Registered number: 13564400

Advanta Seeds Holdings UK Ltd

Annual report

31 March 2022



Company information

Directors

G D Gaillard

M J Kadam S H Kamdar

Registered number

13564400

Registered office

The Engine Rooms Birchwood Park

Birchwood Warrington Cheshire WA3 6YN

Independent auditors

UNW LLP Chartered Accountants

Citygate

St James' Boulevard Newcastle upon Tyne NE1 4JE

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Strategic report Year ended 31 March 2022

Introduction

The directors present their strategic report for the 33 week period ended 31 March 2022 in respect of Advanta Seeds Holdings UK Limited ('the company').

Principal activity

The company is a subsidiary of UPL Corporation Limited, registered in Mauritius and was incorporated as a holding company for the purposes of reorganisation and streamlining of the wider UPL group's three business lines and to rationalise its various entities.

Business review and future developments

During the period, the company acquired a 98.97% shareholding in Advanta Holdings B.V. from a fellow group company. The company obtained the necessary funding via a share issue. In addition, 100% of the share capital of Advanta Holdings US Inc was acquired from a fellow group company. The company again obtained the funding via a share issue exercise.

The company will continue to manage the investment of it's subsidiary companies for the foreseeable future.

Principal risks and uncertainties

The directors consider the principal risk and uncertainty facing the company to be the performance of the company's direct and indirect subsidiary undertakings. The subsidiary undertakings are managed on a daily basis by their directors, and other senior managers. The performance of each material subsidiary undertaking is continually monitored by management.

COVID-19 has had a limited effect on the overall performance of investments held by the company.

Financial risk management objectives and policies

Given the principal activity of the company, there is not considered to be any exposure to price risk. Receivable and payables balances relate to group transactions and therefore credit, liquidity and cash flow risks are considered to be managed at a group level, with no risk to the company.

Financial key performance indicators

Due to the nature of the business, financial key performance indicators are not relevant.

Directors' statement of compliance with duty to promote the success of the company

Section 172 of the Companies Act 2006 requires the directors to promote the success of the company for the benefit of its members as a whole, having regard to the interests of stakeholders in their decision making. In making decisions, the directors have had regard to the likely consequences of their decisions in the long term, and understand the impact of the company's activities on local communities, the environment, and its reputation generally.

When making their decisions the directors have taken in to consideration all information available to them at the time the decision was made, any potential risks and mitigation, and balanced this against the principal activity of the business, being the basis on which shareholders have subscribed for shares in the company.

In that regard, the directors consider that they have, both collectively and individually, acted in good faith in a way which would most likely promote the success of the company for the benefit of its members as a whole, and in doing so have had regard (amongst other matters) to factors (a) to (f) as set out in Section 172(1) of the Companies Act 2006.

Strategic report (continued) Year ended 31 March 2022

This report was approved by the board on 15 December 2022 and signed on its behalf by:

M J Kadam

Director

Directors' report Year ended 31 March 2022

The directors present their report and the financial statements for the period ended 31 March 2022.

The company was incorporated on 13 August 2021.

Results and dividends

The loss for the period, after taxation, amounted to €42,254.

The directors do not recommend payment of a final dividend.

Directors

The directors who served during the period, and up to the date of signing of the financial statements were:

G D Gaillard (appointed 13 August 2021)

M J Kadam (appointed 13 August 2021)

S H Kamdar (appointed 13 August 2021)

Engagement with suppliers, customers and others

These matters are disclosed in the Section 172(1) statement within the Strategic Report.

Greenhouse gas emissions, energy consumption and energy efficiency action

The company has not disclosed information in respect of greenhouse gas emissions, energy consumption and energy efficiency action as its energy consumption in the United Kingdom for the period is 40,000kWh or lower.

Matters covered in the strategic report

The following information, which would otherwise be disclosed in the directors' report is instead disclosed in the strategic report, as permitted by section 414c(11) of the Companies Act 2006:

- financial risk management objectives and policies
- future developments

Disclosure of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any
 relevant audit information and to establish that the company's auditors are aware of that information.

