



**Decco Worldwide post-harvest Holdings B.V.**

**Non-statutory financial statements  
For the year ended 31 March 2016**

Baker Tilly Berk N.V.  
Authenticated

15 APR 2016

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## **Contents**

### **Financial statements**

Balance sheet as at 31 March 2016	2
Profit and loss account for the year ended 31 March 2016	3
Notes to the financial statements for the year ended 31 March 2016	4
Notes to the balance sheet	6
Notes to the profit and loss account	8
Other information	10

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Decco Worldwide post-harvest Holdings B.V.

**Balance sheet as at 31 March 2016***(before proposed appropriation of net result)*

	<b>2016</b>	2015
	<b>EUR</b>	EUR
<b>Fixed assets</b>		
Financial fixed assets	1 15,854,712	15,485,011
	<u>15,854,712</u>	<u>15,485,011</u>
<b>Current assets</b>		
Receivables (affiliated companies)	2 2,061,015	2,196,991
Other receivables	215	0
Cash and bank	253,081	236,375
	<u>2,314,311</u>	<u>2,433,366</u>
<b>Current liabilities</b>	3 1,050,488	1,517,482
<b>Long term loans</b>	4 11,991,454	12,578,849
<b>Current assets less current liabilities</b>	<u>(10,727,631)</u>	<u>(11,662,965)</u>
<b>Total assets less current liabilities</b>	<u><u>5,127,080</u></u>	<u><u>3,822,046</u></u>
<b>Shareholder's equity</b>	5	
Issued capital	18,000	18,000
Share premium	3,700,299	3,700,299
Retained earnings	103,747	(175,973)
Unallocated result	1,305,034	279,720
	<u>5,127,080</u>	<u>3,822,046</u>

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

Previous Year figures have been regrouped or rearranged wherever necessary.

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Decco Worldwide post-harvest Holdings B.V.

**Profit and loss account for the year ended 31 March 2016**

	2016	2015
	EUR	EUR
<b>Net sales</b>	359,058	354,102
Cost of sales	357,392	352,058
<b>Gross Margin</b>	<u>1,666</u>	<u>2,044</u>
Administrative expenses	6 (109,401)	30,732
<b>Operating result</b>	<u>111,067</u>	<u>(28,688)</u>
<b>Financial income/(expense)</b>	7	
Dividend income	1,871,887	210,726
Interest income	89,928	76,448
Interest expense	(318,868)	(302,908)
Other financial income	9,021	0
Currency exchange gain/(loss)	(458,001)	324,142
	<u>1,193,967</u>	<u>308,408</u>
<b>Result before taxation</b>	<u>1,305,034</u>	<u>279,720</u>
Income tax charge	8 0	0
<b>Net result for the year ended 31 March 2016</b>	<u><u>1,305,034</u></u>	<u><u>279,720</u></u>

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

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**Decco Worldwide post-harvest Holdings B.V.**

## **Notes to the financial statements for the year ended 31 March 2016**

### **General**

Fidass B.V. which has been founded on 6 February 2007 changed their name into Decco Worldwide Post-harvest Holdings B.V. effective 21 April 2009.

Decco Worldwide Post-harvest Holdings B.V. ("the Company"), having its legal seat in Amsterdam, the Netherlands, is directly and fully owned by Decco Worldwide Post-harvest Holdings Coöperatief U.A. effective 17 April 2009, and is ultimately a wholly owned subsidiary of UPL Limited, India (formerly known as United Phosphorus Ltd.).

On 1 April 2014 the Company acquired 244 shares of Decco México from the former partner of Decco México. One share of Decco México was sold by the former partner to Decco U.S. as Mexican companies need two shareholders.

The financial year 2016 concerns the period 1 April 2015 until 31 March 2016.

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

### **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, 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.

The investments in subsidiaries are:

- Anning Decco Fine Chemical Company Ltd., Peoples Republic of China, 55%
- Safepack Products Ltd., Israel, 100%.
- Decco Ibérica Post Cosecha S.A., Spain, 100%.
- Decco Italia S.R.L., Italy, 100%.
- Decco U.S. Post-Harvest Inc., United States of America, 100%.
- Citrashine Pty Ltd. (formerly known as Friedshelf 1114), South Africa, 100%.
- Decco México (formerly known as Decco Jifkins México), Mexico, 99,8%
- Decco Chile, Chili, 100%
- UPL Agromed Tohumculuk Sanayi Ve Ticaret Anonim Sirketi at Adana, Turkey, 0,0001%;
- Blue Star B.V., The Netherlands, 51%;

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**Decco Worldwide post-harvest Holdings B.V.**

**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.

**Financial income and expenses**

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

**Average number of employees**

During 2015/2016 no employees were employed on the basis of a full time contract of service.  
During 2014/2015 no employees were employed on the basis of a full time contract of service.

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## Decco Worldwide post-harvest Holdings B.V.

