



UPL ARGENTINA S.A.

SPECIAL FINANCIAL STATEMENTS

(prepared only consolidation purposes)

FOR THE YEAR
ENDED 31 MARCH 2017

INDEPENDENT AUDITORS' REPORT

To the President of
UPL Argentina S.A.

Introduction

We have audited the accompanying balance sheet of UPL Argentina S.A. as of 31 March 2017 the related statements of income and changes in shareholders' equity for the year then ended and summary of significant accounting policies and other explanatory notes, prepared only for consolidation purposes with UPL Limited (as stated in paragraph 2 of Scope). Management is responsible for the preparation and fair presentation of this financial information in accordance with International Financial Reporting Standard (IFRS) as settled by UPL Limited applied for the purpose described in paragraph 2 of Scope. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial information that is free from material misstatement, whether due to fraud or error, selecting and applying appropriate accounting policies, and making accounting estimates that are reasonable in the circumstances. Our responsibility is to express an opinion on this financial information based on our audit.

Scope

Our audit was conducted in accordance with International Standards on Auditing. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit involves performing procedures to obtain evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risk of material misstatement of the 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 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 assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

INDEPENDENT AUDITORS' REPORT
(Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of UPL Argentina S.A. and the results of its operations for the year ended 31 March 2017, in conformity with International Financial Reporting Standard as applied by UPL Limited as mentioned in Note 1 to Financial Statements, only for consolidation purposes.

Buenos Aires, 19 April 2017

IGLESIAS Y ESCOBAR S.R.L.
C.P.C.E.C.A.B.A. T° 001 F° 077



Jorge R. Escobar (partner)
Certified Public Accountant
C.P.C.E.C.A.B.A. To. 171 Fo. 046

UPL ARGENTINA S.A.

LEGAL ADDRESS: Viamonte 1342 – 5° Floor “E”, - City of Buenos Aires.

PRINCIPAL OPERATION: Chemicals manufacture and sale.

REGISTRATION IN THE COMMERCE AUTHORITY REGISTER:

Of by laws: 2 July 1969.

END OF PERIOD ESTABLISHED AT BY LAWS: 1 July 2068.

NR OF REGISTER IN THE CORPORATION’S CONTROL AUTH.: N° 208.962

CONTROLLING SHAREHOLDER INFORMATION.

NAME: UPL Europe Ltd. (United Kingdom)

LEGAL ADDRESS: The Centre 1st Floor, Birchwood Park, Warrington, Cheshire WA3 6YN, United Kingdom.

PARTICIPATION ON NET EQUITY: 95,20%

PARTICIPATION ON THE VOTES: 95,20%



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REPORT DATED 19/04/17

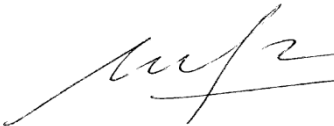
UPL ARGENTINA S.A.


BALANCE SHEET AS OF 31 MARCH 2017 AND 2016

(Amounts Stated in USD)

<u>ASSETS</u>	Year ended		<u>LIABILITIES</u>	Year ended	
	31/03/2017	31/03/2016		31/03/2017	31/03/2016
<u>CURRENT ASSETS</u>	USD	USD	<u>CURRENT LIABILITIES</u>	USD	USD
Cash and cash equivalents (Notes 2.1 and 3)	880.102,78	340.135,05	Accounts payable (Notes 2.7 and 7)	11.783.860,75	13.446.128,51
Accounts receivable (Notes 2.2 and 4)	35.914.340,34	23.370.833,99	Clients advance payments	233.136,66	941.274,91
Prepaid taxes and others receivable (Note 5)	4.120.727,39	2.437.338,24	Financial debts (Note 8)	7.074.281,22	9.970.088,58
Inventories (Notes 2.3 and 6)	10.966.238,61	14.396.051,68	Payroll and social security taxes (Note 9)	1.361.990,32	721.174,49
Associate Companies and Related parties (Note 16)	5.248.676,78	5.633.319,27	Taxes payable (Note 10)	541.539,23	1.233.352,59
<u>TOTAL CURRENT ASSETS</u>	<u>57.130.085,90</u>	<u>46.177.678,23</u>	Provisions (Note 11)	806.603,57	439.959,74
			Associate Companies and Related parties (Note 16)	31.788.254,19	19.360.769,50
<u>NON-CURRENT ASSETS</u>			<u>TOTAL CURRENT LIABILITIES</u>	<u>53.589.665,94</u>	<u>46.112.748,32</u>
Prepaid taxes and others receivable (Notes 2.9 and 5)	2.160.101,82	1.582.580,34			
Investment in other companies (Note 2.6 and Exhibit VI)	3.251.178,95	3.251.178,95	<u>TOTAL LIABILITIES</u>	53.589.665,94	46.112.748,32
Fixed assets (Note 2.4 and Exhibit I)	3.281.189,49	2.937.130,70			
Intangible assets (Note 2.5 and Exhibit II)	72.884,52	144.876,78			
<u>TOTAL NON-CURRENT ASSETS</u>	<u>8.765.354,78</u>	<u>7.915.766,77</u>	<u>NET EQUITY</u> (as per related statement)	<u>12.305.774,74</u>	<u>7.980.696,68</u>
<u>TOTAL</u>	<u>65.895.440,68</u>	<u>54.093.445,00</u>	<u>TOTAL</u>	<u>65.895.440,68</u>	<u>54.093.445,00</u>

The accompanying notes and exhibits are an integral part of this statement.