Post balance sheet events

On 30 April 2022, 11,322,184 additional Ordinary shares of €1 were issued for consideration of €11,322,184. This was subsequently used in full to acquire an additional 71 common equity shares of \$1 per share in the capital of its subsidiary Advanta Holdings US Inc.

On 28 October 2022, 3,518,833 additional ordinary shares of €1 were issued in consideration of the assignment of a receivable owed to UPL Corporation Limited, the company's parent, by Advanta Semilias SAIC, a fellow group company.

Directors' report (continued) Year ended 31 March 2022

Auditors

UNW LLP were appointed on 23 November 2022. Pursuant to section 487(2) of the Companies Act 2006, the auditor will be deemed to be reappointed and UNW LLP will therefore continue in office.

This report was approved by the board on 15 December 2022 and signed on its behalf by:

M J Kadam Director

Directors' responsibilities statement Year ended 31 March 2022

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard applicable in the UK and Republic of Ireland. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



Independent auditors' report to the members of Advanta Seeds Holdings UK Ltd

Opinion

We have audited the financial statements of Advanta Seeds Holdings UK Limited ('the company') for the period ended 31 March 2022, which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2022 and of its loss for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ('ISAs (UK)') and applicable law. Our responsibilities under those standards are further described in the 'Auditors' responsibilities for the audit of the financial statements' section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.



Independent auditors' report to the members of Advanta Seeds Holdings UK Ltd (continued)

Other information

The other information comprises the information included in the annual report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine 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, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.



Independent auditors' report to the members of Advanta Seeds Holdings UK Ltd (continued)

Auditors' responsibilities for the audit of the financial statements

Our 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 auditors' 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 (UK) 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

We identified areas of law and regulations that could reasonably be expected to have a material effect on the financial statements from our general and sector experience and through discussions with the directors and other management (as required by Auditing Standards) and from inspection of the company's legal correspondence and we discussed with the directors and other management the policies and procedures in place regarding compliance with laws and regulations. We communicated identified laws and regulations throughout our audit team and remained alert to any indications of non-compliance throughout the audit.

Firstly, the company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Secondly, the company is subject to many other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the financial statements, for instance through the imposition of fines or litigation. We identified the following areas as those most likely to have such an effect; health and safety, employment law, data protection, environmental law and certain aspects of company legislation, recognising the nature of the company's activities. Auditing Standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the directors and other management and inspection of regulatory and legal correspondence, if any. Through these procedures we did not become aware of any actual or suspected non-compliance material to the financial statements.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.



Independent auditors' report to the members of Advanta Seeds Holdings UK Ltd (continued)

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Martin Cross PhD BSc FCA (Senior Statutory Auditor) for and on behalf of UNW LLP (Statutory Auditor)

Chartered accountants Newcastle upon Tyne

16 December 2022

Statement of comprehensive income Year ended 31 March 2022

	Note	2022 €
Profit and loss account	A 10 A 2004	,-
Administrative expenses		(42,254)
Operating loss	5	(42,254)
Tax on loss	8	•
Loss for the financial period		(42,254)

There was no other comprehensive income for 2022.

The notes on pages 13 to 18 form part of these financial statements.

Balance sheet At 31 March 2022

	Note	2022 €
Fixed assets		
Investments	9	255,314,260
		255,314,260
Current assets		
Debtors	10	์ 1
	-	1
Creditors: amounts falling due within one year	11	(42,254)
Net current liabilities		(42,253)
Total assets less current liabilities		255,272,007
Net assets		255,272,007
Capital and reserves		
Called up share capital	12	255,314,261
Profit and loss account	13	(42,254)
Total equity		255,272,007

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 15 December 2022.

M J Kadam Director

Company registered number: 13564400

The notes on pages 13 to 18 form part of these financial statements.

Statement of changes in equity Year ended 31 March 2022

	•	Profit and loss account	Total equity
	€	€	€
Loss and total comprehensive expense for the period	æ	(42,254)	(42,254)
Shares issued during the period	255,314,261	-	255,314,261
At 31 March 2022	255,314,261	(42,254)	255,272,007

The notes on pages 13 to 18 form part of these financial statements.

