Tricor PLC

Final Results

RNS Number : 4063N
Tricor PLC
06 September 2013

Tricor plc
("**Tricor**", the "**Group**" or the "**Company**")

Final results for the year ended 31 March 2013

Tricor announces its full year results for the 12 months ended 31 March 2013. A copy of Tricor's annual report and accounts, along with a notice of the Company's annual general meeting ("AGM") to be held at 5 p.m. (Singapore time) on 30 September 2013 at 120 Robinson Road, #13-02, Singapore 068913, will shortly be posted to shareholders and made available on the Company's website, www.tricor-plc.org.uk.

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Chairman's Statement

Tricor plc ("Tricor" or the "Company") has been through a very difficult 2012 but has emerged financially and strategically stronger with a number of recent investments that the Board believes offer very exciting potential. The investments in Tricor Environmental Pte Ltd ("TEPL"), the Company's sand trading business, and Tricor Minerals Pte Ltd ("TM"), the Company's iron sand processing business, are beginning to yield results. Tricor Resources Trading Pte Ltd ("TRT"), which will initially focus on trading iron sand, is expected to be active sometime next year. Tricor believes that TEPL, TM and TRT all hold strong positions and offer the potential to deliver sustainable profitability in a timely fashion.

Strengthening Tricor's Balance Sheet

Tricor struggled in 2012 with liabilities of more than £4,000,000. It could not raise any significant capital and the uncertainty over the outcome of its VAT claim prevented the Company from pursuing its stated objective of making new investments or pursuing a potential reverse takeover. As a result, in September 2012, trading in the Company's shares on AIM was suspended.

In October 2012, after evaluating all available options, the Board decided that the best way to take the Company forward was to recommend a Company Voluntary Arrangement ("CVA") to its shareholders and creditors. Both shareholders and creditors voted overwhelmingly in favour of the CVA and as a result, the creditors, post-CVA, own 92.1 per cent of Tricor and the shareholders 3 per cent. If either the shareholders or creditors had rejected the CVA, it would have resulted in Tricor delisting from AIM on 28 March 2013 and ultimately, the Company would have been liquidated.

All of Tricor's liabilities as at January 2013 were fully settled under the CVA by the Company issuing approximately 24 million shares to be distributed to the creditors. Consequently, as at 31 July 2013, the Company's debt has been reduced to approximately £120,000.

Details of the CVA and its effects are set out in RNS number 2417V dated 10 January 2013 which can be found at www.tricor-plc.org.uk/rule-26.html.

Corporate Restructuring and Funding

Following the success of the CVA, in February 2013, the Company was able to raise £480,000 in loans and invest in blue chip natural resources listed companies (the "Listed Investments") in March 2013. As part of this fundraising, the Company issued 88,100,000 warrants. The fundraising and the consequent investment in the Listed Investments enabled the Company to implement its investing strategy so that trading in the Company's shares on AIM could be restored. For further details, please see RNS Number 3456Y on 20 February 2013 found at www.tricor-plc.org.uk/rule-26.html.

The Company later raised another £500,000 by issuing a convertible note which can be converted to 95,238,095 shares. In addition, the subscriber was issued 380,000,000 warrants. The £500,000 raised enabled the Company to invest in TEPL, TM and TRT. For further details, please see RNS Number 2878A dated 18 March 2013 found at www.tricor-plc.org.uk/rule-26.html.

The Company has sufficient working capital for its current needs and currently has no plans to issue further shares or warrants for that purpose. Also, successfully winning its VAT Claim would bring significant additional funds into the Company. Further, from the warrants outlined above, 465,000,000 remain outstanding that, if exercised, would bring an additional sum of £5,900,000 into the Company. The Company will then make further investments in line with its investing policy.

The VAT Claim

Tricor has been actively and vigorously pursuing its VAT claim since 2006 and in September 2013 the final Tribunal hearing is due to be completed. Based on information received about recent decisions in similar tribunals, in addition to the relevant facts pertaining to the Company's claim, Tricor is optimistic that the claim will be resolved in its favour. If, as expected, the final hearing ends in September 2013, we expect the Tribunal will give its decision in the first quarter of 2014 (which may be as early as January 2014).

For further details, please refer to a Tricor News bulletin issued on 30 August 2013. It can be found at www.tricor-plc.org.uk/news.html.

Reorganising Tricor's investments

The Company owns 50 per cent of the shares of Tricor Supply Side Carbon Limited ("TSSC") which deals with supply side carbon credits. Given the drastic fall in carbon credit prices and trading volumes since 2011, the Company will not further invest in, nor proceed with, this business. This business will lie dormant until the Company disposes of it at a later date.

The Company has disposed of its investments in the Listed Investments as it feels that it can generate better returns from other investments. In March 2013, it invested in TEPL. Later in May 2013, it invested in TM and TRT. These are the only investments on which the Company is now focused. Many useful details of TEPL's and TM's operations can be found at www.tricor-env.com.sg and www.tricor-min.com.sg.

All three businesses currently operate on two concession areas, which TEPL has exclusive access to for a five-year period, in the Zambales region of the Philippines. The sites contain abundant quantities of sand and iron sand (which is sand with a very high iron content), that needs to be removed to prevent flooding to the local area.

TEPL, which is 100 per cent owned by Tricor, is managed by Subir Lohani and James Park, who both have extensive experience of operating and investing in natural resources focused businesses in the region, and has Chahaya Shipping and Trading Co Pte Ltd as a strategic partner, with whom it has a two-year fixed contract to sell sand. Both TM and TRT, which are 72 per cent owned by Tricor, are managed by Subir Lohani, Han Ping Chong and James Park; their strategic partner is KGGD Pte Ltd, which has entered into a five-year supply agreement with TM and TRT to purchase all iron sand the two businesses produce. The Company does not take part in the management of any of these businesses but receives reports of their progress from time to time. Tricor's view is that the businesses have proceeded very rapidly in a short time and are poised for exponential growth.

TEPL is in the business of mining and selling sand in the Philippines. The biggest buyer of sand in the region is Singapore and it is forecast that Singapore will continue to be a substantial buyer of sand until at least 2030. Tricor views this business positively as it is a relatively stable business. TEPL started its sand-related business in March 2013 and achieved revenue of £207,000 that month. The business was fully operational from April 2013 to June 2013 (with output confirmed at approximately 800,000 metric tonnes for the months of April and May 2013)whereupon, as expected, it stopped due to the monsoon season. The monsoon season is usually from July to October each year and during that time, the conditions at sea make it difficult to load sand onto barges. As a result, business activity and hence, revenue, is insignificant during that period. The sand business will resume again in late October/early November.