 Felipe Andrés MacLOUGHLIN
 President


IGLESIAS Y ESCOBAR S.R.L.
 C.P.C.E.C.A.B.A. T° 001 F° 077

 Jorge R. Escobar (partner)
 Certified Public Accountant
 C.P.C.E.C.A.B.A. To. 171 Fo. 046
 See separate professional report


UPL ARGENTINA S.A.

STATEMENT OF INCOME
FOR THE YEAR ENDED 31 MARCH 2017 AND 2016
(Amounts Stated in USD)

	Year Ended	
	31/03/2017 USD	31/03/2016 USD
Net Sales (Note 12)	57.987.349,23	49.322.957,14
Cost of Sales (Exhibit III)	<u>(44.538.987,82)</u>	<u>(28.530.329,42)</u>
GROSS INCOME	13.448.361,41	20.792.627,72
Administrative expenses (Exhibit IV)	(3.493.654,46)	(3.766.402,31)
Selling expenses (Exhibit IV)	(8.127.954,00)	(6.779.785,27)
Financial results (Note 13)	(5.605.677,78)	(19.857.193,33)
Other income and expenses (Note 14)	111.052,64	2.816.058,50
Other Expenses – Exceptional Items (Note 15)	<u>(684.466,03)</u>	<u>(710.111,23)</u>
NET (LOSS) BEFORE INCOME TAX	(4.352.338,22)	(7.504.805,92)
Income Tax	-----	<u>(6.981.370,66)</u>
NET (LOSS) OF THE YEAR	<u>(4.352.338,22)</u>	<u>(14.486.176,58)</u>

The accompanying notes and exhibits are an integral part of this statement.


Felipe Andrés MacLOUGHLIN
President

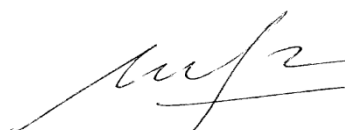
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UPL ARGENTINA S.A.

**STATEMENT OF CHANGES IN NET EQUITY
FOR THE YEAR ENDED 31 MARCH 2017 AND 2016
(Amounts stated in USD)**

Concepts	Capital Stock (Note 17) USD	Other Capital Accounts USD	Total USD	Others Reserves and Retained Earnings USD	Total as of 31/03/2017 USD	Total as of 31/03/2016 USD
Balances at beginning of the year April 1, 2016	21.602.630,67	261.901,53	21.864.532,20	(13.883.835,52)	7.980.696,68	2.183.871,73
Irrevocable Contributions						261.901,53
Conversion Functional Currency				277.416,28	277.416,28	
As per Minutes of Extraordinary Shareholders' Meeting held on September 24, 2015: -Corporate capital increase						3.000.000,00
As per Minutes of Extraordinary Shareholders' Meeting held on December 10, 2015: -Corporate capital increase						17.021.100,00
As per Minutes of Extraordinary Shareholders' Meeting held on June 8, 2016: -Corporate capital increase	2.900.000,00		2.900.000,00		2.900.000,00	
As per Minutes of ordinary Shareholders' Meeting held on February 1, 2017: -Corporate capital decrease	5.500.000,00		5.500.000,00		5.500.000,00	
Net (Loss) of the year				(4.352.338,22)	(4.352.338,22)	(14.486.176,58)
Balance as of 31 March 2017 and 2016	30.002.630,67	261.901,53	30.264.532,20	(17.958.757,46)	12.305.774,74	7.980.696,68

The accompanying notes and exhibits are an integral part of this statement.



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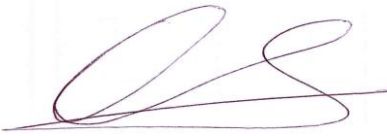
UPL ARGENTINA S.A.

