SHRIRAM BIOSEED (THAILAND) LTD.

STATUTORY FINANCIAL STATEMENTS

AS AT MARCH 31, 2017

ห้างหุ้นส่วนจำกัด ซี เอส คอนซัลติ้ง
CS consulting Partnership Limited
เลขที่ 393 ซอยรังสิต-นครนายก 44 ตำบลประชาธิปัตย์ อำเภอธัญบุรี ปทุมธานี 12130
No.393, Soi Rangsit-Nakornnayok 44, Tambol Prachathipath, Ampur Thanyaburi, Pathumtanee 12130

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of **SHIRAM BIOSEED (THAILAND) LTD.**

Opinion

I have audited the financial statements of SHIRAM BIOSEED (THAILAND) LTD. which comprise the statement of financial position as at March 31, 2017, and the statement of income, and the statement of changes in shareholders' equity for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In my opinion, the accompanying financial statements present fairly, in all material respects, the financial position of SHIRAM BIOSEED (THAILAND) LTD. as at March 31, 2017, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities.

Basis for Opinion

I conducted my audit in accordance with Thai Standards on Auditing. My responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. I am independent of the Company in accordance with the Federation of Accounting Professions under the Royal Patronage of his Majesty the King's Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to my audit of the financial statements, and I have fulfilled my other ethical responsibilities in accordance with these requirements. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Thai Financial Reporting Standards for Non-Publicly Accountable Entities, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

My objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes my opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Thai Standards on Auditing 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.

As part of an audit in accordance with Standards on Auditing, I exercise professional judgment and maintain professional skepticism throughout the audit. I also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for my opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If I conclude that a material uncertainly exists, I am required to draw attention in my auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

ห้างหุ้นส่วนจำกัด ซี เอส คอนซัลติ้ง
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เลขที่ 393 ซอยรังสิต-นครนายก 44 ตำบลประชาธิปัตย์ อำเภอธัญบุรี ปทุมธานี 12130
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I communicate with management regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that I identify during my audit.

(Miss Chiraporn Warasook)

Certified Public Accountant (Thailand) Registration No. 5038

CS Consulting Partnership Limited.

April 21, 2017

SHRIRAM BIOSEED (THAILAND) LTD.

STATEMENTS OF FINANCIAL POSITION

AS AT MARCH 31, 2017

ASSETS		**2017**	**2016**
	Notes	**Baht**	**Baht**
CURRENT ASSETS			
Cash and cash equivalents	3.2 and 5	720,529.25	439,523.75
Trade and other receivables	3.3 and 6	1,761,986.25	6,796,023.90
TOTAL CURRENT ASSETS		2,482,515.50	7,235,547.65
NON - CURRENT ASSETS			
Equipment – net	3.6 and 8	554,434.09	811,913.46
Deposits		9,000.00	9,000.00
TOTAL NON - CURRENT ASSETS		563,434.09	820,913.46
TOTAL ASSETS		**3,045,949.59**	**8,056,461.11**

The notes to financial statements form 5 to 11 an integral part of these financial statements

This statement of financial as at March 31, 2017 has been approved by the Shareholders' 1/2017 meeting on

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

SHRIRAM BIOSEED (THAILAND) LTD.

STATEMENTS OF FINANCIAL POSITION

AS AT MARCH 31, 2017

LIABILITIES AND SHAREHOLDERS' EQUITY		**2017**	**2016**
	Notes	**Baht**	**Baht**
CURRENT LIABILITIES			
Trade and other payables	3.5 and 9	578,903.76	242,843.06
TOTAL CURRENT LIABILITIES		578,903.76	242,843.06
NON - CURRENT LIABILITIES			
Long - term loan from related companies	3.5 and 7.2	-	5,837,500.05
TOTAL NON - CURRENT LIABILITIES		-	5,837,500.05
TOTAL LIABILITIES		**578,903.76**	**6,080,343.11**
SHAREHOLDERS' EQUITY			
SHARE CAPITAL			
Authorized share capital			
1,490,000 Ordinary Shares,Par value Bht.100		149,000,000.00	149,000,000.00
Paid-up share capital			
1,490,000 Ordinary Shares,Par value Bht.100		149,000,000.00	149,000,000.00
RETAINED EARNINGS (DEFICIT)		(146,532,954.17)	(147,023,882.00)
TOTAL SHAREHOLDERS' EQUITY		**2,467,045.83**	**1,976,118.00**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**3,045,949.59**	**8,056,461.11**

The notes to financial statements form 5 to 11 an integral part of these financial statements

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

SHRIRAM BIOSEED (THAILAND) LTD.

