NIT: 144792027

FINANCIAL STATEMENTS

Includes INDEPENDENT AUDITORS' REPORT At March 31st 2015 (Expressed in Bolivianos)



Auditores Consultores

INDEPENDENT AUDITORS' REPORT

Santa Cruz de la Sierra -Bolivia, April 10th 2015

To the Partners: UPL BOLIVIA SRL Present.

1. We have Audited the Financial Statements of the company UPL BOLIVIA SRL at March 31st, 2015 and 2014 and the correspondent income Statements, Evolution of the Net Worth, for the periods ended on the corresponding dates. These Financial Statements are the responsibility of the Management of the company. Our responsibility is to express an opinion on these financial statements based in our audit.

We conducted our audit in accordance with the Generally Accepted Accounting Standards accepted in Bolivia. These standards require that we plan and perform the audit to obtain reasonable assurance about whether Financial Statements are free of material misstatement. An audit includes examining, on a test basis, the procedures and results of the assessment of the Financial Statement. An audit also includes the evaluation of the Accounting Principles used and the significant estimation made by management as well as evaluates the overall presentation of the Financial Statements. We believe that our audit provides a reasonable basis for our opinion.

 In our opinion the Financial Statements referred to above, represent fairly, in all significant aspect, the assets and financial situation of the company UPL BOLIVIA SRL at March 31st, 2014 and 2015, and the result of its operation in that date in accordance with the Generally Accepted Accounting Standards.

ERECEEME LTDA.
Consultant Auditors

um.

Lic. Brigitte Vargas V MAT. PROF. CAUB. Nº 1392

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NIT: 144792027

BALANCE SHEET

At March 31st 2015 (Expressed in Bolivianos)

<u>ASSET</u>

OUDDENT AGGET	NOTES		<u>2015</u>	<u>2014</u>
CURRENT ASSET	NOTES			
AVAILABLE	N-3		1.151.811,66	5.340.597,76
DEMANDABLE				
CLIENTS ACCOUNT RECEIVABLE ADVANCE PAYMENT SUPPLIERS RENTS WARRANTY	N-4 N-5 N-6	7.579.061,29 13.820,03 22.111,98	7.614.993,30	4.741.936,01
REALIZABLE	N-7			
ST OCK OF AGROCHEMICALS PRODUCTS IN TRANSIT		6.397.054,54 1.506.987,07	7.904.041,61	2.653.014,27
	T OT AL CURRE	NT ASSET	16.670.846,57	12.735.548,04
NON CURRENT ASSET				
FIXED ASSETS	N-8			
VEHICLES		235.616,88		
(-)ACCUMULATED DEPRECIATION		(181.052,81)	54.564,07	106.027,60
DEFERRED EXPENSES	N-9			
INSURANCES PAID IN ADVANCE			16.619,94	2.463,82
DEFERRED TAX CREDIT TAX CREDIT RECEIVABLE	N-10	1.021.842,00 30.743,09	1.052.585,09	389.464,00
	T OTAL NON CU	RRENT ASSET	1.123.769,10	497.955,42
	TOTAL ASSET		17.794.615,67	13.233.503,46

NIT: 144792027

BALANCE SHEET

At March 31st 2015 (Expressed in Bolivianos)

LIABILITY AND EQUITY

		<u>2015</u>	<u>2014</u>
CURRENT LIABILITY	NOTES		
ACCOUNTS PAYABLE	N-11	23,386.26	3,455.00
MISC. ACCOUNTS PAYABLE	N-12	1,173.08	9,215.52
PROF. FEES PAYABLE	N-13	61,360.80	15,893.00
EMPLOYER OBLIGATIONS	N-14	42,391.45	38,640.58
SOCIAL OBLIGATIONS	N-15	9,810.04	8,747.81
TAX OBLIGATIONS	N-16	185,364.40	22,148.00
WENZHOU FOREIGN T. IND. PROD.	N-17	2,348,709.00	-
BIO WIN ACCOUNTS PAYABLE	N-18	17,438,358.82	13,119,604.26
	T OT AL CURRENT LIABILITY	20,110,553.85	13,217,704.17
NON CURRENT LIABILITY			
PROVISION FOR INDEMNIFICATION	N-19	117,887.52	80,432.88
	T OTAL NON CURRENT LIABILITY	117,887.52	80,432.88
EQUITY	N-20		
SOCIAL CAPITAL		746,000.00	3,530,000.00
ACCUMULATED RESULTS		(810,633.59)	(1,728,907.00)
YEAR LOSS		(2,369,192.11)	(1,865,726.59)
	TOTAL EQUITY	(2,433,825.70)	(64,633.59)
	TOTAL LIABILITY AND EQUITY	17,794,615.67	13,233,503.46