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2017 AND 2016
 (Amounts Stated in USD)

	Year Ended	
	31/03/2017 USD	31/03/2016 USD
<u>CHANGES IN CASH</u>		
Cash and Cash equivalents at the beginning of the year	340.135,05	34.865,88
Cash and Cash equivalents at the close of the year	880.102,78	340.135,05
NET INCREASE IN CASH AND CASH EQUIVALENTS	539.967,73	305.269,17
<u>REASONS FOR CHANGES IN CASH</u>		
<u>Operating activities:</u>		
Net (loss) of the year	(4.352.338,22)	(14.486.176,58)
Income Tax	-----	6.981.370,66
<i>Adjustments to reach the cash from operating activities:</i>		
Depreciation Fixed assets	427.345,42	161.263,31
Depreciation Intangibles assets	4.048,18	798,96
(Profit) on sale of fixed assets	(38.104,95)	(17.404,36)
<i>Changes in operating Assets and Liabilities:</i>		
(Increase) in Accounts receivable	(12.543.506,35)	(9.947.812,63)
(Increase) in Prepaid taxes and others receivable	(2.260.910,63)	(87.726,37)
Decrease / (Increase) in Inventories	3.429.813,07	(9.313.582,63)
(Decrease) / Increase in Accounts payable	(1.662.267,76)	6.950.338,06
(Decrease) / Increase in Clients advance payments	(708.138,25)	656.277,66
Increase in Payroll and social security taxes	640.815,83	366.872,78
(Decrease) / Increase in Taxes payable	(691.813,36)	1.082.199,13
Increase in Provisions	366.643,83	277.267,44
Increase in Associate Companies and Related parties	12.812.127,18	10.998.693,54
Net cash (used in) operating activities	(4.576.286,01)	(6.377.621,03)
<u>Investing activities:</u>		
Purchase of fixed assets	(795.116,36)	(272.838,27)
Additions intangible assets	-----	(38.178,50)
Sale / disposal of fixed assets and intangible assets	129.761,18	23.413,66
Investments in Other Companies	-----	(1.714,60)
Net cash (used in) investing activities	(665.355,18)	(289.317,71)
<u>Financing activities:</u>		
(Decrease) / Increase in Financial debts	(2.895.807,36)	3.972.207,91
Conversion Functional Currency	277.416,28	-----
Shareholders' contribution	8.400.000,00	3.000.000,00
Net cash from financing activities	5.781.608,92	6.972.207,91
NET INCREASE IN CASH AND CASH EQUIVALENTS	539.967,73	305.269,17

The accompanying notes and exhibits are an integral part of this statement.


 Felipe Andrés MacLOUGHLIN
 President

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UPL ARGENTINA S.A.

NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016

NOTE 1: FINANCIAL STATEMENTS AS OF 31 MARCH 2017.

As per request of UPL Limited, UPL Argentina S.A. has prepared these Special Financial Statements as of 31 March 2017 for the sole purpose of consolidation with its Head Office.

These Special Financial Statements have been prepared, USD in accordance with International Financial Reporting Standards as considered by UPL Group for consolidation purposes.

1.1 Comparison of information

Balances as of March included in these Special Financial Statements, arise from the amounts disclosed in the Special Financial Statements as of such date. Also, for comparative purposes, the necessary exposure adaptations have been included

NOTE 2: ACCOUNTING POLICIES.

Applicable disclosure standards have been followed to prepare these Special Financial Statements for the year ended as of 31 March 2017. Nevertheless, considering the special purpose of its issuance, it may not include every required disclosure to fulfill every required disclosure as stated in International Financial Reporting Standards (I.F.R.S.).

Applied criteria on main balance sheet items are as follow:

2.1. Cash and Cash Equivalents

Balances of immediate availability (i.e. imprest funds, cash in hand, and cash at banks) have been classified within this caption.

These balances have been measured at nominal value. When applicable, foreign exchange rate at closing date has been applied to establish the respective amount in USD.

2.2. Accounts Receivable

Accounts receivable have been measured at nominal value. This caption includes commercial accounts and received checks to be deposited. When applicable, exchange rate prevailing at the closing date for the settlement of those transactions has been considered as stated in Note 2.1.

Accounts receivable have been recognized if (i) the Company has transferred to the buyer the significant risk and rewards of ownership of the goods, (ii) the amount of the receivable can be measured reliably, and (iii) it is probable that the economic benefits associated with the transaction will flow to the Company.



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UPL ARGENTINA S.A.

NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
(Continued)

NOTE 2: ACCOUNTING POLICIES.
(Continued)

2.2. Accounts Receivable
(Continued)

Evaluation of accounts receivable recoverability has been performed to determine whether the nominal amount will be fully recovered (i.e. fully collected). If the collectible amount has been estimated lower than the nominal value, an allowance for doubtful accounts has been calculated.

2.3. Inventories

Inventories have been measured at the lower of cost (resulting from SAP) or net realizable value.

Finished goods (which also include a minor amount of semi-finished goods) are valued at standard cost. Standard cost is calculated once in a year. It is normally not revised during the course of the year –unless some prices or manufacturing process have changed drastically.

Raw materials, packing materials and traded goods are valued at moving weighted average. Thus, in the case of these materials, the system averages the inventory value every time any fresh purchase (Goods Receipt) occurs.