STATEMENTS OF INCOME

FOR THE YEAR ENDED MARCH 31, 2017

	Notes	2017 Baht	2016 Baht
REVENUES			
Other Income		6,536,932.74	10,173,728.91
TOTAL REVENUES		**6,536,932.74**	**10,173,728.91**
EXPENSES			
Administrative expenses		5,810,976.97	19,780,390.75
TOTAL EXPENSES		**5,810,976.97**	**19,780,390.75**
PROFIT (LOSS) BEFORE FINANCE COST AND INCOME TAX EXPENSE		725,955.77	(9,606,661.84)
Finance costs		(235,027.94)	(1,040,550.65)
PROFIT (LOSS) BEFORE INCOME TAX EXPENSE		490,927.83	(10,647,212.49)
Income tax expenses	3.9	-	-
NET PROFIT (LOSS)		**490,927.83**	**(10,647,212.49)**

The notes to financial statements form 5 to 11 an integral part of these financial statements

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

SHRIRAM BIOSEED (THAILAND) LTD.

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

FOR THE YEAR ENDED MARCH 31, 2017

		Baht		
	Notes	Paid - up share capital	Retained earnings (deficit)	Total Shareholders' equity
Brought forward April 1, 2015		28,000,000.00	(136,376,669.51)	(108,376,669.51)
Net Profit (Loss)		-	(10,647,212.49)	(10,647,212.49)
Receive capital		72,000,000.00	-	72,000,000.00
Increase capital	10	49,000,000.00	-	49,000,000.00
Carried forward March 31, 2016		149,000,000.00	(147,023,882.00)	1,976,118.00
Brought forward April 1, 2016		149,000,000.00	(147,023,882.00)	1,976,118.00
Net Profit (Loss)		-	490,927.83	490,927.83
Carried forward March 31, 2017		149,000,000.00	(146,532,954.17)	2,467,045.83

The notes to financial statements form 5 to 11 an integral part of these financial statements

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

SHRIRAM BIOSEED (THAILAND) LTD.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2017

1. GENERAL INFORMATION

Shriram Bioseed (Thailand) Ltd. was incorporated as a limited company under the Thai Civil and Commercial Code on June 16, 2006. The Company' major operation is the distributor seeds, accessories for agriculture, import and export.

The address of its registered office is as follow :

48/145 Moo 12 T. Thamkasem A. Praphuttabath Saraburi 18120

2. BASIS OF PREPARATION

The financial statements have been prepared in accordance with financial reporting standard applicable to non-publicly accountable entities as issued by the Federation of Accounting Professions and their presentation has been made in compliance with the stipulations of the Notification of the Department of Business Development dated 28 September 2011, issued under the Accounting Act B.E. 2543.

The financial statements in Thai language are the official statutory financial statements of the Company. The financial statements in English language have been translated from the Thai language financial statements.

The financial statements have been prepared on a historical cost basis except where otherwise disclosed in the accounting policies.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 REVENUES AND EXPENSES RECOGNITION

The company recognizes revenues and expenses as an accrual basis

3.2 CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash in hand and at banks, and all highly liquid investments with an original maturity of three months or less and not subject to withdrawal restrictions.

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

3.3 TRADE RECEIVABLE

Trade receivable are stated at the net realisable value. Allowance for doubtful accounts is provided for the estimated losses that may be incurred in collection of receivables. The allowance is generally based on collection experience and analysis of debt aging.

3.4 FOREIGN CURRENCIES

Transactions in foreign currencies are translated into Baht at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Baht at the exchange rate ruling at the end of the reporting period.

Gains and losses on exchange are included in determining income.

3.5 TRANSACTION WITH RELATED COMPANIES

The company has the transactions with related companies. Those companies have been related as shareholders and/or directors. This financial statement has been included the transactions of which has been complied with their agreements.

3.6 EQUIPTMENT AND DEPRECIATION

Equipment is stated at cost less accumulated depreciation and allowance for diminution in value (if any). Depreciation of equipment is calculated by reference to their costs on the straight-line basis over the following estimated useful lives:

Building - Improvement	10, 20	years
Office equipment	5	years
Computer	3	years
Furniture and Fixture	5	years

Depreciation is included in determining income.