TM is in the process of shipping and then constructing one iron sand plant (the "Plant") at TEPL's site at Porac, Bucao River, Zambales Province, Philippines. The Company is informed that the Plant will be ready for commercial production of iron sand by the end of October 2013. TM estimates that the Plant will produce approximately 200,000 metric tonnes of iron sand per annum with a purity of at least 58% iron. A second plant is expected in Q1 2014, followed by a third plant in late 2014. Each plant will have an expected output of 200,000 tonnes of iron sand per annum. The biggest buyer of iron sand in this area is China and Tricor is informed that, at this time, there is no shortage of demand for iron sand. Typically, the iron sand business has historically been a low volume but high margin business. The selling price of iron sand (58% grade) fluctuates from time to time but was in the region of US$60 per metric tonne FOB (freight on board) Barge in July 2013.

Potential Expansion

Both TEPL and TM are adequately funded for now and will continue with their respective business plans. However, both businesses are highly scalable, and the opportunity exists to increase output for sand and iron sand at TEPL's current sites by acquiring more machinery and iron sand plants. In addition, the opportunity also exists to acquire additional sites and carry out the same businesses at those new concession areas. Discussions are on-going with site owners as well as investors in this regard, and announcements will be made if and when appropriate.

The Board will continue to keep shareholders updated with developments and our announcements and updates are available on the News section of the Company's website www.tricor-plc.org.uk/news.html. Anyone interested can also subscribe for the Company's email news service.

Conclusion

To conclude, the 2012/13 financial year has been one of many challenges for Tricor. However, I am very pleased to report that the work that has been carried out and the investments the Company has made has resulted in a stable business with a number of exciting new initiatives that the Board believes have the potential to deliver significant returns for our shareholders. In addition, as described above, once the businesses are firmly established and trading in line with management expectations, there is clear potential to increase the size, scale and scope of the businesses' operations in response to market demand. I am excited about the future for the Company and look to the future with great optimism.

F M Chan
Chairman

6 September 2013

TRICOR PLC

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 MARCH 2013

	Notes	2013 £'000	2012 £'000
Continuing operations			
Sales		207	-
Cost of sales		(76)	-
Gross profit		131	-
Administrative expenses	**7**	(635)	(1,251)
Impairment of quoted investments	**14**	(40)	-
Write off investments			(84)
Impairment of intangible assets		-	(65)
Operating loss	**7**	(544)	(1,400)
Cost of Company's Voluntary Arrangement			
Debt Waiver		(759)	-
Exchange differences - non cash		(3)	
Loss before tax for the year		(1,306)	(1,400)
Income tax charge	**8**	-	-
Loss for the year from continuing operations		(1,306)	(1,400)
Discontinued operations			
Profit/(loss) for the year from discontinued operations		-	(134)
Loss for the year		(1,306)	(1,534)
Other comprehensive income			
Others		-	-
Total comprehensive income for the year	**20**	(1,306)	(1,534)
Loss for the year attributable to:			
Owners of the parent	**8**	(1,306)	(1,534)
Total comprehensive income attributable to:			

Owners of the parent		(1,306)	(1,534)
Loss per share (pre CVA costs)			
From continuing operations:			
- basic and fully diluted	**10**	(25.72p)	(376.1p)
From discontinued operations			
- basic and fully diluted	**10**	(25.72p)	(94.0p)
From continuing and discontinued operations			
- basic and fully diluted	**10**	(25.72p)	(470.1p)

There is no difference between basic and diluted loss per share.

TRICOR PLC

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT MARCH 2013

	Notes	2013 £'000	2012 £'000
Assets			
Non-current assets			
Intangible assets	**11**	-	-
Property, plant and equipment	**12**	471	9
Investments	**13**	-	-
		471	9
Current assets			
Quoted investments	**14**	360	-
Trade and other receivables	**15**	1,552	1,397
Cash and cash equivalents	**16**	573	17
		2,485	1,414
Liabilities			
Current liabilities			
Trade and other payables	**17**	(346)	(1,131)
Financial liabilities - borrowings	**18**	-	(5)
Net current assets		2,139	278
Non-current liabilities			
Financial liabilities - borrowings			
Non-interest bearing loans	**18**	(775)	(2,360)
Interest bearing loans		(493)	-
NET ASSETS/(LIABILITIES)		1,342	(2,073)
Equity attributable to owners of the parent			
Share capital	**19**	3,718	3,581
Share premium	**20**	54,859	49,874
Share based payment reserve	**20**	107	63
Merger reserve	**29**	324	324
Non-interest bearing loans	**18**	205	650
Retained losses	**20**	(57,871)	(56,565)
TOTAL SURPLUS/(DEFICIT)		1,342	(2,073)

The financial statements were approved and authorised for issue by the board of directors on 6 September 2013 and were signed on its behalf by:

Chan Fook Meng
Director

6 September 2013

Company Registration No: 02709891

TRICOR PLC

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

AS AT 31 MARCH 2013

	Share capital	Share premium	Share based payments reserve	Other reserves	Retained losses	Total Equity
	£'000	£'000	£'000	£'000	£'000	£'000
As at 1 April 2011	3,220	48,663	51	1,209	(55,031)	(1,888)
Issue of shares	361	1,211	-	-	-	1,572
Non-interest bearing loans	-	-	-	(235)	-	(235)
Total comprehensive income	-	-	-	-	(1,534)	(1,534)
Issue of share options	-	-	12	-	-	12
As at 31 March 2012	3,581	49,874	63	974	(56,565)	(2,073)
Issue of shares	137	4,985	-	-	-	5,122
Share based payment charge			44			44
Non-Interest bearing loans	-	-	-	(445)	-	(445)
Total comprehensive income	-	-	-	-	(1,306)	(1,306)
As at 31 March 2013	3,718	54,859	107	529	(57,871)	1,342

Share capital (deferred and ordinary) is the amount subscribed for shares at nominal value.

Share premium represents the excess of the amount subscribed for share capital over the nominal value of the respective shares net of share issue expenses.

