# Financial Statements

Ended 20 March 2014

## NPC INTERNATIONAL LIMITED COMPANY REGISTRATION NUMBER 2696754

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

20 MARCH 2014

(Company Registration Number 2696754)
REPORT OF THE DIRECTORS

The directors have pleasure in presenting their report and financial statements for the year ended 20 March 2014.

#### PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activities of the company throughout the year were the provision of management consultancy services, including gathering the latest market data and information in connection with the petrochemical industries for the group undertakings.

The company's activities include:

- Liaison in procurement of funds/foreign investment for group undertaking's development projects.
- Organising international seminars/conferences to promote petrochemical industries of Iran.
- Organising training courses in technical, safety, environmental, management, international commerce and marketing in petrochemical industries/businesses.
- Provision of financial services including management of group undertaking funds outside Iran and contact with various financial institutions.

The company charges a fee of 5% of its costs for providing these services. Costs together with the said fee are ultimately borne by the immediate parent company.

NPC transferred its shares in the Company to Persian Gulf Petrochemical Industries Company (PGPIC) on 1 December 2011. As a result of the agreement between NPC and PGPIC, dated 29 November 2011, certain assets, liabilities, guarantees and commitments in connection with the Company were transferred to PGPIC.

During the year purchase orders to the value of £19M were placed with a European company under a commercial supply contract and related financial contract with Petrochemical Industries Development Management Company which we coordinated its signing in 2013.

We have encountered difficulties in acquiring new financing facilities during this past year. This has been due to many factors such as the credit crunch, the sanctions against Iran as well as general market conditions, which have also caused a drop in the absorption of new investment over this year.

We have managed in part to overcome some of these issues given the good track record of NPC and NPC International and have therefore been successful in meeting payment obligations throughout the year under unprecedented conditions.

The company continues to monitor and liaise with the joint venture/associate companies and the related projects.

Mehr PC and NPC Alliance Phase 1 have commenced production. Veniran, Hormoz and Hengam are still at the pre- production phase. Various other projects are under discussion.

#### REVIEW OF INVESTMENTS AND DEBTORS

As stated in note 9 to the financial statements the directors have reviewed the investments in NPC Alliance, Hormoz and Veniran and despite cumulative losses incurred by these companies the directors are of the opinion that such investments could be sold at least at the current book value.

As stated in note 17 to the financial statements the directors have reviewed the debtor balances in: Hengam, Mehr, NPC Alliance, Hormoz and Veniran, totalling £17,073,719 as well as PCC International and intend to enter into contracts to recover these debts. The directors consider these debts to be fully recoverable.

#### RESULTS AND DIVIDENDS

The results of the company for the year are set out on page 5. During the year dividends of £Nil were paid.

### REPORT OF THE DIRECTORS (Continued)

#### **DIRECTORS**

The directors who served the company during the year and to the date of this report were as follows:

R. Oladi (Resigned 8 December 2013)

A. Lotfi (Resigned 8 December 2013)

B. Ghadimi

R. Ashrafzadeh (Appointed 8 December 2013)

B. Saki (Appointed 8 December 2013)

I. Mashayekhi (Appointed 8 December 2013)

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year that 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 year. In preparing these financial statements the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- 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 disclose with reasonable accuracy at any time the financial position of the Company and 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 for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### SMALL COMPANY RULES

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

#### **AUDITORS**

The directors of the Company who held office at the date of approval of this report confirm that:

- So far as they are aware, there is no relevant audit information, information needed by the Company's
  auditors in connection with preparing their report, of which the Company's auditors are unaware; and
- They have taken steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The auditors, Roberts & Partners, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

#### ON BEHALF OF THE BOARD

<u>I MASHAYEKHI</u> MANAGING DIRECTOR

NIOC House 4 Victoria Street

London SW1H 0NE

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NPC INTERNATIONAL LIMITED

We have audited the financial statements of NPC International Limited for the year ended 20 March 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with section 495 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 auditor's 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.

#### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board (APB's) Ethical Standards for Auditors.

#### SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements.

#### OPINION ON THE FINANCIAL STATEMENTS

In our opinion the financial statements:

- Give a true and fair view of the state of the company's affairs as at 20 March 2014 and of its profit 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.

## OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NPC INTERNATIONAL LIMITED (Continued)

## MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where 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 or 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; or
- The directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime.

MARTIN NIEMANN (Senior Statutory Auditor)

For and On Behalf of Roberts & Partners

**Chartered Accountants and Statutory Auditors** 

London

Date 11-06-2014

### PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 20 MARCH 2014

	Note	<b>2014</b> £	2013 £
TURNOVER	2	990,758	836,040
Administrative Expenses		(943,579)	(796,228)
OPERATING PROFIT	3	47,179	39,811
Interest Receivable	•	5	76
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION		47,184	39,887
Taxation	б	(12,224)	(11,248)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		34,959	28,639

There are no recognised gains and losses in the year other than the profit for the year, and therefore no separate statement of total recognised gains and losses has been presented.

All figures in the profit and loss account relate to continuing operations.

There is no difference between the profit on ordinary activities before taxation and the retained profit, as stated above, and their historical cost equivalents.

The notes on pages 7 to 12 are an integral part of these financial statements

## BALANCE SHEET AT 20 MARCH 2014

	Note	20	14	20:	13
		£	£	£	£
FIXED ASSETS					
Tangible Assets	8	•	15,831		11,605
Investments	9		114,930,160		89,681,169
CURRENT ASSETS					
Debtors	10	18,310,140		6,330,478	
Cash at Bank and in Hand	11	1,001,195		246,692	
		19,311,335		6,577,171	
CREDITORS: Amounts falling					
due within one year	12	(19,183,568)		(6,480,137)	
NET CURRENT ASSETS			127,767		97,034
TOTAL ASSETS LESS CURRENT LIABILITIES			115,073,758		89,789,807
CREDITORS: Amounts falling due after more than one year	13		(114,930,160)		(89,681,169)
NET ASSETS			143,598		108,639
CAPITAL AND RESERVES					
Called Up Share Capital	7		80,000		80,000
Profit and Loss Account	7		63,598		28,639
			143,598		108,639
			173,370		100,037

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

The financial statements on pages 5 to 12 were approved by the Board of Directors on

and were signed on its behalf by:

B,Ghadim DIRECTOR I.MASHAYEKHI MANAGING DIRECTOR

The notes on pages 7 to 12 are an integral part of these financial statements

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 MARCH 2014

#### 1 ACCOUNTING POLICIES

#### a) Accounting Basis and Standards

The financial statements have been prepared under the historical cost convention, and in accordance with applicable Accounting Standards in the United Kingdom.

#### b) Depreciation

Depreciation on fixed assets is provided at rates estimated to write off the cost less estimated residual value of each asset over its expected useful as follows:

Motor Vehicles	-	25% Straight line
Office Equipment	<u>.</u> -	25% Straight line
Computer Equipment	-	25% Straight line
Furniture, Fixtures and Fittings	-	25% Straight line

#### c) Turnover

Turnover represents the invoiced value of services provided net of value added tax.

#### d) Deferred Taxation

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date at rates expected to arise when they crystallise. Deferred tax assets are recognised to the extent that it is more likely than not that they will be recovered.

#### e) Foreign Currencies

Assets and liabilities denominated in foreign currencies are translated into Sterling at the rates of exchange ruling at the end of the financial year. All exchange differences are dealt with in the profit and loss account.

Fixed asset investments denominated in foreign currencies are translated into Sterling at the rates of exchange ruling at the date of the acquisition and are not translated at the end of the financial year. Prior to 21 March 2009 fixed asset investments in foreign currencies were translated into Sterling at the rates of exchange ruling at the end of the financial year.