2.4. Fixed Assets

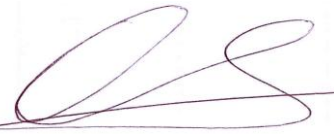
Fixed assets are measured at acquisition cost or construction cost. Interests are expensed as incurred, thus not every interest is capitalized within fixed assets value. Fixed assets net values, as well as their depreciation, were estimated at historical value in conformance with International Financial Reporting Standards as applied by UPL Limited. Depreciation has been determined by the straight-line method, applying sufficient annual rates to extinguish their values at the end of their estimated useful lives.

2.5. Intangible Assets

Intangible assets net values, as well as their depreciation, were estimated at historical value in conformance with International Financial Reporting Standards as applied by UPL Limited, depreciation has been determined by the straight-line method, applying sufficient annual rates to extinguish their values at the end of their estimated useful lives.

2.6. Investment in other companies

Participation in 99,72% of share capital and votes of Icona San Luis S.A.F.I.M.I. y C. is carried at cost, as determined on 17 July 2007, date in which UPL Europe Ltd. acquired UPL Argentina S.A. and its subsidiary Icona San Luis S.A.F.I.M.I. y C. Participation of 0,07% of share capital and votes of UPL Bolivia S.R.L. and the 0,41% of share capital and votes of UPL Paraguay S.A. are carried at cost.


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UPL ARGENTINA S.A.

NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
 (continued)

NOTE 2: ACCOUNTING POLICIES.
 (Continued)

2.7. Liabilities

Accounts Payable have been measured at nominal value, plus (if applicable) accrued portion of financial results up to closing date. When applicable, exchange rate prevailing at the closing date for the settlement of those transactions has been considered as stated in Note 2.1.

2.8. Accounting estimations

In conformity with International Financial Reporting Standards, balance sheet preparation requires that Company's management performs estimations and evaluations that involve the amount of recorded assets and liabilities and contingent assets and liabilities disclosed at the date of preparation of this Financial Statement as well as revenues and expenses recorded within the fiscal year.

In that sense, Company's management has performed estimations to calculate, for instance, allowance for doubtful accounts, contingencies depreciations and recoverable value of assets. Future actual results may differ from those estimations and evaluations performed as of the date of preparation of this Financial Statement.


2.9. Income Tax

Deferred tax method was applied. Deferred tax assets and liabilities are recognized for the future tax effects of temporary differences between the financial statements carrying amounts of existing assets and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rate. The statutory income tax rate for the year ended 31 March 2017 was 35%.

The Company has decided not recognize deferred tax assets based on a more conservative position regarding future projections of short term tax income

The deferred tax asset unrecognized is USD 8.925.130,94 according to the following detail:

Differences between Accounting and Fiscal Valuation Basis	Assets (liabilities) for deferred tax as of 31 March 2016	Variations of assets for def. Tax during year	Assets (liabilities) for deferred tax as of 31 March 2017
	USD	USD	USD
Inventories	622.229,86	(622.229,86)	-----
Allowance for doubtful accounts	168.633,64	-----	168.633,64
Loan Interest	2.015.532,05	105.535,00	2.121.067,05
Provisions	153.985,91	128.325,34	282.311,25
Tax losses	4.594.890,50	1.758.228,50	6.353.119,00
Totals	7.555.271,96	1.369.858,98	8.925.130,94


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**NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
(continued)**

NOTE 2: ACCOUNTING POLICIES.
(Continued)

2.9. Income Tax
(Continued)

Tax losses to be carry-forwarded as of 31 March 2017 are presented below:

	Tax loss USD	Effect 35% USD	Expiration
Tax losses 2012	1.158.457,27	405.460,04	2017
Tax losses 2013	2.285.912,15	800.069,25	2018
Tax losses 2014	5.691.703,99	1.992.096,39	2019
Tax losses 2015	1.178.999,35	412.649,76	2020
Tax losses 2016	2.813.185,99	984.615,06	2021
Tax losses 2017	5.023.510,00	1.758.228,50	2022
Total	18.151.768,75	6.353.119,00	

Tax loss 2017	USD
Net (loss) Before Income Tax	(4.352.338,22)
Differences	(671.171,78)
Tax loss	(5.023.510,00)
Effect 35%	1.758.228,50

NOTE 3: CASH AND CASH EQUIVALENTS


The composition of this item is as follows:

	Year ended	
	31/03/2017 USD	31/03/2016 USD
CURRENT		
Imprest Fund	4.506,88	3.481,87
Cash at Banks	875.595,90	336.653,18
TOTAL	880.102,78	340.135,05

NOTE 4: ACCOUNTS RECEIVABLE

The composition of this item is as follows:

	Year ended	
	31/03/2017 USD	31/03/2016 USD
CURRENT		
Customers	31.803.021,28	20.618.950,99
Checks to be deposited	4.579.921,97	3.233.693,40
Observed checks to be deposited	13.207,49	-----
Allowance for doubtful accounts (Exhibit V)	(481.810,40)	(481.810,40)
TOTAL	35.914.340,34	23.370.833,99


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NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
 (continued)