Other reserves represent a merger reserve and the equity portion of non-interest bearing loans.

Share based payment reserve is described in detail in Note 22 to the accounts.

Retained loss represents the cumulative losses of the company attributable to owners of the company.

TRICOR PLC

COMPANY STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2013

	Notes	2013 £'000	2012 £'000
Assets			
Non-current assets			
Intangible assets	**11**	-	-
Property, plant and equipment	**12**	-	9
Investments	**13**	-	-
		-	9
Current assets			
Quoted Investments	**14**	360	-
Trade and other receivables	**15**	1,939	1,397
Cash and cash equivalents	**16**	5	17
		2,344	1,414
Liabilities			
Current liabilities			
Trade and other payables	**17**	(121)	(1,131)
Financial liabilities- borrowings	**18**	-	(5)
Net current assets		(121)	278
Non-current liabilities			
Financial liabilities - borrowings			
Non-interest bearing loans	**18**	(775)	(2,360)
NET ASSETS/(LIABILITIES)		1,408	(2,073)
Equity attributable to owners of the parent			
Share capital	**19**	3,718	3,581
Share premium	**20**	54,859	49,874
Merger reserve	**20**	324	324
Share based payment reserve	**20**	107	63
Non-interest bearing loans	**18**	205	650
Retained losses	**20**	(57,805)	(56,565)
TOTAL EQUITY/(DEFICIT)		1,408	(2,073)

The financial statements were approved and authorised for issue by the board of directors on .. September 2013 and were signed on its behalf by:

Chan Fook Meng
Director

6 September 2013

Company Registration No: 02709891

TRICOR PLC

COMPANY STATEMENT OF CHANGES IN EQUITY

AS AT 31 MARCH 2013

	Share capital	Share premium	Share based payments reserve	Other reserves	Retained losses	Total Equity
	£'000	£'000	£'000	£'000	£'000	£'000
As at 31 March 2012	3,220	48,663	51	1,209	(55,031)	(1,888)
Issue of shares	361	1,211	-	-	-	1,572
Non-interest bearing loans	-	-	-	(235)	-	(235)
Total comprehensive income	-	-	-	-	(1,534)	(1,534)
Issue of share options	-	-	12	-	-	12
As at 31 March 2013	3,581	49,874	63	974	(56,565)	(2,073)
Issue of shares	137	4,985	-	-	-	5,122
Share based payment charge			44			44
Non- Interest bearing loans	-	-	-	(445)	-	(445)
Total comprehensive income	-	-	-	-	(1,240)	(1,240)
As at 31 March 2013	3,718	54,859	107	529	(57,805)	1,408

Share capital (deferred and ordinary) is the amount subscribed for shares at nominal value.

Share premium represents the excess of the amount subscribed for share capital over the nominal value of the respective shares net of share issue expenses.

Other reserves represent a merger reserve and the equity portion of non-interest bearing loans.

Share based payment reserve is described in detail in Note 22 to the accounts.

Retained loss represents the cumulative losses of the company attributable to owners of the company.

TRICOR PLC

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2013

	Notes	2013 £'000	2012 £'000
Cash flows from operating activities			
Cash utilised in operations	**21**	(621)	(804)
Net cash consumed in operations		(621)	(804)

Cash flows from investing activities				
Purchase of tangible fixed assets			(476)	(6)
Net cash outflow from investing activities			(476)	(6)
Cash flows from financing activities				
New loans			1,593	200
Issue of ordinary shares			60	-
Net cash from financing activities			1,653	200
Increase/(decrease) in cash and cash equivalents			556	(610)
Cash and cash equivalents at beginning of year	**16**		17	627
Cash and cash equivalents at end of year	**16**		573	17

TRICOR PLC

COMPANY STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2013

	Notes		**2013 £'000**	**2012 £'000**
Cash flows from operating activities				
Cash consumed by operations	**21**		(1,172)	(804)
Net cash outflow from operating activities			(1,172)	(804)
Cash flows from investing activities				
Purchase of tangible fixed assets			-	(6)
Net cash outflow from investing activities			-	(6)
Cash flows from financing activities				
New loans		1	1,100	200
Issue of ordinary shares			60	-
Net cash from financing activities			1,160	200
Increase/(decrease) in cash and cash equivalents			(12)	(610)
Cash and cash equivalents at beginning of year	**16**		17	627
Cash and cash equivalents at end of year	**16**		5	17

Emphasis of matter - going concern

In forming its opinion, which is not qualified, the Company's auditors have considered the adequacy of the disclosure made in the accounting policies on the financial statements concerning the group's ability to continue as a going concern. The group incurred a net loss of £1,306,000 for the year ended 31 March 2013 and, at that date, the group's net liabilities included a VAT balance recoverable of £1,351,000, which is the subject of an ongoing dispute (see note 26). These conditions, together with other matters explained in note 2.1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the group was unable to continue as a going concern.

TRICOR PLC

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

1. GENERAL INFORMATION

Tricor is a company incorporated in England and Wales and quoted on AIM market of the London Stock Exchange. The address of the registered office is Finsgate, 5-7 Cranwood Street, London EC1V 9EE. The principal activity of the Group in the period under review was development of a carbon credit business and pursuit of investments in line with the Company Investing Policy.

2. ACCOUNTING POLICIES

2.1 Going concern

The financial statements have been prepared on the assumption that the group is a going concern. When assessing the foreseeable future, the directors have looked at a period of 12 months from the date of approval of this report.

The group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review on page 3. In addition note 3 to the financial statements includes the group's objectives, policies and processes for managing its capital; its financial risk management objectives; and its exposures to credit risk and liquidity risk.

On the basis of the cash balance held at the date of the report and the planned activities in the next 12 months and after making enquiries, the directors have a reasonable expectation that the company and group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

2.2 Basis of preparation

These consolidated financial statements are prepared under applicable law and International Financial Reporting Standards (IFRS's) as adopted by the European Union and as regards the parent company financial statements, as applied in accordance with provisions of the Companies Act 2006.

The following IFRS, IFRIC interpretations and amendments have been issued and effective for the first time in this financial period that have had a material impact on the Group.

IFRIC 19, 'Extinguishing financial liabilities with equity instruments', is effective for annual periods beginning on or after 1 July 2010. The interpretation clarifies that equity instruments issued to a creditor to extinguish a financial liability qualify as consideration paid. The equity instruments issued are measured at their fair value. In case that this cannot be reliably measured, the instruments are measured at the fair value of the liability extinguished. Any gain or loss is recognised in profit or loss.