NIT: 144792027

INCOME STATEMENT

From April 1st 2014 To March 31st 2015 (Expressed in Bolivianos)

OPERATIONAL MOVEMENT	NOTES		<u>2015</u>	<u>2014</u>
OPERATIONAL MOVEMENT	NOTES			
NET INCOMES	N-21			
SALES INCOMES			7.259.135,03	6.855.423,56
(-) COSTS	N-22			
SALES COSTS			(7.346.902,76)	(6.687.347,77)
	GROSS PROFIT		(87.767,73)	168.075,79
EXPENSES	N-23			
ADMINISTRATIVE EXPENSES MARKETING EXPENSES MISC. IMPORTATION EXPENSES		(897.753,25) (1.299.339,37) (32.867,96)	(2.229.960,58)	(1.986.556,88)
	OPERATING PROFIT		(2.317.728,31)	(1.818.481,09)
OTHER EXPENSES	N-24			
FIXED ASSETS DEPRECIATION			(51.463,80)	(56.098,32)
OTHER INCOME OTHER INCOME			-	8.852,82
	YEAR NET INCOME		(2.369.192,11)	(1.865.726,59)

NIT: 144792027

EVOLUTION OF THE NET WORTH

From April 31st 2014 To March 31st 2015 (Expressed in Bolivianos)

<u>DETAIL</u>	SOCIAL CAPITAL	ACCUM RESULTS	YEAR INCOME	NET WORTH
OPENING BALANCE AT APRIL 1ST 2014	3.530.000,00	(3.594.633,59)		(64.633,59)
CAPITAL DECREASE	(2.784.000,00)			(2.784.000,00)
RETAINED EARNINGS		2.784.000,00		2.784.000,00
YEAR RESULT			(2.369.192,11)	(2.369.192,11)
BALANCE AT 31 -03-2015	746.000,00	(810.633,59)	(2.369.192,11)	(2.433.825,70)

UPL BOLIVIA SRL. NIT: 144792027

CHANGES IN THE FINANCIAL SITUATION

From April 1st 2014 To March 31st 2015 (Expressed in Bolivianos)

OPENING AVAILABILITY		5.340.597,76
FUNDS ORIGIN		
CHARGES TO RESULTS WITHOUT FUNDS MOVEMENT		
FIXED ASSETS ACCUM. DEPRECI.	51.463,53	
INDEMNIFICATION PROVISION	37.454,64	
RETAINED EARNINGS	2.784.000,00	
CHARGES TO RESULTS WITH FUNDS MOVEMENT		
ACCOUNTS PAYABLE	23.383,26	
PROFESSIONAL FEES PAYABLE	21.125,65	
RENT ARRANTY	2.106,53	
BIO WIN ACCOUNTS PAYABLE SOCIAL OBLIGATIONS	4.267.124,56 1.062,23	
EMPLOYER OBLIGATIONS	3.750,87	
TAX OBLIGATIONS	163.216,40	
WENZHOU FOREIGN T. IND. PROD.	2.425.504,77	9.780.192,44
FUNDS APPLICATION		
CHARGES TO RESULTS WITHOUT FUNDS MOVEMENT		
TAX CREDIT TO BE RECOVERED	25.223,09	
TAX CREDIT	637.898,00	
CHARGES TO RESULTS WITH FUND MOVEMENTS		
ADVANCE PAYMENTS TO SUPPLIERS	13.820,03	
CLIENTS ACCOUNTS RECEIVABLE	2.861.343,79	
MISC. ACCOUNTS PAYABLE	8.863,06	
MISC DOCUMENTS PAYABLE	3.455,00	
INVENTORY	5.251.027,34	
INSURANCES PAID IN ADVANCE SOCIAL CAPITAL	14.156,12 2.784.000,00	
YEAR INCOME	2.369.192,11	13.968.978,54
CASH REDUCTION		(4.188.786,10)
YEAR END FINAL BALANCE		1.151.811,66