Notes to the financial statements Year ended 31 March 2022

1. General information

Advanta Seeds Holdings UK Limited ('the company') is a private company limited by shares, incorporated in the United Kingdom and registered in England. The address of the registered office is given in the company information page of these financial statements. The nature of the company's operations and its principal activities are disclosed in the strategic report.

2. Statement of compliance

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' ('FRS 102') and the Companies Act 2006.

3. Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

3.1 Basis of preparation of financial statements

These financial statements are the company's separate financial statements. The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements, on the basis that it is itself a subsidiary undertaking and is included in the consolidated financial statements of its parent undertaking, UPL Limited, incorporated in India, which are publicly available.

The financial statements are prepared on a going concern basis and under the historical cost convention. They are presented in euro and rounded to the nearest €.

The preparation of financial statements under FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the group's and company's accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

3.2 Reduced disclosures

FRS 102 allows a qualifying entity certain disclosure exemptions. The company meets the definition of a qualifying entity and has taken advantage of the exemptions relating to the disclosure of key management personnel compensation and the preparation of a cash flow statement and associated notes. The consolidated financial statements of UPL Limited, which can be obtained from https://www.upl-ltd.com/investors/financial-results-and-reports/annual-reports, include the equivalent disclosures and a consolidated cash flow statement and associated notes.

3.3 Going concern

In determining the appropriate basis of preparation of the financial statements, the directors are required to consider whether the company can continue in operational existence for the foreseeable future, being a period of at least 12 months from the date of signing of these financial statements. The directors have performed this assessment and have prepared the financial statements on a going concern basis which is considered appropriate for the following reasons.

The company have the financial support of the wider UPL group which will enable the company to meet its liabilities as and when they fall due and to carry on its business for at least the next 12 months from the date of these financial statements.

Notes to the financial statements Year ended 31 March 2022

3. Accounting policies (continued)

3.4 Foreign Currency

The company's functional currency is the Euro.

Transactions and balances

Transactions in foreign currencies are translated into euro using the spot exchange rates at the dates of the transactions. At each period end, foreign currency monetary assets and liabilities are translated using the closing rate. Foreign exchange gains and losses resulting from the settlement of transactions and from the period-end retranslation are recognised in the profit and loss account.

3.5 Taxation

The taxation expense for the year comprises current and deferred tax and is recognised in the profit and loss account except to the extent that it relates to items recognised in other comprehensive income, or directly in equity, in which case the tax expense is also recognised in other comprehensive income or directly in equity.

Current tax is the amount of income tax payable in respect of the taxable profit for the current or past reporting periods. It is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods, and arises from 'timing differences' (where transactions or events are included in the financial statements in periods different from those in which they are assessed for tax). Deferred tax is recognised in respect of all timing differences, except that unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing differences.

3.6 Valuation of investments

Investments in subsidiary undertakings are held at cost less accumulated impairment losses.

3.7 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like intercompany and other accounts receivable and payable.

All such instruments are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, in which case the transaction is measured at the present value of the future receipts discounted at a market rate of interest. All financial instruments are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period debt financial assets are assessed for impairment, and their carrying value reduced if necessary. Any impairment charge is recognised in the profit and loss account.

Notes to the financial statements Year ended 31 March 2022

3. Accounting policies (continued)

3.8 Share capital

Ordinary shares are classified as equity.

4. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant judgments in applying the entity's accounting policies

In preparing these financial statements, the directors do not consider there to have been any significant judgments that were required in the process of applying the company's accounting policies.

Key sources of estimation uncertainty

Estimates included within these financial statements include asset impairments (for example provisions against investments). None of the estimates made in the preparation of these financial statements are considered to carry significant estimation uncertainty, nor to bear significant risk of causing material adjustment to the carrying amount of assets and liabilities within the next financial year.

5. Operating loss

The operating loss is stated after charging:

2022 €

Exchange differences

49

6. Auditors' remuneration

2022 €

Fees payable to the company's auditor for the audit of the company's annual financial statements

5,975

7. Employees

The company has no employees other than the directors, who did not receive any remuneration.