There are no other IFRS or IFRIC interpretations that are effective that would be expected to have a material impact on the Group.

There are no IFRS or IFRIC interpretations and amendments that are not yet effective that would be expected to have a material impact on the Group.

The loss for the Parent company for the year was £1,241,000, after costs of the Creditors Voluntary Arrangements of £759,000. The Group has taken advantage of the provisions of the Companies Act 2006 not to prepare a separate income statement.

2.3 Consolidation

2.3.1 Subsidiaries

Subsidiaries are all entities over which Tricor Plc has the power to govern the financial and operating policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the group controls another entity. Subsidiaries are fully consolidated from the date on which control is transferred to Tricor Plc. They are de-consolidated from the date that control ceases.

The purchase method of accounting is used to account for the acquisition of subsidiaries by the group. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the income statement.

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated but considered an impairment indicator of the asset transferred. Accounting policies of subsidiaries have been changed or adjusted upon consolidation where necessary to ensure consistency with the policies adopted by the group.

2.3.2 Intangibles

Licence

Separately acquired licences are shown at historical cost. Licences have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight line method to allocate the cost of the licence over its estimated useful life of five years. The licence has been fully impaired in the period.

2.4 Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

2.5 Investments

Fixed assets investment is carried at cost less provision for diminution in value. The carrying value is calculated based on the fair value and expected recoverability of the investments.

2.6 Property, plant and equipment

Tangible non-current assets are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial year in which they are incurred. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its estimated useful life, at rates between 15% and 33.3% on reducing balances.

The asset's residual values and useful economic lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable value.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other losses or gains in the income statement. When revalued assets are sold, the amounts included in other reserves are transferred to retained earnings.

2.7 Revenue recognition

Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the group.

2.8 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on the taxable profit for the year. Taxable profit differed 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 entity's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

2.9 Deferred tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2.10 Operating leases

Assets held under finance leases are initially recognised as assets of the group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation. Lease payments are treated as reduction of the lease obligation on the remaining balance of the liability. Finance expenses are recognised immediately in profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalised in accordance with the Group's general policy on borrowing costs (see below). Contingent rentals are recognised as expenses in the periods in which they are incurred.

Rental leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement.

2.11 Segment reporting

Operating segments are identified on the basis of internal reports about components of the company that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segments and to assess their performance.

2.12 Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held on call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

2.13 Quoted Investments

These have been included at book cost and no provision made in these accounts to adjust that valuation to market value.

2.14 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment is established when there is objective evidence that the group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation and default or delinquency in payments are considered indicators that the trade receivable is impaired.

2.15 Trade payables

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

2.16 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the year of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Financial instruments are classified as equity instruments if the following conditions are met: The instrument includes no contractual obligation to deliver cash or another financial asset or to exchange the financial asset or financial liability under conditions that are unfavourable to the company; and, if the instrument may or will be settled in the company's own equity instrument, it is: a non-derivative that includes no contractual obligation for the issues to deliver a variable number of its own equity instruments; or, a derivative that will be settled by the company exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments. For this purpose the company's own equity instruments do not include instruments that are themselves contracts for the future receipts or delivery of the company's own equity instruments.

2.17 Financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings and trade and other payables.

Non-derivative financial instruments are recognised initially at fair values, plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs, except as described below. Subsequent to initial recognition non-derivative financial instruments are measured as described below.

A financial instrument is recognised when the group becomes a party to the contractual provisions of the instrument. Financial assets are derecognised if the group's contractual rights to the cash flows from the financial assets expire or if the group transfers the financial assets to another party without retaining control or substantially all risks and rewards of the asset. Regular purchases and sales of financial assets are accounted for at trade date, i.e. the date that the group commits itself to purchase or sell the asset. Financial liabilities are derecognised if the group's obligations specified in the contract expire or are discharged or cancelled.

2.18 Fair values

The carrying amounts of the financial assets and liabilities such as cash and cash equivalents, receivables and payables of the group at the balance sheet date approximated their fair values, due to the relatively short term nature of these financial instruments.

The company provides financial guarantees to licensed banks for credit facilities extended to subsidiary companies. The fair value of such financial guarantees is not expected to be significantly different as the probability of the subsidiary company defaulting on the credit lines is remote.

The carrying amounts of the financial assets and liabilities such as cash and cash equivalents, receivables and payables of the group at the balance sheet date approximated their fair values, due to the relatively short term nature of these financial instruments.

The company provides financial guarantees to licensed banks for credit facilities extended to subsidiary companies. The fair value of such financial guarantees is not expected to be significantly different as the probability of the subsidiary company defaulting on the credit lines is remote.

2.19 Share-based compensation

The fair value of the employee's, directors' and suppliers' services received in exchange for the grant of the options and warrants are recognised as an expense. The total amount to be expensed over the vesting year is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options and warrants are exercised.

2.20 Share capital

Ordinary and deferred shares are classified as equity. Other types of equity instruments are those as described in 2.16.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.21 Functional currency translation

i) Functional and presentation currency

The financial statements are presented in pounds sterling (£), which is both the group's presentation and functional currency.

i) Transactions and balances

Foreign currency transactions are translated into the presentational currency using exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the income statement.

2.22 Critical accounting estimates and judgements

The preparation of consolidated financial statements requires the group to make estimates and assumptions that affect the application of policies and reported amounts. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are discussed below:

(a) Impairment of intangibles (other than goodwill)

Intangible assets are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable. When a review for impairment is conducted, the recoverable amount is determined based on value in use calculations prepared on the basis of management's assumptions and estimates.

(b) Share-based compensation

The fair value of options and warrants are determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the entity revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

2.23 Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at the end of the each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been impacted.

Accounts receivable and amounts due from ultimate holding company and related companies are assessed not to be impaired individually are, in addition, assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments and observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

For financial assets carried at cost, the amount of the impairment loss is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment loss will not be reversed in subsequent periods.