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

3.7 EMPLOYEE BENEFITS

Salaries, wages, bonuses and contributions to the social security fund are recognised as expenses on an accrual basis.

The Company's liabilities under employee benefits obligation is determined in accordance with the basis and conditions stipulated in the regulations of the Comapany and labour law, together with the management assumptions.

3.8 PROVISIONS

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

3.9 INCOME TAX EXPENSES

Income tax is provided in the accounts at the amount expected to be paid to the taxation authorities, based on taxable profits determined in accordance with tax legislation.

4. USE OF ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions in certain circumstances, affecting amounts reported in these financial statements and related notes. Actual results could differ from these estimates.

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

5. CASH AND CASH EQUIVALENTS

	2017	2016
	Baht	Baht
Cash	32,354.00	32,531.00
Cash at banks current account	688,175.25	406,992.75
Total cash and cash equivalents	720,529.25	439,523.75

6. TRADE AND OTHER RECEIVABLES

	2017	2016
	Baht	Baht
Trade receivable :		
Trade receivable - related companies (Notes 7.1)	1,447,542.25	6,565,973.90
Other parties	11,694,453.00	11,694,453.00
Less Allowance for doubtful accounts	(11,694,453.00)	(11,694,453.00)
Total trade receivables - net	1,447,542.25	6,565,973.90
Other receivable:		
Prepaid expenses	128,000.00	128,000.00
Other receivables	186,444.00	102,050.00
Total other receivables	314,444.00	230,050.00
Total trade and other receivables	1,761,986.25	6,796,023.90

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

SHRIRAM BIOSEED (THAILAND) LTD.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2017

7. TRANSACTION WITH RELATED COMPANIES

Significant transactions for the year ended March 31 with related parties were as follows:

7.1 Trade receivable - related companies	2017	2016
	Baht	Baht
BIOSEED RESEARCH PHILIPPINES	76,114.25	6,565,973.90
BIOSEEDS HOLDINGS PTE	1,371,428.00	-
Total trade receivable - related companies	1,447,542.25	6,565,973.90

7.2 Long - term loan from related companies	2017	2016
	Baht	Baht
Loan from – Bioseed Limited	-	5,311,110.00
	-	5,311,110.00

Accrued interest	2017	2016
	Baht	Baht
Accrued interest – Shriram Bioseed Limited	-	526,390.05
	-	526,390.05
Total Long - term loans from related companies	-	5,837,500.05

Long - term loan to related companies has no collaterals and bear interest rate of 7% - 9% per annum.

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

SHRIRAM BIOSEED (THAILAND) LTD.

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2017

8. EQUIPMENT - NET

	Baht			
	B/F	Additions	Deletions	C/F
ORIGINAL COST :				
Building - Improvement	2,621,707.20	-	-	2,621,707.20
Office equipment	278,937.93	-	-	278,937.93
Computer	63,785.33	21,240.00	-	85,025.33
Furniture and fixture	25,700.00	-	-	25,700.00
Total original cost	2,990,130.46	21,240.00	-	3,011,370.46
ACCUMLATED DEPRECIATION :				
Building - Improvement	1,843,788.31	262,169.43	-	2,105,957.74
Office equipment	244,951.36	10,205.57	-	255,156.93
Computer	63,781.33	6,344.37	-	70,125.70
Furniture and fixture	25,696.00	-	-	25,696.00
Total accumulated depreciatio	2,178,217.00	278,719.37	-	2,456,936.37
Total equipment - net	811,913.46			554,434.09

	2017	2016
	Baht	Baht
DEPRECIATION	278,719.37	280,658.58

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)

9. OTHER PAYABLES

	2017	2016
	Baht	Baht
Account payable - Revenue Department	175,244.09	15,666.00
Accrued expenses	403,659.67	227,177.06
Total other payables	578,903.76	242,843.06

10. CAPITAL

At the extraordinary shareholders' meeting on. 1/2015, dated on April 6, 2015. the shareholders' had unanimously resolutions to increase share capital from 100,000,000 Baht to 149,000,000 Baht. (1,490,000 Shares at par value Baht 100)

The share capital increasing resolution had been registered with the Ministry of Commercial on April 30, 2015.

11. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements for the year ended March 31, 2017 have been approved by the authorized directors of the company for issuance on April 21, 2017.

Director _____ (Mr.Paresh Kumar Verma)

Director _____ (Mr.Jitender Kumar Jain)