NOTE 5: PREPAID TAXES AND OTHERS RECEIVABLE

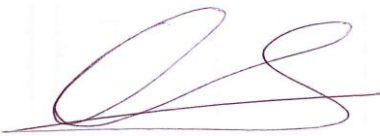
The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
	USD	USD
CURRENT		
VAT – balance in favour of contributor	2.410.063,99	-----
Income tax – balance in favour of contributor	37.092,52	358.521,86
Turnover tax – balance in favor contributor	1.277.116,92	1.190.425,04
Other taxes – balance in favour contributor	9.354,78	5.423,20
Other credits	7.943,59	42.614,94
Prepaid Insurance	93.968,89	82.945,20
Advance payments	155.584,07	627.805,37
Export Charges Recovery	129.602,63	129.602,63
TOTAL	<u>4.120.727,39</u>	<u>2.437.338,24</u>
NON-CURRENT		
	USD	USD
Tax on minimum presumed income (Note 18)	2.160.101,82	1.582.580,34
TOTAL	<u>2.160.101,82</u>	<u>1.582.580,34</u>

NOTE 6: INVENTORIES

The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
	USD	USD
CURRENT		
Finish products	9.593.927,89	9.285.425,58
Raw material	660.822,47	4.836.289,74
Packing material	90.553,68	163.573,88
Products in process	4.835,46	53.507,86
Tolling	31.036,16	57.254,62
Advance payments to suppliers	585.062,95	-----
TOTAL	<u>10.966.238,61</u>	<u>14.396.051,68</u>


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UPL ARGENTINA S.A.

NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
 (continued)

NOTE 7: ACCOUNTS PAYABLE

The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
CURRENT	USD	USD
Domestic suppliers	6.754.776,61	2.205.490,65
Foreign suppliers	3.740.394,00	9.697.714,00
Invoices to be received	1.288.690,14	1.542.923,86
TOTAL	11.783.860,75	13.446.128,51

NOTE 8: FINANCIAL DEBTS

The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
CURRENT	USD	USD
Bank Loans (1)	7.074.281,22	9.970.088,58
TOTAL	7.074.281,22	9.970.088,58

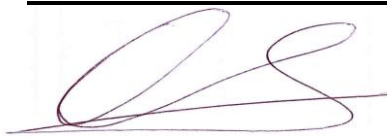
NOTE (1): It corresponds to 2 (two) loans from Citibank New York for a total amount of USD 6.963.032,90 (Capital) , with no guaranty, and an interest rate of 4.95% + Libor.

Contract Number	Last Renovation date	Final Maturity date	Capital
IBAL021160970001	April 06. 2016	April 05, 2017	5.000.582,90
IBAL021161200003	April 29, 2016	April 28, 2017	1.962.450,00

NOTE 9: PAYROLL AND SOCIAL SECURITY TAXES

The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
CURRENT	USD	USD
Wages, salaries	554.587,20	178.872,77
Accrued vacations and 13th salary	228.383,75	107.701,33
Social security taxes & Trade union payable	130.554,47	93.539,22
Commissions payable	448.464,90	341.061,17
TOTAL	1.361.990,32	721.174,49


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NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
 (continued)

NOTE 10: TAXES PAYABLE

The composition of this item is as follows:

	Year ended	
	31/03/2017 USD	31/03/2016 USD
CURRENT		
Income and VAT tax withholding	92.862,81	61.372,18
VAT payable	-----	807.229,48
Turnover tax payable	67.088,40	37.456,29
Tax on minimum presumed income provision	379.745,52	326.048,19
Others taxes	1.842,50	1.246,45
TOTAL	541.539,23	1.233.352,59

NOTE 11: PROVISIONS


The composition of this item is as follows:

	Year ended	
	31/03/2017 USD	31/03/2016 USD
CURRENT		
Labor claims (Note 19 and Exhibit V)	806.603,57	439.959,74
TOTAL	806.603,57	439.959,74

NOTE 12: NET SALES

The composition of this item is as follows:

	Year ended	
	31/03/2017 Profit / (Loss) USD	31/03/2016 Profit / (Loss) USD
	Sales of goods (local)	54.953.637,66
Sales of goods (export)	62.720,00	26.755,39
Rendered Services (tolling)	2.182.327,43	3.047.050,87
Associate Companies and Related parties (Note 16)	788.664,14	817.445,45
TOTAL	57.987.349,23	49.322.957,14


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NOTE 13: FINANCIAL RESULTS

The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
	Profit / (Loss)	Profit / (Loss)
	USD	USD
Financial interest and tax interest	(3.943.690,54)	(2.818.298,77)
Exchange difference	(1.661.987,24)	(17.038.894,56)
TOTAL	(5.605.677,78)	(19.857.193,33)

NOTE 14: OTHER INCOME AND EXPENSES

The composition of this item is as follows:

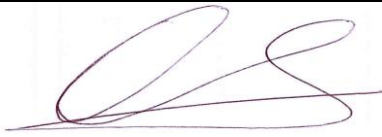
	Year ended	
	31/03/2017	31/03/2016
	Profit / (Loss)	Profit / (Loss)
	USD	USD
Management Fees (Note 16)	33.086,14	843.712,23
Profit on sell Investment	-----	1.868.881,58
Export Recovery	649,87	80.294,88
Other Income	81.573,35	24.539,98
Other Expenses	(4.256,72)	(1.370,17)
TOTAL	111.052,64	2.816.058,50

NOTE 15: OTHER EXPENSES – EXCEPTIONAL ITEMS

Extraordinary items resulting from the decision made by the Company during this business year: a non habitual claim of employees is included.