## Notes to the balance sheet

1	Financial fixed assets	2016	2015
		EUR	EUR
	Investment Anning Decco Fine Chemical Company Ltd.	600,000	600,000
	Investment Safepack Products Ltd.	4,000,000	4,000,000
	Investment Decco Ibérica Post Cosecha S.A.	4,600,000	4,600,000
	Investment Decco Italia S.R.L.	2,500,000	2,500,000
	Investment Decco U.S. Post-Harvest Inc.	7	7
	Investment Citrashine Pty Ltd.	29	29
	Investment Decco México	16,088	16,088
	Investment Decco Chile	1,547	1,547
	Investment UPL Agromed Tohumculuk Sanayi Ve Ticaret Anonim Sirketi	4	4
	Investment Blue Star B.V.	1,173,510	995,010
	Loan to Decco Worldwide Post-Harvest Holdings Coöperatief U.A.	60,000	60,000
	Long term loan of EUR 60,000 at LIBOR 3M + 2.5%		
	Loan to Safepack	153,671	0
	Long term loan of USD 175,000 at LIBOR 6M + 3.25%		
	Loan to Citrashine	1,695,875	2,166,639
	Long term loan of ZAR 20,733,882.74 at LIBOR 3M + 2.8% and		
	Long term loan of ZAR 7,700,000 at LIBOR 3M + 2.9%		
	Loan to Decco Iberica	450,000	0
	Long term loan of EUR 450,000 at LIBOR 3M + 2.9%		
	Loan to Decco México	252,734	267,187
	Long term loan of USD 287,814 at LIBOR 3M + 2.9%		
	Loan to Decco Chile	351,247	278,500
	Long term loan of USD 400,000 at LIBOR 3M + 2.9%		
		<u>15,854,712</u>	<u>15,485,011</u>

Previous Year figures have been regrouped or rearranged wherever necessary.

2	Current assets	2016	2015
		EUR	EUR
	Receivable Citrashine	677,315	671,332
	Receivable Decco Iberica	3,313	228,000
	Receivable Decco Italia	147,000	232,765
	Receivable Safepack	641,582	473,450
	Receivable Decco México	63,020	3,295
	Receivable Decco Chile	69,975	9,284
	Receivable Decco U.S.	458,665	150,402
	Receivable Decco Worldwide Post-Harvest Holdings B.V.	145	0
	Receivable UPL Europe Ltd.	0	428,463
	Other receivables	215	0
	Cash and bank	253,081	236,375
		<u>2,314,311</u>	<u>2,433,366</u>

Previous Year figures have been regrouped or rearranged wherever necessary.

3	Current liabilities	2016	2015
		EUR	EUR
	Accounts payable Bio-Win	1,047,818	1,083,002
	Accounts payable UPL Agromed	4	4
	Accounts payable Decco Worldwide Post-Harvest Holdings B.V.	0	425,862
	Accruals	1,566	1,500
	Other payables	0	394
	Accounts payable trade	1,100	6,720
		<u>1,050,488</u>	<u>1,517,482</u>

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15 APR 2016

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## Decco Worldwide post-harvest Holdings B.V.

4 Long term loans	2016	2015
	EUR	EUR
Loan Biwin Corporation Limited	7,117,903	9,193,850
Long term loan of EUR 7,117,903 at LIBOR 3M + 2.5%		
Loan from Decco Italia	0	600,000
Long term loan at LIBOR 3M + 2.375%		
Loan from Decco U.S.	4,873,551	2,784,999
Long term loan of USD 5,550,000 at LIBOR 3M + 2.5%		
	<u>11,991,454</u>	<u>12,578,849</u>

Previous Year figures have been regrouped or rearranged wherever necessary.

## 5 Shareholder's equity

The movement in shareholder's equity is as follows:

	Issued and paid-in capital EUR	Share premium EUR	Retained earnings EUR	Unallocated result EUR	Total EUR
Balance 31 March 2015	18,000	3,700,299	(175,973)	279,720	3,822,046
Allocation of 2015 net result	0	0	279,720	(279,720)	0
Dividend distribution	0	0	0	0	0
Addition	0	0	0	0	0
Net result 2016	0	0	0	1,305,034	1,305,034
Balance 31 March 2016	<u>18,000</u>	<u>3,700,299</u>	<u>103,747</u>	<u>1,305,034</u>	<u>5,127,080</u>

The movements in 2015 were as follows:

	Issued and paid-in capital EUR	Share premium EUR	Retained earnings EUR	Unallocated result EUR	Total EUR
Balance 31 March 2014	18,000	3,700,299	608,585	(784,558)	3,542,326
Allocation of 2014 net result	0	0	(784,558)	784,558	0
Dividend distribution	0	0	0	0	0
Addition	0	0	0	0	0
Net result 2015	0	0	0	279,720	279,720
Balance 31 March 2015	<u>18,000</u>	<u>3,700,299</u>	<u>(175,973)</u>	<u>279,720</u>	<u>3,822,046</u>

The Company's authorised capital amounts to EUR 90,000 consisting of 900 shares with a par value of EUR 100 each. At 31 March 2016 180 shares have been issued and fully paid, amounting to EUR 18,000.

