,251
	<u> </u>
At 31 December 2012	1,563
	<u> </u>

6. FIXED ASSET INVESTMENTS

	Unlisted investments £
COST	
At 1 January 2013	150,000
Additions	67,514
At 31 December 2013	217,514
NET BOOK VALUE	
At 31 December 2013	217,514
At 31 December 2012	150,000

7. DEBTORS

	31.12.13 £	31.12.12 £
Amounts falling due within one year:		
Trade debtors	(9)	3,459
Other debtors	1,460	1,191
	<u>1,451</u>	<u>4,650</u>
Amounts falling due after more than one year:		
Other debtors	<u>1,165,091</u>	<u>1,141,702</u>
Aggregate amounts	<u>1,166,542</u>	<u>1,146,352</u>

Debtors due after more than one year include the following:

A term loan due from SCI AGI France of £486,208 (2012: £470,546) on which interest is charged at 3% per annum.

A term loan due from SCI AGI France No 2 of £66,588 (2012: £64,649) on which interest is charged at 3% per annum.

Four separate term loans due from H&M Partners Limited, totalling £448,223 (2012: £430,738) on which interest is charged at 3% per annum.

Two separate loans due from Abercorn Group Inc. totalling £195,000 (2012: £195,000) on which interest is charged at 3% per annum.

No security is held on any of the above loans.

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.12.13	31.12.12
	£	£
Bank loans and overdrafts	46,985	51,239
Trade creditors	9,054	5,005
Taxation and social security	4,819	2,859
Other creditors	953,100	871,576
	<u>1,013,958</u>	<u>930,679</u>

Included within other creditors is an amount of £1,651 (2012: £1,778) owed to Mr R L Hamburger and an amount of £11,728 (2012: £28,352) owed to Miss J M Foster, both directors of the company.

At 31 December 2013, the company's bank account was overdrawn by £46,985 (2012: £51,239). The overdraft facility is held with Barclays bank and the limit available to the company is £50,000 which has been secured by a personal limited guarantee given by Mr R L Hamburger, a director of the company.

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

	31.12.13	31.12.12
	£	£
Other creditors	<u>250,000</u>	<u>250,000</u>

The loan of £250,000 is due to Abercorn Group inc. and interest is charged at 3% per annum. The loan is repayable on 23 March 2017.

No security is held on this loan.

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:		Nominal value:	31.12.13	31.12.12
Number:	Class:		£	£
60,000	Ordinary	£1	<u>60,000</u>	<u>60,000</u>

11. RESERVES

	Profit and loss account £
At 1 January 2013	57,639
Profit for the year	<u>3,710</u>
At 31 December 2013	<u>61,349</u>

12. RELATED PARTY TRANSACTIONS

At the year end, the company was owed £486,208 (2012: £470,546) by SCI AGI France, a company incorporated in France. Included within this balance is £14,139 (2012: £13,672) which represents interest charged during the year. This loan is included within other debtors.

At the year end, the company was owed £66,588 (2012: £64,649) by SCI AGI France No 2, a company incorporated in France. Included within this balance is £1,939 (2012: £1,883) which represents interest charged during the year. This loan is included within other debtors.

At the year end, the company was owed £598,223 (2012: £580,738) by H&M Partners Limited, a company incorporated in England & Wales. Included within this balance is £10,793 (2012: £10,346) which represents interest charged during the year. Amounts totalling £448,223 (2012: £430,738) are included within other debtors with the balance of £150,000 (2012: £150,000) included in investments.

At the year end, the company was owed £195,000 (2012: £195,000) in respect of two loans due from Abercorn group Inc., a company incorporated in USA. The interest that was charged during the year £5,850 (2012: £5,850) has been offset against the amounts owed to Abercorn Group Inc.

At the year end the company owed £957,855 (2012: £957,855), £250,000 of which is due to be paid after more than five years, to Abercorn Group Inc. Included in this balance is £32,022 (2012: £30,236) which represents interest charged during the year. Interest on the loans is charged at 3% per annum.

At the year end, the director, Mr R L Hamburger had a material interest in Abercorn Group Inc. and, as such, Abercorn Group Inc is treated as a related party.

Mr R L Hamburger and Miss J M Foster, both directors of the company, had material interest in H&M Partners Limited, AGI SCI France and AGI SCI France No 2 and, as such, these companies are treated as related parties of the company.

13. CONTROLLING PARTY

The controlling party continues to be Mr R L Hamburger, a director of the company and the majority shareholder.