


Blue Star B.V.


**Non-statutory financial statements
For the year ended 31 March 2015**

Authenticated
date **17 APR. 2015**
Initials 

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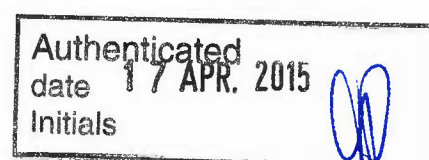
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Balance sheet as at 31 March 2015*(before proposed appropriation of net result)*

	2015	2014
	EUR	EUR
Fixed assets		
Financial fixed assets	1 2.138.858	2.138.858
	<u>2.138.858</u>	<u>2.138.858</u>
Current assets		
Receivables	2 37	2.165
Cash and bank	24.004	36.161
Receivable United Phosphorus Holdings B.V.	0	0
	<u>24.041</u>	<u>38.326</u>
Current liabilities	3 251.815	258.315
Current assets less current liabilities	<u>(227.774)</u>	<u>(219.989)</u>
Total assets less current liabilities	1.911.084	1.918.869
Long term liabilities	0	250.000
	<u>1.911.084</u>	<u>1.668.869</u>
Shareholder's equity	4	
Issued capital	1.000	1.000
Share premium	1.950.000	1.700.000
Retained earnings	(32.131)	0
Unallocated result	(7.785)	(32.131)
	<u>1.911.084</u>	<u>1.668.869</u>

The accompanying notes are an integral part of the financial statements.




Blue Star B.V.

Profit and loss account for the year ended 31 March 2015

	2015 EUR	2014 EUR
Administrative expenses	5 7.785	32.131
Income tax charge	6 0	0
Net result for the year	<u>7.785</u>	<u>32.131</u>

The accompanying notes are an integral part of the financial statements.

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Notes to the financial statements for the year ended 31 March 2015

General

Blue Star B.V. which has been founded on 27 March 2013.

Blue Star B.V. ("the Company"), having its legal seat in Amsterdam, the Netherlands, is directly owned by United Phosphorus Holdings B.V. in Vondelingenplaat, The Netherlands for 49% and by Decco Worldwide Post-Harvest Holdings B.V. in Vondelingenplaat, The Netherlands for 51% effective 4 June 2013 and is ultimately a wholly owned subsidiary of UPL Limited Mumbai, India.

The financial year 2015 concerns the period 1 April 2014 until 31 March 2015.
The financial year 2014 concerns the period 1 April 2013 until 31 March 2014.

Consolidation policy

As provided by Article 408 of part 9, Book 2 of the Netherlands Civil code, consolidated financial statements are not prepared by the company as the Company and its subsidiaries are included in the consolidated financial statements of UPL Limited Mumbai, India.

Accounting policies for the valuation of assets and liabilities

General

The valuation of assets and liabilities and the determination of the result are on the basis of the historical cost convention, except as stated below. Income and expenditure are allocated to the year to which they relate.

The financial statements have been prepared in accordance with generally accepted accounting principles in the Netherlands and comply with the financial reporting requirements included in Part 9 Book 2 of the Netherlands Civil Code.

Profits are only recognised if they have been realised on the balance sheet date. Losses and risks which originate before the end of the financial year are considered if they have become known before the annual accounts are drawn up.

Financial fixed assets

The investments in subsidiaries are stated at historical cost adjusted for permanent decrease in value, if deemed necessary.

As per 1 April 2014 JPB Courtage S.A.R.L., Frelinghien, France has been merged into Neo-Fog S.A., Frelinghien, France.

The investments in subsidiaries are:

Neo-Fog S.A. at Frelinghien, France, 100%;

This investment has been acquired in June 2013.


Accounting policies for determining the result

Operating turnover

Dividends from investments are determined as net turnover according RJ article 214.505 and are allocated to the year to which they relate.

Other operating costs

Costs are determined on a historical cost base and are allocated to the year to which they relate.

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Financial income and expenses


Income and expenses not arising from ordinary activities are classified under extraordinary income and expenses.

Taxation

Tax on result is computed by applying the current rate to the result of the financial year, taking into account temporary and permanent differences between profit calculations for financial statement purposes and those for tax purposes. The differences are incorporated in tax on the result from ordinary activities.

Average number of employees

During the year 2015 no employees were employed on the basis of a full time contract of service.
During the year 2014 no employees were employed on the basis of a full time contract of service.