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## Notes to the profit and loss account

## 6 Administrative expenses

Administrative expenses can be detailed as follows:

	2016	2015
	EUR	EUR
Management fee	(214,251)	(25,825)
Legal & Professional Fees	101,647	53,670
Auditor's Remuneration	1,566	1,500
Taxes	0	0
Bank charges	1,637	1,387
	<u>(109,401)</u>	<u>30,732</u>

## 7 Financial income and expenses

	2016	2015
	EUR	EUR
Dividend income	1,871,887	210,726
Other financial income	9,021	0
Exchange difference	(458,001)	324,142
Interest income third parties	(1,109)	2
Interest income group companies	91,037	76,446
Interest expenses group companies	(318,868)	(302,908)
	<u>1,193,967</u>	<u>308,408</u>

## 8 Tax

	2016	2015
	EUR	EUR
Provision for Corporate Income Tax	<u>0</u>	<u>0</u>
	<u>0</u>	<u>0</u>
Effective tax rate	0.00%	0.00%

As the fiscal result is a loss of EUR 566,853 no provision for tax is needed  
The statutory tax rate in the Netherlands is 25%.

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15 APR 2016

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## Decco Worldwide post-harvest Holdings B.V.

The following are the details of the related party transactions entered by the Company for the years 2016 and 2015.

Nature of transactions	Name of the related party	2016	2015
		EUR	EUR
Sales	Blue Star B.V.	359,058	354,102
Purchases	Decco WW PH Holdings Coöperatief U.A.	357,392	352,058
Interest expense	Bio-Win Corporation Limited	236,552	286,840
	Decco U.S. Post-Harvest Inc.	76,812	1,845
	Decco Italia S.R.L.	5,504	14,223
		<u>318,868</u>	<u>302,908</u>
Interest income	Decco WW PH Holdings Coöperatief U.A.	1,479	1,571
	Citrashine (Pty) Ltd.	51,756	60,507
	Decco México	7,448	7,035
	Decco Chile SpA	8,782	7,333
	Decco Iberica Post Cosecha S.A.U.	20,098	0
	Safepack Products Ltd.	1,474	0
	<u>91,037</u>	<u>76,446</u>	
Dividend income	Decco Iberica Post Cosecha S.A.U.	1,500,000	0
	Anning Decco Fine Chemical Company	371,887	210,726
		<u>1,871,887</u>	<u>210,726</u>
Management Fee expense	Bio-Win Corporation Limited	988,233	1,015,596
Management Fee income	Decco U.S. Post-Harvest Inc.	442,454	235,419
	Citrashine (Pty) Ltd.	113,386	104,488
	Decco México	53,519	0
	Decco Chile SpA	53,519	0
	Decco Italia S.R.L.	147,000	234,000
	Decco Iberica Post Cosecha S.A.U.	193,000	228,000
Safepack Products Ltd.	199,606	239,514	
	<u>1,202,484</u>	<u>1,041,421</u>	
Loan given	Decco Chile SpA	87,812	0
	Decco Iberica Post Cosecha S.A.U.	1,500,000	0
	Safepack Products Ltd.	153,671	0
Repayment of loan given	Decco Iberica Post Cosecha S.A.U.	1,050,000	0
Repayment of loan taken	Decco U.S. Post-Harvest Inc.	1,273,270	0
	Bio-Win Corporation Limited	3,432,097	1,806,150
	Decco Italia S.R.L.	600,000	0
		<u>5,305,367</u>	<u>1,806,150</u>

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15 APR 2016

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Decco Worldwide post-harvest Holdings B.V.

## 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 Shareholders.

The following appropriation of the result after taxes for the year 2016 is proposed to the General Meeting of Shareholders to transfer the net profit of EUR 1,305,034 to retained earnings. The result after tax for the year 2016 is included in the unappropriated results within shareholder's 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.

### Auditor's report

The auditor's report is set forth on the following page.

Baker Tilly Berk N.V.  
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To: The board of directors  
Decco Worldwide Post-Harvest Holdings 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 Decco Worldwide Post-Harvest Holdings B.V., at Rotterdam, for the period 1 April 2015 until 31 March 2016 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 Part 9 of Book 2 of the Dutch Civil Code. 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 Part 9 of Book 2 of the Dutch Civil Code.

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.

**Opinion**

In our opinion, the non-statutory financial statements of Decco Worldwide Post-Harvest Holdings B.V. as at 31 March 2016 and of its result for the period 1 April 2015 until 31 March 2016 are prepared in all material respects, in accordance with Part 9 of Book 2 of the Dutch Civil Code.

**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. The non-statutory financial statements of Decco Worldwide Post-Harvest Holdings B.V. and our auditor's report thereon are intended solely for UPL Ltd. and are not suitable for other purposes.

Eindhoven, 15 April 2016  
Baker Tilly Berk N.V.



drs. H.G.W. van Gerwen RA

Initial for identification purposes:

Baker Tilly Berk N.V.  
Authenticated

15 APR 2016

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