2.23 Impairment of financial assets

The carrying amount of the financial assets is reduced by the impairment loss directly for all financial assets with the exception of accounts receivables and amounts due from related companies, where their carrying amounts are reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When an account receivable or an amount due from a related company is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

If, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

3. FINANCIAL RISK MANAGEMENT

General objectives, policies and processes

The board has overall responsibility for the determination of the group and company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the group's finance function. The board receives regular reports from the group chief financial officer through which it reviews the effectiveness of the processes put in place and the appropriateness of the objectives and policies it sets.

The group is exposed through its operations to the following financial risks:

- Liquidity risk;
- Credit risk;
- Interest rate risk; and
- Market risk.

The overall objective of the board is to set policies that seek to reduce risk as far as possible without unduly affecting the group and company's competitiveness and flexibility. There have been no substantive changes in the group's and company's exposure to financial instrument risks, their objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note. Further details regarding these policies are set out below:

Principal financial instruments

The principal financial instruments used by the group and company, from which financial instrument risk arises are as follows:

• Trade and other receivables;
• Cash and cash equivalents;
• Trade and other payables;
• Borrowings; and
• Non-interest bearing loans.

Liquidity risk

The group's and company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. To achieve this aim, they seek to maintain readily available cash balances to meet expected requirements for a period of at least 60 days. The group currently has a good working capital cycle. The business is mainly funded from the long term convertible loan notes of approximately £1.5 million. A number of the convertible loan notes were converted into ordinary shares in the year and shortly after the reporting period.

Rolling cash forecasts identifying the liquidity requirements of the group and company are produced frequently. These are reviewed regularly by management and the board to ensure that sufficient financial headroom exists for at least a 12 month period.

Credit risk

The credit risk on liquid funds is limited because the counterparties are banks with investment grade credit ratings assigned by international credit rating agencies.

Interest rate risk

The group does not have formal policies on interest rate risk. However, the group's exposure in this area (as at the balance sheet date) was minimal.

The group's unsecured convertible loan notes in issue total £580,000 and do not carry any interest charge. There is a loan of £400,000 secured on the quoted investments but carries no interest.

Market risk

The market may not grow as rapidly as anticipated and the group may not be able to find an investment that is appropriate to its needs. There is no certainty that the group will be able to achieve its projected levels of cash flows.

Capital risk management

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The wholly owned subsidiary has an unsecured loan of USD750,000. Total repayment over 14 months instalments will amount to USD 3,000,000.

In order to maintain or adjust capital structure, the group may adjust the amount of issuing new shares or sell assets to reduce debt.

The group monitors capital on the basis of the gearing ratio, the ratio; is calculated as net debt divided by total capital. The gearing ratio has declined to 40% from 854% in 2012; the directors are consistently striving to reduce the gearing ratio by converting the convertible loan notes into share capital in the immediate future. The gearing ratios were as follows:

	2013	2012
	£'000	£'000

Total borrowings	(Note 18)	1,473	2,365
Less: cash and cash equivalents	(Note 16)	(573)	(17)
Net debt		900	2,348
Total equity		1,342	(2,073)
Total capital		2,242	275
Gearing ratio		40%	854%

4. Employees and directors

	2013 £'000	**2012 £'000**
Wages, salaries, fees and social security costs	116	295

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

	2013 No.	**2012 No.**
Directors	2	4
Administration and trading staff	-	1
	2	5

Details of the directors' emoluments:	**Fees 2013 £'000**	**Fees 2012 £'000**
L. van Kampen-Brooks	-	40
A. Rajpal	9	51
Chan Fook Meng	90	83
N. Khan	45	45
C. Armstrong Bell	-	15
	144	234

For details of share options granted to directors, please see Note 22.

5. Revenue

Revenue, which is also the Group's turnover, represents the net amount of goods provided during the year.

An analysis of the Group's revenue by nature is as follows:

	2013 £'000	2012 £'000
Income from mining and quarrying sand	207	-
	207	-

6. Segment information

Management has determined the operating segments based on the reports reviewed by the executive directors and the chief operating decision-maker, that are used to make strategic decisions.

The executive directors consider business from a geographical perspective. The Group has two geographical segments, namely United Kingdom (UK) and South East Asia (SE Asia), which are also the Group's reportable operating segments. In the current year, the SE Asea segment started trading. Accordingly, a new reportable operating segment is formed and presented in the current year. In prior year, the Group only had one operating segment, being the UK segment. As a result, no segment information for the year ended 31 March 2012 was presented.

The accounting policies of the reportable operating segments are the same as the Group's accounting policies described in note 4. Segment revenue represents the revenue generated by each operating segment. Intersegment revenue represents revenue from mining and quarrying sand.
Segment results represent the profit earned or loss incurred by each operating segment without allocation of central administration expenses (unallocated corporate expenses), interest income and finance costs. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to reportable segments other than deposit paid for acquisition of a subsidiary and unallocated corporate assets; and

- all liabilities are allocated to reportable segments other than liability portion of convertible loan notes, loans from ultimate holding company, share-based payment liability in relation to acquisition of an exclusive right and unallocated corporate liabilities.

The geographical location of the non-current assets is based on the physical location of the assets, in the case of property, plant and equipment, and the location of the operation to which they are related, in the case of intangible asset and deposit paid for acquisition of a subsidiary.

<u>For the year ended 31 March 2013</u>

	UK £'000	SE Asia £'000	Total £'000
Segment revenue and results			
Reportable revenue	-	207	207
Revenue from external customers	-	207	207
Reportable segment results			
Loss on disposal of asset	(7)	-	(7)
Listing expenses	(38)	-	(38)

Share-based payment expenses	(44)	-	(44)
Finance costs	-	(22)	(22)
Impairment on listed investment	(40)	-	(40)
Unallocated corporate income and expenses	(1,112)	(250)	(1,362)
Loss before taxation			(1,306)

For the year ended 31 March 2013 (continued)	UK £'000	SE Asia £'000	Total £'000
Segment assets and liabilities			
Segment assets			
Reportable segment assets	1,711	774	2,485
Consolidated total assets			2,485
Segment liabilities			
Reportable segment liabilities	896	225	1,121
Issued loan notes	-	493	493
Consolidated total liabilities			1,614
Other segment information			
Depreciation of property, plant and equipment	1	8	9
Capital expenditure	-	720	720

Information about customers

For the year ended 31 March 2013, all sales from the South East Asia segment were made to one external customer (2012: nil).

Non-current assets

The total of non-current assets located in UK and South East Asia are approximately £nil (2012: £9,000) and £471,000 (2012: £nil) respectively.