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Notes to the balance sheet**1 Financial fixed assets**

	2015 EUR	2014 EUR
Investment Neo-Fog S.A.	2.138.858	799.620
Investment JPB Courtage	0	1.339.238
	<u>2.138.858</u>	<u>2.138.858</u>

2 Receivables

	2015 EUR	2014 EUR
Trade receivables	37	2.165
	<u>37</u>	<u>2.165</u>

3 Current liabilities

	2015 EUR	2014 EUR
Accrual	251.815	251.815
Payables affiliated companies	0	6.500
Trade payables	0	0
Other payables	0	0
	<u>251.815</u>	<u>258.315</u>

4 Shareholder's equity

The movement in equity is as follows:

	Issued capital EUR	Share Premium EUR	Retained earnings EUR	Unallocated result EUR	Total EUR
Balance 1 April 2014	1.000	1.700.000	0	(32.131)	1.668.869
Allocation of 2014 net result	0	0	(32.131)	32.131	0
Addition	0	250.000	0	0	250.000
Net result 2015	0	0	0	(7.785)	(7.785)
Balance 31 March 2015	<u>1.000</u>	<u>1.950.000</u>	<u>(32.131)</u>	<u>(7.785)</u>	<u>1.911.084</u>


The movements in 2014 were as follows:

	Issued capital EUR	Share Premium EUR	Retained earnings EUR	Unallocated result EUR	Total EUR
Balance 1 April 2013	1.000	0	0	0	1.000
Addition	0	1.700.000	0	0	1.700.000
Net result 2014	0	0	0	(32.131)	(32.131)
Balance 31 March 2014	<u>1.000</u>	<u>1.700.000</u>	<u>0</u>	<u>(32.131)</u>	<u>1.668.869</u>

The Company's authorised capital amounts to EUR 1,000 consisting of 1,000 shares with a par value of EUR 1 each. At 31 March 2015 1,000 shares have been issued and fully paid amounting to EUR 1,000.

Contingent liabilities

According to the Sales Purchase Agreement of Neo-Fog and JPB Courtage, The Company may need to pay an additional earn-out fee up to EUR 1,000,000. This earn-out is based on the results of Neo-Fog and JPB Courtage in the period 1 April 2014 to 31 March 2018.

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Notes to the profit and loss account**5 Administrative expenses**

Administrative expenses can be detailed as follows:

	2015 EUR	2014 EUR
Legal & Professional Fees	4.887	27.680
Auditor's Remuneration	1.815	3.630
Bank charges	1.083	821
	<u>7.785</u>	<u>32.131</u>


6 Financial income and expenses

	2015 EUR	2014 EUR
Exchange difference	0	0
Interest income group companies	0	0
Other interest income	0	0
Interest expenses group companies	0	0
	<u>0</u>	<u>0</u>

7 Tax

	2015 EUR	2014 EUR
Corporate income tax Blue Star B.V.	<u>0</u>	<u>0</u>

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Other information


Appropriation of the net result for the year

Article 20 of the Articles of Association of the Company provides that net income for the year is at the disposal of the Annual General Meeting of the Members.

The following appropriation of the result after taxes for the year ended 31 March 2015 is proposed to the General Meeting of the Members to transfer the net loss of EUR 7,785 to retained earnings. The result after tax for the year ended 31 March 2015 is included in the unappropriated results within the equity.

Proposed appropriation of net income

At present no decision has been taken with regard to the proposed appropriation of the net loss, pending the approval of the Company's shareholder.

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Accountants



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To: The board of directors
Blue Star B.V.

INDEPENDENT AUDITOR'S REPORT

We have audited, for purposes of audit of the consolidated financial statements of UPL Ltd., the non-statutory financial statements of Blue Star B.V., at Rotterdam, for the period 1 April 2014 until 31 March 2015 as identified by us for identification purposes.

Management's responsibility

Management is responsible for the preparation and fair presentation of these non-statutory financial statements, in accordance with the accounting instructions issued by UPL Ltd. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the non-statutory financial statements that are free from material misstatement, whether due to fraud or error. The non-statutory financial statements have been prepared solely for consolidation purposes of UPL Ltd.

Auditor's responsibility

Our responsibility is to express an opinion on these non-statutory financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing and the instructions issued by UPL Ltd. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the non-statutory financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the non-statutory financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the non-statutory financial statements, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the non-statutory financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the non-statutory financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Accountants



Opinion

In our opinion, the non-statutory financial statements Blue Star B.V. as at 31 March 2015 and of its result for the period 1 April 2014 until 31 March 2015 are prepared in all material respects, in accordance with the accounting instructions issued by UPL Ltd.

Emphasis of matter

We draw attention to the fact that the non-statutory financial statements have been prepared for consolidation purposes of UPL Ltd. only and that they do not therefore necessarily provide a true and fair view of the financial position of as at March 31, 2015 and of its result for the period 1 April 2014 until 31 March 2015, in accordance with Part 9 of Book 2 of the Dutch Civil Code. Our opinion is not qualified in respect of this matter.

The non-statutory financial statements Blue Star B.V. and our auditor's report thereon are intended solely for UPL Ltd. and are not suitable for other purposes.

Eindhoven, 17 April 2015
Baker Tilly Berk N.V.


drs. H.G.W. van Gerwen RA

Initial for identification purposes:

