



**UPL AFRICA SARL**  
29, Avenue Pasteur  
Dakar, Sénégal

## **INDEPENDENT AUDITOR'S REPORT**

Period from 1<sup>st</sup> April 2017 to 9<sup>th</sup> March 2018

**To the Sole Shareholder of UPL AFRICA**

### **Opinion**

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the UPL Africa as for the period from 1<sup>st</sup> April 2017 to 9<sup>th</sup> March 2018 and of the results of its operations for the year then ended in accordance with accounting principles used by the Company.

### **Basis for opinion**

We conducted our audit in accordance with the International Standards of Audit (ISA). Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics for Professional Accountants of the International Accounting Standards Council (the IESBA Code), and we have fulfilled the other ethical responsibilities under these rules and the IESBA's Code of Conduct. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Responsibilities of Management's and Those Charged with Governance for the Financial statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the accounting rules and principles adopted by the Company, and for such

internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. Those charged with governance are responsible for overseeing the Company's financial reporting process.

#### **Auditor's responsibilities for the Audit of the Financial statements**

The objectives of our audit are to obtain reasonable assurance about whether the financial statements are free of material misstatement whether due to fraud or error, and to issue an audit report that includes our opinion. Reasonable assurance is a high level of assurance, but is not, a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Dakar, on 30 march 2018

The Independent auditor  
PricewaterhouseCoopers Senegal



Magatte Kébé

B/S March 2018		
BALANCE SHEET	2016-17	2017-18
<b>Liabilities</b>		
Share Holder Equity		
Capital	100 000	100 000
Retained Earnings	-4 091 453	-5 195 896
Net Profit for the Year	-1 104 443	4 505 896
<b>Total Equity</b>	<b>-5 095 896</b>	<b>-590 000</b>
Financial Liabilities		
Loans & Borrowings	-	-
Financial Provisions for Risk (Exchange Loss)	514 443	-
<b>Total Liabilities and Equity</b>	<b>-4 581 453</b>	<b>-590 000</b>
Current Liabilities		
Other Debts (loan from UPL Mauritius)	4 585 986	-
Other Payables and Expense Accruals	590 000	590 000
<b>Total Current Liabilities</b>	<b>5 175 986</b>	<b>590 000</b>
<b>Total Liabilities</b>	<b>594 533</b>	<b>-</b>
<b>Assets</b>		
Fixed Assets	-	-
Current Assets (VAT Receivable)	-	-
Conversion difference	514 443	-
Cash Balance	80 090	-
<b>TOTAL ASSETS</b>	<b>594 533</b>	<b>-</b>

Profit & loss Statement			
Particulars		2016-17	2017-18
Sales of Goods		-	-
Job work Services		-	-
	<b>Total Sales</b>	-	-
Exports		-	-
Other operating Income		-	5 175 986
Stock Variation & Products in Transit			
Total Value		-	-
Reversal of Provisions			
Operating Income		-	-
Financial Products		-	-
	<b>Total Revenue</b>	-	5 175 986
Income from general activities		-	-
Other Activites		-	-
	<b>Total Income</b>	-	5 175 986
Net Income		-	5 175 986
<b>CHARGES</b>			
Bank Balance Written Off			80 090
Exchange loss		514 443	-
Outsource Service & Charges		590 000	590 000
<b>Total Expense</b>		<b>1 104 443</b>	<b>670 090</b>
<b>Income / (Loss) from the operation</b>		<b>-1 104 443</b>	<b>4 505 896</b>

**UPL Africa SARL**  
**Notes to the Financial Statements**  
**For the Financial Year Ended 9<sup>th</sup> March 2018**

**1. General Information**

The Company has not commenced its business operations since the date of Incorporation.

The Company is a private limited company, incorporated and domiciled in Senegal.

The address of the registered office of the company is as follows:

**Domicilia, 29, Avenue Pasteur Dakar  
(Republic of Senegal)**

**2. Going Concern**

Although the accumulated losses of the company have been exceeded the paid-up share capital by 590,000 XOF, the financial statements have been prepared on the basis of going concern as the directors has indicated its continual financial support to the company.

**3. Basis of preparation of the Financial Statements**

The Financial statements of the Company have been prepared in accordance with the applicable private entity reporting standards and the requirements of the Companies Act.

**4. Significant Accounting Policies**

**(a) Accounting Convention**

The financial statements of the Company have been prepared under historical Cost Convention.

**(b) Payables**

Payables are stated at their nominal values which are the fair values of the consideration to be paid in the future for goods and services rendered.

**(c) Share Capital**

Ordinary Shares are recorded at the nominal value and proceeds in excess of the nominal value of shares issued, if any are accounted for as share premium. Both ordinary shares and share premium are classified as equity. Cost incurred directly attributable to the issuance of the shares is accounted for as a deduction from share premium, otherwise, it is charged to the income statement.

Dividends on the ordinary shares, when declared or proposed by the directors of the Company are disclosed within the components of equity. Upon approval and when paid, such dividends will be accounted for in the shareholders equity as an appropriation of unappropriated profit in the financial year in which dividends are paid.

**(d) Income Taxes**

Income tax on the profit or loss for the financial year comprises current and deferred tax.

Current tax is the expected amount of income tax payable in respect of the taxable profit for the financial year and is measured using the tax rates that have been enacted at the balance date.

**(e) Financial instruments**

Financial instruments are recognized in the balance sheet when the company is a party to contractual provisions of the instruments. The recognized financial instruments of the Company in Balance sheet comprise cash and cash equivalents that arise directly from its operation, non- trade payables arising from the transactions entered into in the normal course of business and ordinary share capital.

<b>5. Share Capital</b>	<b>2018</b>	<b>2017</b>
Authorized and paid up:		
20 Ordinary Shares of 5,000 XOF Each	100,000	100,000
<b>6. Profit / Loss Before Taxation</b>	<b>2018</b>	<b>2017</b>
	<b>XOF</b>	<b>XOF</b>
	4,505,896	(1,104,443)

The Company has no employees (excluding directors) at the end of current and previous financial year.

## **7. Taxation**

No taxation has been provided for in the financial statement of current and previous financial year as the Company has not commenced any business operations since the date of incorporation.

## **8. Financial Instruments.**

### **(a) Financial risk management objectives and policies**

The Company is exposed to limited financial risk as the Company has not commenced any business operations since the date of incorporation.

As at balance sheet date, the Company's exposure to liquidity and cash flow risk was represented by the carrying amounts of the financial liabilities in the balance sheet.

The Company does not have formal financial risk management objectives and policies in place. However, financial risk management is practiced informally based on the personal judgement of the directors.

### **(b) Fair Values**

The carrying amounts of the financial liabilities of the Company at the balance sheet date approximated their fair values.