7.	**Operating loss is stated after charging**		**2013 £'000**	**2012 £'000**
	Amortisation of investments		-	65
	Depreciation		7	3
	Auditors remuneration -	audit fees (group)	7	4
	-	audit fees (company)	8	8
	-	non-audit fees	-	70
	Share based payments		44	12

The analysis of administrative expenses in the consolidated income statement by nature of expense is as follows:

	2013	**2012**

	£'000	£'000
Employment costs	188	234
Travelling and entertaining	-	36
Legal and professional fees	117	972
Other expenses	330	9
	635	1,251

8. Tax

As a result of the losses incurred in the year and losses brought forward no tax charge has arisen.

	2013 £'000	2012 £'000
Current tax charge	-	-
Factors affecting the tax charge		
Loss on ordinary activities before taxation	(1,306)	(1,534)
Loss on ordinary activities before tax multiplied by		
Standard rate of corporation tax at 25% (2012 - 26%)	(327)	(399)
Effects of:		
Losses extinguished or carried forward	327	399
Current tax charge/(recovery)	-	-
Expenses not deductible in determining taxable loss:		
Depreciation and amortisation	1	18
Other tax adjustments	807	381
Tax credit	808	399

As at 31 March 2013, the group carried forward estimated tax losses of £2,517,662 (2012: £1,999,650) and excess management expenses of £3,046,035 (2012: 3,043,523). The deferred tax assets on these estimated tax losses at 25% (2012: 26%) would be £629,400 (2012: £519,900) but this has not been recognised due to the uncertainty of its recovery.

9. Loss for the parent company

As permitted by section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements.

	2013	2012
	£'000	£'000

Loss for the year	1,241	1,534

The loss for the parent company was £1,241,000, after incurring costs arising from the Company Voluntary Arrangement of £759,000.

10. Basic and diluted loss per share

The basic loss per share is calculated by dividing the loss of £1,241,000 (2012: £1,534,000 loss) attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period, which is 5,077,927 (2012: 2,326,285 (adjusted for CVA)).

As the company made a loss in the year, the options and warrants on the ordinary shares are not dilutive.

11. Intangible assets

Group and Company	**Exclusivity licence**	**Total**
Cost	**£'000**	**£'000**
At 1 April 2011 and 2012	65	65
Additions in the year	-	-
At 31 March 2012 and 31 March 2013	65	65
Amortisation		
At 1 April 2010 and at 31 March 2012	65	65
Charge in the year	-	-
At 31 March 2013	65	65
Carrying value		
At 31 March 2012 and 31 March 2013	-	-

On 1 February 2010, the company signed a licence agreement with First Carbon Trust Limited ("FCTL") for the exclusive use of its platform for a 5 year period. Consideration for the licence was satisfied by the issue of 446,000,000 new ordinary shares of 0.01 of one penny each ("Ordinary Shares") of the Company to First Carbon Holdings Limited ("FCHL"), the parent company of FCTL. A further deferred payment of 200,000,000 new Ordinary Shares of the company was satisfied on 5 May 2010 and the 200,000,000 new Ordinary Shares were issued to FCHL as part of the licence agreement. The licence has now been fully amortised in the year as the group has not generated revenue from the licence.

The group assesses at each reporting date whether there is an indication that an asset may be impaired, by considering the net present value of discounted cash flow forecasts. If an indication exists an impairment review is carried out; full impairment of the licence is required due to the current uncertainty in the carbon market.

12. Tangible Fixed **Subsidiary**

Assets

	Jetty	Machinery	Total	Company Fixtures, fittings and equipment	Group Total
	£'000	£'000	£'000	£'000	£'000
Cost					
At 1 April 2011	-	-	-	18	18
Additions	-	-	-	6	6
At 31 March 2012	-	-	-	24	24
Additions	331	145	476	-	476
Scrapped in the period	-	-	-	(24)	(24)
At 31 March 2013	331	145	476	-	476
Depreciation					
At 1 April 2011	-	-	-	12	12
Charge for the period	-	-	-	3	3
At 31 March 2012	-	-	-	15	15
Charge for the period	5	-	5	2	7
Scrapped in the period	-	-	-	(17)	(17)
At 31 March 2013	5	-	5	-	5
Carrying Value					
At 31 March 2013	326	145	471	-	471
At 31 March 2012	-	-	-	9	9

13. Investments - Long Term

	Group and company
	£'000
Cost	
At 1 April 2011 and 2012	100
Additions	-
Disposals	-
At 31 March 2013	100
Impairment	
At 1 April 2011 and 2012	100
Impairment in the year	-
At 31 March 2013	100
Carrying value	
At 31 March 2013	-
At 31 March 2012	-

(a) The company owns 50 million ordinary shares in S4T Limited (previously S4T Plc) and having a cost of £100,000. A full provision has been made of the S4T investment on the basis of the uncertainty of recovery.

(b) On 26 May 2010, the company incorporated a wholly owned subsidiary, Tricor Environmental PTE Limited ("TEPL"), a company incorporated and registered in Singapore. The company has issued 1 ordinary share of SD1.00 but has not traded since formation. The group owns 100% of the shares and holds 100% of the voting rights of the company. In March 2013 TEPL entered into two contracts to purchase sand in the Philippines. The sand will be sold under a contract for a fixed term of two years.

(c) On 27 September 2011, the company formed a joint venture in a carbon related new business, Tricor Supply Side Carbon Limited, holding 50% of the issued shares, the other 50% being held by Messrs L. van Kampen-Brooks and A. Rajpal, through their company Green Fuel Tech Limited. Green Fuel Tech Limited assumed the funding obligations of Tricor Supply Side Limited of £84,000 in exchange for 420,000,000 new ordinary shares which cost the company £84,000. In March 2012, A. Rajpal sold his entire interest in Green Fuel Tech Limited to Svelte.Com Limited, a company controlled by Lawrence Van Kampen-Brooks.

14. Investments - Short Term:

	Group and Company	
	2013	**2012**
	£'000	**£'000**
Quoted investments	360	-

In March 2013, the company acquired shares in the following natural resources companies for total cost of £400,000:
Rio Tinto Plc
BP Plc
Glencore International Plc
Eurasian Natural Resources Corporation Plc

The shares were acquired as part of the group's strategy to implement its investing policy. The shares were all sold during the period April to June 2013 for £360,000.