#### f) Leasing and Hire Purchase Commitments

Rentals paid under operating leases are charged to profit and loss account as incurred.

#### g) Cash Flow Statement

The company qualifies as a small company as defined by the Companies Act 2006. As a consequence it is exempted from the requirement to publish a cash flow statement.

#### 2 TURNOVER

The Company has derived 100% of its turnover from providing services to geographical markets outside the United Kingdom.

#### 3 OPERATING PROFIT

	2014	2013
	£	£
This is stated after charging or crediting:		
Auditors' Remuneration	9,000	8,500
Depreciation: Owned Tangible Fixed Assets	6,987	12,069
Net Foreign Exchange Differences	(79,873)	(373,040)
Operating Lease Rentals - Property Rental	162,683	315,127

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 MARCH 2014

4	STA	मम	CO	STS

	2014	2013
	£	£
Salaries and wages	507,068	512,804
Social security costs	11,554	11,078
	518,622	523,882

The average number of persons employed by the company during the year including directors was 22 (2013 - 21).

## 5 DIRECTORS' REMUNERATION

	Other emoluments	51,019	58,915
6	TAXATION		
	(a) Analysis of charge for the year		
	Current tax:		
	UK corporation tax on income for the year	9,853	10,568
	Adjustments in respect of prior years		
	Total current tax (Note 6(b))	9,853	10,568
	Deferred tax:		
	Origination and reversal of timing differences (Note 14)	2,371	680
	Tax on profit on ordinary activities	12,224	11,248
	(b) Factors affecting the tax charge		
	The tax assessed for the year is higher than the standard rate of c	corporation	
	tax in the UK of 23.03% (2013 - 24.06%). The differences are ex	xplained below:	
	Profit on ordinary activities before taxation	47,184	39,887
	Profit on ordinary activities multiplied by standard rate of		
	corporation tax in the UK of 23.03% (2013 - 24.06%). Effects of:	10,866	9,599
	Expenses not deductible for tax purposes	1,266	1,230
	Revaluation of Tehran fixed assets	-	(56)
	Capital allowances in excess of depreciation	(2,280)	(205)
	Adjustments in respect of prior years		
	Current tax charge for the year (Note 6(a))	9,853	10,568

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 MARCH 2014

7	SHAREHOLDERS' FUNDS			Called Up Share Capital £	Profit and Loss Account £	Total £
	Balance at 21 March 2013			80,000	28,639	108,639
	Profit for the year after taxation Dividends paid			•	34,959	34,959
	Balance at 20 March 2014			80,000	62.500	142 500
	Datafiec at 20 Water 2014				63,598	143,598
					2014	2013
	Called up, allotted and fully paid 800 Unclassified Shares of £100 eac	հ			90.000	90.000
	300 Chelassified Shares of L100 eac	11			80,000	80,000
		•				
8	TANGIBLE ASSETS				Fixtures	
		Motor	Office	Computer	and	<b>~</b>
	Cost	Vehicles	Equipment £		Fittings	Total
	Balance at 21 March 2013	£ 41,424	£ 240,387	£ 174 501	£	£
	Additions	41,424	9,041	174,591 2,171	39,316	495,718 11,213
	Revaluation	_	2,041	2,171	-	11,213
	Assets written off	_	_	-	_	_
	Balance at 20 March 2014	41,424	249,428	176,762	39,316	506,931
	Depreciation					
	Balance at 21 March 2013	41,423	235,328	169,046	38,316	484,113
	Charge for the year	-	3,691	3,296	-	6,987
	Revaluation	-	-	-	-	-
	Depreciation on assets written off		_	-		
	Balance at 20 March 2014	41,423	239,019	172,342	38,316	491,100
	Net Book Value					
	Balance at 20 March 2014	1	10,410	4,420	1,000	15,831
	Balance at 20 March 2013	1	. 5,059	5,545	1,000	11,605

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 MARCH 2014

#### 9 **INVESTMENTS**

At 20 March 2014 the investments of the Company were as follows:

Company

Company						
	% Holding		Cost of Investment 2014			
		£ Shares	£ Advances	£ Total	<b>2013</b> £ Total	
Mehr Petrochemical Company	40.0	9,975,794	11,319,053	21,294,847	21,294,847	
Lavan Chemical Company	-	-	-	-	-	
NPC Alliance Corporation	40.0	26,598,027	103,328	26,701,355	26,701,355	
Hengam Petrochemical Company	97.4	. 46,026,859	-	46,026,859	27,432,371	
Hormoz Petrochemical Company	99.0	7,331,357	-	7,331,357	676,854	
Veniran Petrochemical Company	49.0	4,605,696	8,970,046	13,575,742 114,930,160	13,575,742 89,681,169	
The following information relate	s to these investments:			<del> </del>		
Company	Principal Activity	Country of Incorporation	Balance Sheet Date	Net Assets At Year End £	Profit/(Loss) For the year £	
Mahr Patrophamical Comment	Dundardian and Calass	<b>T</b> .	00/0/0014			

Mehr Petrochemical Company Production and Sale of Iran 20/3/2014 9,662,130 6,273,198 High Density Polyethylene NPC Alliance Corporation Production and Sale of Philippines 31/12/2013 (48,568,265)(6,888,348)Polyethylene Hengam Petrochemical Company Production and Sale of Iran 20/3/2014 42,287,306 3,199,155 Ammonia and Urea Hormoz Petrochemical Company Production and Sale of Iran 20/3/2014 6,446,620 (84,504)Ammonia and Urea Veniran Petrochemical Company Production and Sale of BVI 20/3/2014 5,092,709 (357,100)Methanol

During the year the investment in Hengam PC was increased from 686,819 million rials to 1,461,391 million rials. During the year the investment in Hormoz PC was increased from 19,800 million rials to 297,000 million rials.

The above investments were made by the Company on the instruction of, and being entirely funded by, NPC, who was the beneficial owner of these investments. Any income, expenses, gains and losses arising from these investments belonged to NPC as the beneficial owner. The rights and obligations, including beneficial interest in the above investments were transferred by NPC to Persian Gulf Petrochemical Industries Company (PGPIC) as per the terms of the agreement dated 29 November 2011.

The directors are closely monitoring the losses incurred in NPC Alliance, Hormoz and Veniran for possible impairment of these investments. They are however satisfied that these investments can be sold at least at the current book value and hence they believe that no provision for impairment is necessary at the present time.

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 MARCH 2014

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		2014 £	2013 £
	Amounts due from Group Undertakings (Note 17)	17,073,719	5,109,879
	Other Debtors	222,387	370,522
	Deferred Tax (Note 14)	2,401	4,772
	Social Security and Other Taxes	17,462	2,250
	Prepayments and Accrued Income (Note 17)	994,171	843,056
		18,310,140	6,330,478
11	CASH AT BANK AND IN HAND		
	Amounts Held in Current Accounts	976,824	127,664
	Amounts Held in Interest Bearing Accounts	4,796	116,182
	Cash in Hand	19,575	2,846
		1,001,195	246,692

The above balances include £905,883 (2013 - £70,981) held on behalf of the Ultimate Parent Undertaking (NPC).

The company also holds equivalent of £89.2 million (2013 - £75.7 million) on behalf of the Ultimate Parent Undertaking in the form of special bank deposits/ escrow accounts.

## 12 CREDITORS: Amounts falling due within one year

Amounts owed to Group Undertakings (Note 17)	18,726,912	6,125,468
Corporation Tax	9,859	10,553
Social Security and Other Taxes	, -	3,379
Accruals and deferred income	446,797	340,737
	19,183,568	6,480,137

### 13 CREDITORS: Amounts falling due after more than one year

Amounts owed to Group Undertakings (Note 17)	114,930,160	89,681,169
	114,930,160	89,681,169

The above amount represents the liability to NPC for funding the investments which has now been novated to Persian Gulf Petrochemical Industries Company as per the terms of the agreement dated 29 November 2011. The investments are detailed in note 9 to the accounts. The above long term debt is solely repayable from the investments.