NOTES TO THE FINANCIAL STATEMENTS

NOTES TO THE FINANCIAL STATEMENTS At March 31st 2,015

NOTE #1 CONSTITUTION AND OBJECT OF THE COMPANY.-

The company **UPL BOLIVIA SRL**, with Identification tax number **(NIT)**: **144792027**, is a limited Liability Company constituted legally through Public document No. 1076/2006 in December 21st 2006, documented among Notary Public No. 41 Judicial District Santa Cruz de la Sierra issued by Dr. PURA AMERICA URQUIZA FRANCO, with social capital of Bs.- 50.000.- (Fifty Thousand 00/100). Addressed in Santa Cruz de la Sierra, signed in the commerce registration No. 126096 in January 10th 2007.

Social Capital of Constitution:

PARTNER	QUOTAS	CAPITAL	PERCENTAGE
Yanadi Ganesh	475	47.500	95.00%
Henry Gutiérrez Ayala	<u>25</u>	2.500	5.00%
TOTAL BS	500	50.000	100.00%

In date December 27th 2011 through public instrument No. 1340/2011 sign the transfer of Capital Quotas, among Notary Public No. 99, Fisrt class Dr. Guillermo O. Román Hinojosa, in Santa Cruz de la Sierra, the retirement of the partners Mr. Yanadi Ganesh and Mr. Henry Gutiérrez Ayala and the inclusión of new partners, in the liability limited company "UPL BOLIVIA SRL." in favor of Mrs. Kelly Barvarita Gutiérrez Bruno being the Legal Representative of the companies ICONA SA. And TRANSTERRA INVEST SLU.

Social Capital Constitution:

PARTNER	QUOTAS	CAPITAL	PERCENTAGE
TRANSTERRA INVEST SLU	475	47.500	95.00%
ICONA SA	<u>25</u>	2.500	5.00%
TOTAL BS	500	50.000	100.00%

Date in March 25th 2014, through Public Instrument No 268/2014 among Public Notary No 34 issued by Dr. Martha Ariane Antelo Cabruja, a Capital increase and partial modification of the articles of association, being the amount increase of Bs.- 3.480.000 (Three Million, Four hundred eighty thousand 00/100 Bolivianos) being Transterra the only partner releasing the contribution and Icona S.A resigns to its prior right.

Being the structure of the Social Capital as follows:

NEW SOCIAL CAPITAL STRUCTURE:

PARTNER	QUOTAS	CAPITAL	PERCENTAGE
TRANSTERRA INVEST SLU	35275	3.530.000	99.93%
ICONA SA	25	2.500	0.07%
TOTAL BS	35300	3.532.500	100.00%

Date in March 27th 2015, at the registered office of "UPL BOLIVIA SRL." the General Assembly of partners took place being the reached in order to approve the assembly in point 1) The decrease of capital of \$us. 400,000.- (Four hundred thousand 00/100 American Dollars) was authorized, according to the prevailing rate of exchange of 6.96 at Bs. 2, 784,000.- (Two millions seven hundred eighty four thousand 00/100 Bolivianos).

Being the structure of the Social Capital as follows:

NEW SOCIAL CAPITAL STRUCTURE:

PARTNER	QUOTAS	CAPITAL	PERCENTAGE
TRANSTERRA INVEST SLU	7435	743.500	99.96%
ICONA SA	<u>25</u>	2.500	0.34%
TOTAL BS	7460	746.000	100.00%

The Company main objectives are as follows:

- > Importation, exportation, distribution, production, trading, and representation of all kind of chemical products and supplies for agricultural exclusive use.
- Chemical trade for veterinary and home use.
- Importation and exportation of seeds, hybrids and varieties.
- ➤ Importation, exportation, trading and representation of all kind of goods, movable and immovable goods, raw material, finished or semi-finished products, equipment, machinery, spares, vehicles in general.
- Perform purchases and sales of products in general, industrialize products.

NOTE #2 ACCOUNTING PRINCIPLES.-

The most significant accounting policies and practices used by the corporate are:

2.1 <u>Accounting Estimates</u>

The Financial Statements are expressed in local current currency in Bolivia expressed as (Bs.-) and have been prepared in accordance to Generally Accepted Accounting Principles and International Accounting Standards, requires that the Company's Management makes estimations that might affect the assets, liabilities, incomes and expenses of the year. The real results might differ from the estimations.