15 Trade and other receivables

	Group		Company	
	2013	**2012**	**2013**	**2012**
	£'000	**£'000**	**£'000**	**£'000**
Current:				
Trade receivables	206	-	-	-
Other receivables	1,346	1,397	1,346	1,397
Amounts due from group companies	-	-	593	-
	1,552	1,397	1,939	1,397

Included in other receivables are the following:-

An amount of £1.34 million which relates to VAT recoverable. HMRC is withholding payments due to the company along with other mobile telephone dealers. The company has taken legal advice and is preparing a case against HMRC for both repayment and loss of income. The VAT is considered to be fully recoverable on the basis that even if there was evasion of VAT elsewhere within the chain of transactions, the directors had no knowledge nor should have had such knowledge; (see contingent liability in respect of this VAT debtor - Note 26). The company entered into an agreement with J. Case and R. Andrews to pay them a fee of 10% each of the total amount recovered.

Of the balance due by the Group Company, £500,000 is repayable after more than one year.

The directors consider that the carrying amount of trade and other receivables approximates their fair value.

16. Cash and cash equivalents

	Group		Company	
	2013	**2012**	**2013**	**2012**
	£'000	**£'000**	**£'000**	**£'000**
Bank accounts	573	17	5	17

17. Trade and other payables

	Group		Company	
	2013	**2012**	**2013**	**2012**
	£'000	**£'000**	**£'000**	**£'000**
Current:				
Trade payables	257	561	56	561
Other payables	-	26	-	26
Accrued expenses	89	544	65	544
Aggregate amounts	346	1,131	121	1,131

18. Financial liabilities - borrowings

	Group		Company	
	2013	**2012**	**2013**	**2012**
Group and company	**£'000**	**£'000**	**£'000**	**£'000**
Non-current				
Unsecured convertible loan notes	500	3,010	500	3,010
Equity portion of convertible loan notes	(205)	(650)	(205)	(650)
Secured loan	400	-	400	-
Unsecured loan	80	-	80	-
	775	2,360	775	2,360
Current				
Unsecured convertible loan notes	-	5	-	5
Equity portion of convertible loan notes	-	-	-	-
Total borrowings	-	5	-	5

	Group		Company	
Group and company	**2013**	**2012**	**2013**	**2012**
Loan maturity analysis				
Less than one year	-	5	-	5
In more than one year but not more than five years	775	2,360	775	2,260
Wholly repayable within five years	775	2,365	775	2,365

The fair value of current borrowings equates to their carrying amount as the impact of discounting is not significant.

Convertible loan notes, none of which are interest bearing, have been issued as follows:

(a) On 18 March 2013 £500,000 of 0% unsecured convertible loan notes were issued by the company. They are repayable by 31 December 2016 at a conversion rate of £0.00525 per ordinary share.

(b) On 20 February 2013, £480,000 of interest free loans were raised by the company, repayable at the company's discretion at any time to 19 February 2015. Of these loans, £400,000 is secured by way of a charge over the company's quoted investments; the remaining £80,000 is unsecured.

(c) Of the company's convertible loan notes of £3,015,000 outstanding at 31 March 2012, £100,000 was converted into ordinary shares of £0.0001 on 8 June 2012. The balance were agreed to be written off as part of the CVA.

(d) On 12 April 2012 £100,000 of the company's unsecured loan notes, convertible at £0.0003 per ordinary share, and on 14 May 2012 £20,000 of the company's unsecured loan notes, convertible a £0.0002 per ordinary share, were issued for cash. These were converted into ordinary shares of £0.0001 each on 12 June 2012 and 21 May 2012 respectively.

The convertible loan notes amounting to £3,010,000 have been split between debt and equity as per the requirement of IAS32. Using an interest rate of 8%, the company has estimated the debt to be £2,360,000 and equity to be £650,000.

19. Share capital

The details of the paid up share capital are as follows:

	2013 No' 000	2012 No' 000	2013 £'000	2012 £'000
Ordinary shares of 0.01p each	-	6,375,350	-	637
Ordinary shares of 0.001p each	26,284	-	-	-
Deferred shares of 0.09p each	653,084	653,084	588	588
Deferred shares of 4.9p each	48,084	48,084	2,356	2,356
Deferred shares of 99.99p	774		774	
			3,718	3,581

The deferred shares do not carry any voting rights.

Shares issued during the period were as follows:

Ordinary shares of 0.01p each

	No' 000
At 1 April 2011	2,757,370
Conversion of loan notes	2,638,333
Settlement of creditors	559,647
Acquisition of investment	420,000
At 31 March 2012	6,375,350
Conversion of loan notes	1,066,666
Conversion of warrants	300,000
	7,742,016
Conversion ordinary shares of 0.001p as part of the CVA	(7,742,016)
At 31 March 2013	-

Ordinary shares of 0.001p	No'000
Converted from, shares of 0.01p above on 29 January 2013	774
Issued to creditors under the CVA	24,210
Issued to the CVA administration	1,300
At 31 March 2013	26,284

20. Reserves

Group

	Shares premium £'000	Other reserves £'000	Share based payment reserve £'000	Retained losses £'000	Total reserves £'000
As at 1 April 2011	48,663	1,209	51	(55,031)	(5,108)
Share based payment	-	-	12	-	12
On settlement of creditors	137	-	-	-	137
On conversion of loan notes	1,032	-	-	-	1,032
On acquisition of investment	42	-	-	-	42
Reallocation of loan notes	-	(235)	-	-	(235)
Losses after tax for the year	-	-	-	(1,534)	(1,534)
At 31 March 2012	49,874	974	63	(56,565)	(5,654)
On conversion of loan notes	143	-	-	-	143
On shares issued to creditors under the CVA	4,842	-	-	-	4,842
Reallocation of loan notes	-	(445)	-	-	(445)
Share based payment charge			44		44
Losses after tax for the year	-	-	-	(1,306)	(1,306)
At 31 March 2013	54,859	529	107	(57,871)	(2,376)