The composition of this item is as follows:

	Year ended	
	31/03/2017	31/03/2016
	Profit / (Loss)	Profit / (Loss)
	USD	USD
Exceptional Claims	(684.466,03)	(710.111,23)
TOTAL	(684.466,03)	(710.111,23)


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**NOTES TO THE SPECIAL FINANCIAL STATEMENTS
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(continued)**

NOTE 16: BALANCES AND TRANSACTIONS WITH ASSOCIATE COMPANIES AND RELATED PARTIES

	Assets	Liabilities	Transactions Debit / (Credit)
	USD	USD	USD
a) Balance as of 31.03.2017			
Related Companies			
Accounts Receivable			
Icona San Luis S.A.F.I.M.I. y C.	1.707.297,86		
Riceco International Inc	16.101,08		
	<u>1.723.398,94</u>		
Other Receivable			
Icona San Luis S.A.F.I.M.I. y C.	3.525.277,84		
	<u>3.525.277,84</u>		
TOTAL RELATED COMPANIES	<u>5.248.676,78</u>		
Related Companies			
Accounts Payable			
UPL Limited (India)		568.293,92	
UPL Corporation Ltd		23.626.864,18	
Decco Iberica Post Cosecha S.A.U		594.582,60	
Riceco International Inc		398.400,00	
Icona San Luis S.A.F.I.M.I. y C.		80.921,91	
Cerexagri S.A.S		459.000,00	
		<u>25.728.062,61</u>	
Loans current			
UPL Europe Ltd. (U.K.) (1)		6.060.191,58	
		<u>6.060.191,58</u>	
TOTAL		<u>31.788.254,19</u>	

NOTE (1): It corresponds to 3 (three) loans, with no guaranty, and an interest rate of 5,55% + Libor.

Loan date	Capital
March 18, 2010	2.062.190,74
March 26, 2010	774.630,00
April 19, 2010	1.677.873,44


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(continued)

NOTE 16: BALANCES AND TRANSACTIONS WITH ASSOCIATE COMPANIES AND RELATED PARTIES

(Continued)

	Assets	Liabilities	Transactions
	USD	USD	Debit / (Credit)
	USD	USD	USD
b) Transactions			
Related Companies			
Interest Lost			
UPL Europe Ltd. (U.K.)			300.745,89
Interest Earned			
Icona San Luis S.A.F.I.M.I. y C.			(194.666,79)
Recovery Expenses			
Riceco International Inc.			(106.005,45)
Decco Iberica Post Cosecha S.A.U.			(88.915,93)
Management Fees			
Icona San Luis S.A.F.I.M.I. y C.			(33.086,14)
Services			
Icona San Luis S.A.F.I.M.I. y C.			(104.150,11)
Sales			
Icona San Luis S.A.F.I.M.I. y C.			(354.738,03)
Purchases			
UPL Corporation Ltd.			12.909.019,68
Cerexagri S.A.S.			108.000,00
UPL Limited (India)			1.029.559,68
Riceco International Inc.			398.400,00
Decco Iberica Post Cosecha S.A.U.			152.062,60
Icona San Luis S.A.F.I.M.I. y C.			406.932,44
Purchases Fixed Assets			
Icona San Luis S.A.F.I.M.I. y C.			124.275,16
Associate Companies			
Sales			
Advanta Semillas S.A.I.C.			(329.776,00)
Interest Lost			
Advanta Semillas S.A.I.C.			148.360,69
Loans received			
Advanta Semillas S.A.I.C.			1.615.909,00
Loans returned			
Advanta Semillas S.A.I.C.			(1.615.909,00)



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NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
(continued)

NOTE 17: CAPITAL STOCK

The corporate capital is made up by 9.495.402,00 registered non-endorsable common shares with a nominal value of ARS 1 each and entitled to five votes per share. The corporate capital has been fully subscribed and paid-in, pending registration thereof with the Corporation's Control Authority (I.G.J.).

NOTE 18: TAX ON MINIMUM PRESUMED INCOME

This tax amounts to 1% of assets existing at each year end and was established through Law 25.063. Tax on Minimum Presumed Income effectively paid can be considered to be an advance Income Tax payment, provided any of the ten fiscal periods immediately after it generate an excess Income Tax which cannot be absorbed by Tax on Minimum Presumed Income of the same fiscal period.