#### 14 DEFERRED TAXATION

Accelerated relief on capital expenditure	(2,401)	(4,772) (4,772)
	(23.01)	(1,772)
Deferred tax liability/(asset) at start of year	(4,772)	(5,452)
Deferred tax charge/(credit) for year (note 6)	2,371	680
Deferred tax liability/(asset) at end of year	(2,401)	(4,772)

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 20 MARCH 2014

## 15 FINANCIAL COMMITMENTS

## a) Operating Leases

At the year end the company had annual commitments under operating leases on land and buildings as set out below:

2014 2013 £ £ 50,000 209,380

Operating leases expiring between one and five years

## b) Off Balance Sheet Loans

At 20 March 2014 the company had off balance sheet loans totalling £Nil (2013 - £3.2 million) on behalf of the Ultimate Parent Undertaking (NPC). These loans are guaranteed by NPC.

#### 16 INTEREST

The company received interest of £20,354 (2013 - £21,880) on bank balances held on behalf of PGPIC Such interest is credited to PGPIC.

## 17 PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

On 1 December 2011 the company became a wholly owned subsidiary of Persian Gulf Petrochemical Industry Company (PGPIC), incorporated and registered in Iran. Prior to this date the immediate parent undertaking was National Petrochemical Company (NPC), incorporated and registered in Iran. The ultimate parent undertaking is NPC.

#### i) Turnover

Turnover of £990,758 (2013 -£836,040) is derived from PGPIC.

#### ii) Year end balances - Debtors

, ond build	Mees Deptors		
Associates	Hengam PC	12,512,742	2,612,756
	Hormoz PC	215,706	249,354
	Mehr PC	9,492	4,787
	NPC Alliance	1,241,572	1,245,123
	Veniran	3,094,206	997,859
		17,073,719	5,109,879

The directors have reviewed the above debtor balances and intend to enter into contracts with each of the parties named above to recover these debts. They consider these debts to be fully recoverable.

Prepayments and accrued income (Note 10) includes £990,758 (2013-£836,040) due from PGPIC.

III)	Year	end	balances	-Creditors	falling	due within	one year
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	-	
PGPIC NPC	114,930,160	89,681,169
iv) Year end balances -Creditors falling due after more than one year		
NPC	500,788	241,053
PGPIC	18,226,123	5,884,414

## TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 20 MARCH 2014

	2014		2013	
	£	£	£	£
TURNOVER		990,758		836,040
EXPENDITURE				
ESTABLISHMENT EXPENSES				
Rent, Rates and Service Charge	165,669		320,888	
Repairs and Renewals	6,430		1,424	
Depreciation	6,987		12,069	
	179,086		334,381	
ADMINISTRATIVE EXPENSES				
Salaries - NPCI Employees	507,068		512,804	
National Insurance	11,554		11,078	
Salaries - Iran Service Company Employees	92,356		121,090	
Telephone and Fax	14,777		21,869	
Printing, Postage and Stationery	5,172		5,423	
Travelling and Subsistence	60,008		55,972	
Training	. 5,092		1,917	
Staff Welfare and Entertaining	57,439		39,097	
Exchange Difference	(79,873)		(373,040)	
Bank Charges	<u>718</u>		928	
	674,311		397,137	
OTHER EXPENSES				
Computer Consultancy & Expenses	4,575		12,175	
General Expenses	12,036		13,662	
Audit and Accountancy Fees	66,809		11,527	
Legal and Professional Fees	6,762		27,347	
	90,181		64,710	
Total expenses		943,579		796,228
OPERATING PROFIT		47,179		39,811
Interest Receivable		5		76
PROFIT ON ORDINARY ACTIVITIES		47,184		39,887