Notes to the financial statements Year ended 31 March 2022

9 1 6

8,	Taxation	
		2022 €
	Total current tax	.=
	Deferred tax	·
	Total deferred tax	•
	Taxation on profit on ordinary activities	
	Factors affecting tax charge for the period	
	The tax assessed for the period is higher than the standard rate of corporation tax in the Ul differences are explained below:	of 19%. The
		2022 €
	Loss on ordinary activities before tax	(42,254)
	Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% Effects of:	(8,028)
	Unrelieved tax losses carried forward	8,028
	Total tax charge for the period	-

Factors that may affect future tax charges

In the March 2021 Budget, it was announced that the main UK corporation tax rate would remain at 19% for the financial years beginning 1 April 2021 and 1 April 2022, then increase to 25% from 1 April 2023. This rate increase was substantively enacted as part of the Finance Act 2021 on 24 May 2021. Therefore deferred tax at the balance sheet date has been calculated at 25% (2021: 19%), as this was the tax rate substantively enacted at the year end.

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Advanta Seeds Holdings UK Ltd

Notes to the financial statements Year ended 31 March 2022

9.	Fixed asset investments		
		sub	tments in osidiary npanies €
	Cost		
	Additions	255,	314,260
	At 31 March 2022	255,	314,260
	Subsidiary undertakings		
	The following were subsidiary undertakings of the company:		
	Name	Registered office	Holding
	Advanta Holdings B.V. Advanta Holdings US Inc	Claudius Prinsenlaan - 144 A Blok A, 4818 CP Breda, The Netherlands. 251 Little Falls Drive, Wilmington, New Castle, Zip Code: 19808, United states of America.	98.97% 100%
10.	Debtors		
			2022 €
	Amounts owed by group undertakings		1
11.	Creditors: amounts falling due within one year		
			2022 €
	Amounts owed to group undertakings		2,342
	Accruals and deferred income		39,912
		-	42,254

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Advanta Seeds Holdings UK Ltd

Notes to the financial statements Year ended 31 March 2022

12. Share capital

2022 €

Allotted, called up and fully paid

255,314,261 Ordinary shares of €1.00 each

255,314,261

Share capital on incorporation comprised of 1 Ordinary share of €1 for €1. This remains unpaid and is included in debtors. On 14 December 2021 there was a further issue of 14,952,000 Ordinary shares of €1 for €14,952,000. On 11 March 2022 there was a further issue of 240,362,260 Ordinary shares of €1 for €240,362,260.

Each Ordinary share has full voting rights, full rights to dividend and distributions, full rights to participate in a return of capital and are non-redeemable.

13. Reserves

Profit and loss account

The profit and loss reserve represents cumulative profits and losses, net of dividends paid and other adjustments.

14. Related party transactions

On 28/10/21, the company acquired a 98.97% holding in Advanta Holdings B.V. for €240,362,260 resulting in an inter-group creditor. No cash payment was made, and the amount owed was transferred to UPL Corporation Limited. The company subsequently issued share capital on 11/03/22 to clear this intergroup creditor.

15. Post balance sheet events

On 30 April 2022, 11,322,184 additional Ordinary shares of €1 were issued for consideration of €11,322,184. This was subsequently used in full to acquire an additional 71 common equity shares of \$1 per share in the capital of its subsidiary Advanta Holdings US Inc.

On 28 October 2022, 3,518,833 additional ordinary shares of €1 were issued in consideration of the assignment of a receivable owed to UPL Corporation Limited, the companys parent, by Advanta Semilias SAIC, a fellow group company.

16. Controlling party

The smallest parent undertaking to consolidate these financial statements is UPL Corporation Limited, a company incorporated in Mauritius. The registered address of UPL Corporation Limited is 6th Floor, Suite 157B, Harbour Front Building, President John Kennedy Street, Port Louis, Mauritius.

UPL Limited, a company incorporated in India, is the company's ultimate parent undertaking.