Company

	Shares premium £'000	Other reserves £'000	Share based payment reserve £'000	Retained losses £'000	Total reserves £'000
As at 1 April 2011	48,663	1,209	51	(55,031)	(5,108)
Share based payment	-	-	12	-	12
On settlement of creditors	137	-	-	-	137
On conversion of loan notes	1,032	-	-	-	1,032
On acquisition of investment	42	-	-	-	42
Reallocation of loan notes	-	(235)	-	-	(235)
Losses after tax for the year	-	-	-	(1,534)	(1,534)
At 31 March 2012	49,874	974	63	(56,565)	(5,654)
On conversion of loan notes	143	-	-	-	143
On shares issued to creditors under the CVA	4,842	-	-	-	4,842
Reallocation of loan notes	-	(445)	-	-	(445)
Share based payment charge			44		44
Losses after tax for the year	-	-	-	(1,240)	(1,240)
At 31 March 2013	54,859	529	107	(57,805)	(2,310)

21. Reconciliation of loss before tax to cash generated from operations

	Group		Company	
	2013 £'000	2012 £'000	2013 £'000	2012 £'000
Loss before tax	(547)	(1,534)	(481)	(1,534)
Depreciation charges	7	3	2	3

Tangible fixed assets scrapped	7	-	7	-
Investments: Impairment of licence	-	65	-	65
Impairment of investment	40	84	40	84
Share based payment	44	12	44	12
	(449)	(1,370)	(388)	(1,370)
Increase in short term investments	(400)	-	(400)	-
Increase/(decrease) in trade and other receivables	(155)	23	(542)	23
Increase in trade and other payables	383	343	158	343
Decrease in short term borrowings	-	(155)	-	(155)
Decrease in long term borrowings	-	(940)	-	(940)
Conversion of debt to equity	-	1,295	-	1,295
Cash consumed in operations	(621)	(804)	(1,172)	(804)

22. Share-based payments

On 1 February 2010 the following directors and former directors were granted options under the EMI Scheme as follows:-

a) 250,000,000 options to L. van Kampen-Brooks at 0.07 pence per share to be exercised at any time in the five years to 28 January 2015.

b) 50,000,000 options to J. Case at 0.07 pence per share to be exercised at any time in the five years to 28 January 2015.

On 26 January 2012 the following directors were granted options under the EMI scheme as follows:

a) 600,000,000 options to Chan Fook Meng at 0.0425 pence per share to be exercised in the six years to 31 December 2017, half after 25 January 2013 and half after 25 January 2014.

b) 300,000,000 options to A. Rajpal at 0.0425 pence per share to be exercised in the six years to 31 December 2017, half after 25 January 2013 and half after 25 January 2014.

The details of the share options and warrants are as follows:

	No. of share options	Weighted average exercise price £
Unapproved options granted in Feb 2012 (adjusted for share consolidation)	30,000	0.0070
Exercised	-	-
Options granted in Jan 2013 (adjusted for share consolidation)	90,000	0.0043
At 31 March 2012	120,000	0.0049
Warrants granted in February 2013	88,100,000	£0.005
Warrants granted in March 2013	352,527,737	£0.005
Warrants granted in March 2013	47,472,263	£0.008
At 31 March 2013	488,220,000	

The warrants issued in February 2013 related to loans received of £480,000. The warrants issued in March 2013 related to loans received of £500,000.

The fair values of the options granted and outstanding at 31 March 2013 have been calculated using the Black-Scholes model assuming the inputs shown below:

Type Grant Date	**Options January 2012**	**Options February 2010**
Share price at grant date	0.0385p	0.12p
Exercise price	0.0425p	0.07p
Option life in years	6 years	5 years
Risk free rate	4.33%	2.75%
Expected volatility - based on historic trends	60%	10%
Expected dividend yield	0%	0%
Fair value of option	0.01p	0.17p
Share based payment charge	£44,520	£50,957

The group recognised total expenses of £44,520 (2012: £12,122) related to equity settled payment.

Remaining contractual life

The remaining contractual life of the outstanding share options granted to Eligible Employees and Contributors as at 31 March 2013 is 4.5 years

23. Financial commitments

Capital commitments

There was no capital expenditure that had been contracted for at the balance sheet date but not yet incurred.

24. Related party transactions

During the year the company paid £17,464 (2012: £80,478) for services provided by Unilegal LLC, a company in which Mr Chan Fook Meng and Mr. N. Khan are partners. The balance owing at the year end was £Nil (2012: £Nil).

During the year, Ms. Elaine Chiam, the wife of Mr N. Khan, a Director, held £100,000 convertible loan notes in the company. The balance owed by the company at 31 March 2013 was £100,000 (2012: £100,000).

Mr. Chan Fook Meng, a director, holds £700,000 (2012: £700,000) convertible loan notes in the company through his holdings in Jersey Hills Holdings Limited. During the year, Jersey Hills Holdings Limited was paid £36,439 in travel costs incurred. The balance owed at the year end was £1,940.

NAS Corporate Services Ltd, controlled by Mr A. Rajpal, was paid £27,000 (2012: £Nil) for corporate services rendered to the company. The balance owing at the year end was £Nil (2012: £Nil).

25. Events after the reporting period

Conversion of loan notes took place as follows:

5 April 2013 - £1,050 for 200,000 ordinary shares;
16 April 2013 - £3,675 for 700,000 ordinary shares; and

21 May 2013 - £495,275 for 94,338,095 ordinary shares.

Warrants were exercised as follows:

16 April 2013 - £3,000 for 600,000 ordinary shares; and
31 May 2013 - £12,500 for 2,500,000 ordinary shares

26. Contingent liability

In note 15, the company notes that a VAT debtor of £1.35 million is recoverable from HMRC. The claim was heard at tribunal and legal advisers are pursuing on-going legal applications. The appeal is to claim £1.8 million of VAT plus any interests and costs. The company's directors are confident of success in this matter. Should the case be won, the company has entered into an agreement to pay 10% each of the net receipts from HMRC to J. Case and R. Andrews. Should the company however lose its appeal then it may be liable for adverse costs of the proceedings.

27. Particulars of principal subsidiaries

As at 31 March 2013, the Company held the following subsidiaries:

Name of company	Place of incorporation and operation	Issued share capital	Attributable equity interest	Principal Activities
Tricor Environmental Private Limited	Singapore	SG$ 1	100%	Mining and quarrying sand

Class of shares held for the above consists of ordinary share capital. The Company directly holds the interest in the subsidiary.

The subsidiary issued loan notes of £493,000 to a third party in March 2013.

28. Ultimate controlling party

In the opinion of the directors, there is no controlling party.