2.3 Valuation Criteria

The most significant Accounting Principles applied by "UPL BOLIVIA SRL." are as follow:

a) Foreign Currency.- The Assets and Liabilities in Foreign Currency are valued at the closing exchange rate each year. The Exchange differences will be registered in the results of the year, in the account exchange difference. The Exchange rate of the US Dollar by the end of the period is 6.91.-

- b) Realizable.- The company counts with a realizable field for products trading, valued at recovery cost.
- c) Fixed Assts.- The current fixed assets are counted at its acquisition cost re-expressed to the currency of the period end, less the corresponding accumulated depreciation. The accumulated depreciation is calculated through the straight line method, applying yearly rates enough to extinguish the values by the end of the goods lifetime.

The maintenance expenses, repairing, renewal and improvements that doesn't extend the goods life time, are charged to the end of the period.

d) Provision for Indemnification.- It is constituted for the entire personnel for the total of the contingent liability, bearded by the end of each period, in accordance to current legal dispositions Supreme Decree 0110 from 018/05/2009, applied from the 90 days of continuous work, the benefit is equal to one month salary for each year.

NOTE #3 AVAILABLE

The balance of the funds by the end of the accounting period is as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
CASH	429.69	573.26
BISA SAFI BANK	7,086.89	7,086.89
BISA BANK CRT ACC 253039-201-8	1,144,295.08	5,332,937.61
TOTAL AVAILABLE	1,151,811.66	5,340,597.76

NOTE # 4 ACCOUNTS RECEIVBLE

The balance of the accounts receivable by the end of the accounting period corresponds to the movement of the habitual operations, as follows:

Detail	Opening Balance	Year Movement		Final Balance
Detail	At 01/04/2014	Additions	Decrease	At 31/03/2015
Clients accounts receivable	4,717,717.50	7,579,061.29	(4,717,717.50)	7,579,061.29
TOTAL	4,717,717.50	7,579,061.29	(4,717,717.50)	7,579,061.29

NOTA # 5 ADVANCE PAYMENTS TO SUPPLIERS

The balance of the advance payment to suppliers by the end of the accounting period corresponds to the movement of the habitual operations, as follows:

TOTAL ADVANCE PAYMENTS	13,820.03
ADVANCE PAYMENTS TO SUPPLIERS	13,820.03
Delali	At 31-03-2015
Detail	Final Balance

NOTE # 6 RENT WARRANTY

The balance of the rent warranty by the end of the accounting period is composed as follows:

RENT WARRANTY	22.111.98	24.218.51
Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014

NOTA # 7 REALIZABLE

The balance of the realizable account by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
STOCK OF AGROCHEMICALS	6,397,054.54	2,653,014.27
PRODUCTS IN TRANSIT	1,506,987.07	-
TOTAL REALIZABLE	7,904,041.61	2,653,014.27

NOTE #8 FIXED ASSETS

The existing Fixed Assets by the end of the period, are counted at acquisition cost less the correspondent Accumulated Depreciation, in this way the carrying value is the Residual value.

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
VEHICLES	235,616.88	235,616.88
ACCUM. DEPPRECIATION VEHICLES	(181,052.81)	(129,589.28)
TOTAL	54,564.07	106,027.60

NOTE # 9 INSURANCES PAID IN ADVANCE

The balance of the insurances paid in advance by the end of the accounting period is composed as follows:

INSURANCES PAID IN ADVANCE	16,619.94	2,463.82
Detail	Final Balance	Final Balance

NOTE # 10 DEFERRED ASSET

The account deferred asset by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
TAX CREDIT	1,021,842.00	383,944.00
TAX CREDIT RECEIVABLE	30,743.09	5,520.00
TOTAL DEFERRED	1,052,585.09	389,464.00

NOTE # 11 ACCOUNTS PAYABLE

The balance of the miscellaneous accounts payable by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
ACCOUNTS PAYABLE AUDITRAB	13,820.00	-
ACCOUNTS PAYABLE SUSANA RIZZO	2,418.50	-
ACCOUNTS PAYABLE TRAVEL EXPENSES	3,692.76	-
ACCOUNTS PAYABLE THIRD PARTY	3,455.00	3,455.00
TOTAL ACCOUNTS PAYABLE	23,386.26	3,455.00