For this reason, chances to recover amounts disclosed in Note 5, depend on whether the Company generates sufficient Income Tax enabling it to use those payments as advance Income Tax payments. Below we are listing assets amounts in the present financial statements and the date on which those credits become statute barred:

Tax corresponding to the period ended:	Amount USD	End of the period on which they become statute-barred
30 September 2007	9.302,85	2017
30 September 2008	13.910,02	2018
31 March 2009	41.273,03	2019
31 March 2010	37.811,26	2020
31 May 2010	8.186,99	2020
31 March 2011	131.099,98	2021
31 March 2012	161.326,46	2022
31 March 2013	188.654,16	2023
31 March 2014	204.222,36	2024
31 March 2015	234.669,53	2025
31 March 2016	460.044,66	2026
31 March 2017	669.600,52	2027
TOTAL	2.160.101,82	

NOTE 19: PROVISIONS

Management and legal advisors have estimated effect of contingencies arisen from lawsuits initiated by previous employees (i.e. labor claims), as well as other tax contingencies. The Company management has booked a provision for contingencies in the amount of USD 806.603,57. Nonetheless, actual outcome of these uncertain situations may significantly defer from estimate.



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NOTES TO THE SPECIAL FINANCIAL STATEMENTS
AS OF 31 MARCH 2017 AND 2016
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NOTE 20: NUMBERS OF EMPLOYEES

As of March 31, 2017 and 2016, UPL Argentina SA had 96 employees contemplating payroll and hiring.



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UPL ARGENTINA S.A.

FIXED ASSETS

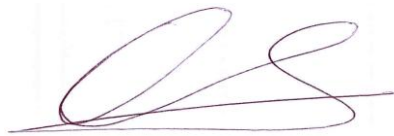
COMPOSITION AND EVOLUTION FOR THE YEAR ENDED 31 MARCH 2017

(Amount stated in USD)

EXHIBIT I

Concept	At beginning of the year USD	Incorporations USD	Reductions and Reclassifications USD	At year end USD	Depreciations				Net book value as of 31/03/2017 USD
					Accumulated at beginning of the year USD	Reductions USD	For the year USD	Accumulated at year end USD	
Land	177.214,48	-----	-----	177.214,48	-----	-----	-----	-----	177.214,48
Building	637.912,73	-----	-----	637.912,73	(308.865,80)	-----	(17.673,17)	(326.538,97)	311.373,76
Leasehold improvements	1.075.425,55	-----	(2.772,99)	1.072.652,56	(431.497,55)	2.783,47	(15.131,84)	(443.845,92)	628.806,64
Machinery and Tools	4.002.411,31	345.263,47	325.892,21	4.673.566,99	(2.747.367,70)	71.531,71	(308.997,48)	(2.984.833,47)	1.688.733,52
Office Equipment	103.824,41	15.659,37	-----	119.483,78	(83.133,94)	-----	(9.294,61)	(92.428,55)	27.055,23
Vehicles	374.145,43	229.763,84	(62.879,95)	541.029,32	(262.079,77)	41.724,58	(68.667,02)	(289.022,21)	252.007,11
Furniture	46.586,67	42.252,37	(15.399,61)	73.439,43	(36.197,97)	10.427,86	(1.986,12)	(27.756,23)	45.683,20
Software	38.278,04	-----	-----	38.278,04	(24.477,82)	-----	(5.595,18)	(30.073,00)	8.205,04
Work in Progress	374.952,63	162.177,31	(395.019,43)	142.110,51	-----	-----	-----	-----	142.110,51
TOTALS 31/03/2017	6.830.751,25	795.116,36	(150.179,77)	7.475.687,84	(3.893.620,55)	126.467,62	(427.345,42)	(4.194.498,35)	3.281.189,49

NOTE: The accounting allocation of the depreciation for the period is disclosed in Exhibit IV.


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UPL ARGENTINA S.A.


INTANGIBLE ASSETS

COMPOSITION AND EVOLUTION FOR THE YEAR ENDED 31 MARCH 2017
(Amount stated in USD)

EXHIBIT II

Concept	At beginning of the year USD	Incorporations USD	Reductions and Reclassifications USD	At year end USD	Depreciations				Net book value as of 31/03/2017 USD
					Accumulated at beginning of the year USD	Reductions USD	For the year USD	Accumulated at year end USD	
Trademarks and patents	17.115,06	-----	61.276,27	78.391,33	(1.458,63)	-----	(4.048,18)	(5.506,81)	72.884,52
Advances Intangible Assets	129.220,35	-----	(129.220,35)	-----	-----	-----	-----	-----	-----
TOTALS 31/03/2017	146.335,41	-----	(67.944,08)	78.391,33	(1.458,63)	-----	(4.048,18)	(5.506,81)	72.884,52

NOTE: The accounting allocation of the depreciation for the period is disclosed in Exhibit IV.


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UPL ARGENTINA S.A.

COST OF SALES

FOR THE YEAR ENDED 31 MARCH 2017 AND 2016

(Amount stated in USD)

EXHIBIT III

	Year ended	
	31/03/2017	31/03/2016
	USD	USD
At beginning of the year	14.338.797,07	8.285.384,55
Purchases of the year	37.150.998,81	31.696.567,51
Costs of inventories (Exhibit IV)	3.399.331,44	2.887.174,42
Less		
Inventories at end of the year	<u>(10.350.139,50)</u>	<u>(14.338.797,06)</u>
Cost of Sales	<u>44.538.987,82</u>	<u>28.530.329,42</u>



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UPL ARGENTINA S.A.

EXPENSES FOR YEAR ENDED 31 MARCH 2017 AND 2016
(Amount stated in USD)

EXHIBIT IV

Description	Cost of inventories USD	Administrative expenses USD	Selling expenses USD	Total as of 31/03/2017 USD	Total as of 31/03/2016 USD
• Wages and salaries and social security contributions	1.838.268,58	1.831.961,95	936.994,45	4.607.224,98	4.460.936,37
• Taxes, charges and contributions	126.912,65	452.728,58	2.034.616,60	2.614.257,83	2.198.548,31
• Freight expenses	-----	-----	1.110.732,42	1.110.732,42	1.596.986,06
• Insurances	45.032,10	271.632,98	195.426,91	512.091,99	377.011,77
• Occupational Safety and Health	50.816,71	-----	-----	50.816,71	40.852,51
• Maintenance and repairs	333.427,49	10.042,95	3.587,76	347.058,20	302.699,69
• Professional fees	108.890,61	282.775,82	157.651,62	549.318,05	486.679,30
• Depreciations Fixed assets (Exhibit I)	348.027,62	41.244,81	38.072,99	427.345,42	161.263,31
• Depreciations Intangibles assets (Exhibit II)	-----	-----	4.048,18	4.048,18	798,96
• Electricity, fuel & lubrication expenses	145.337,82	26.568,18	35.808,18	207.714,18	173.366,33
• Rents	70.155,38	107.146,03	318.735,45	496.036,86	427.290,88
• Telephone expenses	3.535,63	29.852,38	12.659,36	46.047,37	37.176,06
• Spending on mobility	46.913,61	249.450,76	162.814,95	459.179,32	391.389,46
• Office expenses	21.800,34	20.957,51	34.166,23	76.924,08	75.489,41
• Registration Fees	719,20	22.185,64	253.962,67	276.867,51	247.392,09
• Commissions	-----	-----	2.444.874,70	2.444.874,70	1.759.847,46
• Manufacturing costs and Security services	219.147,75	-----	333,73	219.481,48	441.883,53
• Advertising costs	3.011,35	27.519,30	309.058,02	339.588,67	-----
• Doubtful Accounts	-----	-----	-----	-----	29.993,44
• Miscellaneous Expenses	37.334,60	119.587,57	74.409,78	231.331,95	223.757,06
TOTALS as of 31/03/2017	3.399.331,44	3.493.654,46	8.127.954,00	15.020.939,90	-----
TOTALS as of 31/03/2016	2.887.174,42	3.766.402,31	6.779.785,27	-----	13.433.362,00



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UPL ARGENTINA S.A.

CONTINGENCIES – ALLOWANCES

STRUCTURE AND CHANGES FOR THE YEAR ENDED 31 MARCH 2017

(Amount stated in USD)

EXHIBIT V

	Balances at the beginning of the year	Additions	Reductions	At period end 31 March 2017
DEDUCTED FROM ASSETS				
• Allowance for doubtful accounts	(481.810,40)	-----	-----	(481.810,40)
Total	(481.810,40)	-----	-----	(481.810,40)
INCLUDED IN THE LIABILITIES				
• Labor claims	439.959,74	366.643,83	-----	806.603,57
Total	439.959,74	366.643,83	-----	806.603,57



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UPL ARGENTINA S.A.

INVESTMENTS, SHARES, DEBENTURES AND OTHER BONDS INTEREST
EQUITY IN OTHER COMPANIES COMPOSITIONS
AS OF 31 MARCH 2017 AND 2016
 (Amount stated in USD)

EXHIBIT VI

Value Denomination and Characteristics				Book Value As of 31/03/2017 USD	Book Value As of 31/03/2016 USD	Issuer Principal Line of Business
Denomination and Issuer	Type	%	Number			
<u>Non-Current Investments</u>						
Icona San Luis S.A.F.I.M.I. y C.	Ordinary	99,69	1.914,62	3.247.615,75	3.247.615,75	Chemicals manufacture and sale
UPL Bolivia S.R.L.	-----	0,07	2.500,00	86,98	86,98	Chemicals sale
UPL Paraguay S.A.	Ordinary	0,41	1,65	3.476,22	3.476,22	Chemicals sale
Total				3.251.178,95	3.251.178,95	



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