NOTE # 12 MISCELLANEOUS ACCOUNTS PAYABLE

The balance of the miscellaneous accounts payable by the end of the accounting period is composed as follows:

0,210.02
9.215.52
Final Balance At 31-03-2014

NOTE # 13 PROFESSIONAL FEES PAYABLE

The balance of the Professional Fees payable account by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
PROFESSIONAL FEES ACCOUNTS PAYABLE	10,365.00	15,893.00
PROFESSIONAL FEES HIMANSHU PANWAR A.C	50,995.80	-
TOTAL PROFESSIONAL FEES PAYABLE	61,360.80	15,893.00

NOTA # 14 EMPLOYERS OBLIGATIONS

The balance of the employer's obligations, by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
EMPLOYERS OBLIGATIONS	42,391.45	38,640.58
TOTAL EMPLOYERS OBLIGATIONS	42,391.45	38,640.58

NOTE # 15 SOCIAL OBLIGATIONS

The balance of Social Obligations payable by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
SOCIAL OBLIGATIONS	9,810.04	8,747.81
TOTAL SOCIAL OBLIGATIONS	9,810.04	8,747.81

NOTA # 16 TAX OBLIGATIONS

The balance of Tax Obligations by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
SOCIAL OBLIGATIONS	185,364.40	22,148.00
TOTAL TAX OBLIGATIONS	185,364.40	22,148.00

NOTE # 17 WENZHOU FOREIGN TRADE INDUSTRIAL PROD.

The balance of the account Wenzhou Foreign Trade Industrial Prod., payable by the end of the accounting period is composed as follows:

TOTAL	2,348,709.00
WENZHOU FOREIGN TRADE IND. PROD.	2,348,709.00
Detail	Final Balance At 31-03-2015

NOTE # 18 BIO – WIN ACCOUNT PAYABLE

The balance of Bio – Winpor account payable by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
BIO-WIN ACCOUNTS PAYABLE	17,438,358.82	13,119,604.26
TOTAL	17,438,358.82	13,119,604.26

NOTE # 19 PROVISION FOR INDEMNIFICATION

The balance of the provision for indemnification payable by the end of the accounting period is composed as follows:

TOTAL	117,887.52	80,432.88
INDEMNIFICATION PREVISION	117,887.52	80,432.88
Detail	At 31-03-2015	At 31-03-2014
	Final Balance	Final Balance

NOTE # 20 EQUITY

In the Social Capital Account dated in March 27th 2015, there has been an increase in the Capital which is a legal measure. By the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
SOCIAL CAPITAL	746,000.00	3,530,000.00
RETAINED EARNINGS	(810,633.59)	(1,728,907.00)
YEAR RESULT	(2,369,192.11)	(1,865,726.59)
TOTAL	(2,433,825.70)	(64,633.59)

NOTE # 21 INCOMES FROM PRODUCT SALES

The incomes from product sales account by the end of the accounting period is composed as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
SALES REVENUE	7,259,135.03	7,062,723.56
TOTAL NET INCOMES	7,259,135.03	7,062,723.56

NOTE # 22 SERVICE COST

The Service Costs from sales products by the end of the accounting period is composed as follows:

TOTAL COSTS	7,343,902.76	6,687,347.77
AGROCHEMICALS SALES COSTS	7,343,902.76	6,687,347.77
Detail	At 31-03-2015	At 31-03-2014
	Final Balance	Final Balance

NOTE # 23 OPERATIONAL EXPENSES

The operational expenses of the accounting period by March 31st 2014 is composed as follows:

TOTAL EXPENSES	2,229,960.58	1,986,556.88
MISC. IMPORTATION EXPENSES	32,867.96	104,745.24
MARKETING EXPENSES	1,299,339.37	1,199,687.23
ADMINISTRATIVE EXPENSES	897,753.25	682,124.41
Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014

NOTE # 24 OTHER EXPENSES

The account of Other Expenses is as follows:

Detail	Final Balance At 31-03-2015	Final Balance At 31-03-2014
FIXED ASSETS DEPRECIATION	51,463.80	56,098.32
TOTAL OTHER EXPENSES	51,463.80	56,098.32

NOTE # 25 SUBSEQUENT EVENTS

After March 31st 2015, there haven't been subsequent events that may affect significantly the Financial Statements of the ending period.