

Company Registration No.: 200719277D

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

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PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

GENERAL INFORMATION

Directors

Deep Subash Gupta
Krishnaveni d/o Sandanam

Company Secretaries

Cheng Lian Siang
Pathima Muneera Azmi

Registered Office

80 Raffles Place
#26-01 UOB Plaza 1
Singapore 048624

Independent Auditor

JBS Practice PAC

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

DIRECTORS' REPORT

The directors present their report to the member together with the audited financial statements of Prozone Liberty International Limited (the "Company") for the financial year ended 31 March 2015.

DIRECTORS

The directors of the Company in office at the date of this report are:

Deep Subash Gupta
Krishnaveni d/o Sandanam

ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

None of the directors holding office at the end of the financial year had any interest in the shares or debentures of the Company or its related corporations at the beginning and end of the financial year as recorded in the register of directors' shareholdings kept by the Company for the purpose of Section 164 of the Singapore Companies Act, Chapter 50.

DIRECTORS' CONTRACTUAL BENEFITS

Since the end of the previous financial year, no director has received or become entitled to receive a benefit which is required to be disclosed under Section 201(8) of the Singapore Companies Act, by reason of a contract made by the Company or a related corporation with the director, or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest.

PROZONE LIBERTY INTERNATIONAL LIMITED
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DIRECTORS' REPORT (...CONT'D)

SHARE OPTIONS

There were no share options granted during the financial year to subscribe for unissued shares of the Company.

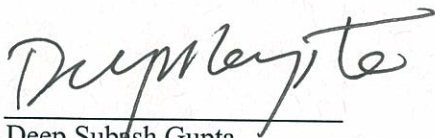
No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company.

There were no unissued shares of the Company under option at the end of the financial year.

INDEPENDENT AUDITOR

The independent auditor, Messrs JBS Practice Public Accounting Corporation, Public Accountants and Chartered Accountants, Singapore, has expressed its willingness to accept re-appointment.

On behalf of the directors



Deep Subash Gupta
Director



Krishnaveni d/o Sandanam
Director

29 July 2015

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

STATEMENT BY DIRECTORS

In the opinion of the directors,


- (a) the accompanying financial statements of the Company together with notes thereto are drawn up so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and of its results, changes in equity and cash flows for the financial year then ended; and
- (b) at the date of this statement, on the understanding that continuing financial support will be provided by its holding company, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The board of directors authorised these financial statements for issue on 29 July 2015.

On behalf of the directors



Deep Subash Gupta
Director



Krishnaveni d/o Sandanam
Director

29 July 2015

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
PROZONE LIBERTY INTERNATIONAL LIMITED**
(Incorporated in Singapore)

Report on the Financial Statements

We have audited the accompanying financial statements of PROZONE LIBERTY INTERNATIONAL LIMITED (the "Company") as set out on pages 7 to 29, which comprise the statement of financial position of the Company as at 31 March 2015, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss account and balance sheet and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF
PROZONE LIBERTY INTERNATIONAL LIMITED (...CONT'D)**
(Incorporated in Singapore)

Report on the Financial Statements (...cont'd)

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and of its results, changes in equity and cash flows of the Company for the financial year ended on that date.

Emphasis of Matter

As explained in Note 1 to the financial statements, with effect from 30 April 2013, pursuant to Section 215D (2) of the Act, Prozone International Limited (the "Amalgamating Company"), a fellow subsidiary, was amalgamated with the Company (the "Amalgamated Company"). All assets, liabilities, rights, obligations and business of this Amalgamating Company has been transferred to the Amalgamated Company from that date. The assets and liabilities of the Amalgamating Company have been recognised and recorded in the Amalgamated Company at their respective net book values at the date of transfer under the pooling of interest method of accounting as the Ultimate Holding Company before and after the amalgamation exercise is the same and under the common control of Prozone Enterprises Private Limited.

We draw attention to Note 4 of the financial statements. During the financial year, the Company has no revenue and had incurred a net loss of US\$5,820 (2014: US\$1,443). As at 31 March 2015, the Company's current liabilities exceeded its current assets by US\$296,096 (2014: US\$290,276). Notwithstanding this, the financial statements have been prepared on a going concern basis as the immediate and ultimate holding company has undertaken to provide continuing financial support to enable the Company to meet its financial obligation as and when they fall due, until such time the Company is able to operate on its own financial resources.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.



JBS PRACTICE PAC
PUBLIC ACCOUNTANTS AND
CHARTERED ACCOUNTANTS

Singapore

29 July 2015

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2015

	<u>Note</u>	<u>2015</u> US\$	<u>2014</u> US\$
ASSETS			
Current assets			
Cash and cash equivalents	5	7,670	7,670
Other receivables	6	6,846	6,846
		<u>14,516</u>	<u>14,516</u>
Non-current assets			
Investment in subsidiaries	7	54,027,182	54,027,182
Investment in joint venture	8	10,144,214	10,144,214
		<u>64,171,396</u>	<u>64,171,396</u>
Total assets		<u>64,185,912</u>	<u>64,185,912</u>
LIABILITIES			
Current liabilities			
Other payables	9	86,509	80,689
Amount owing to immediate holding company	10	224,103	224,103
		<u>310,612</u>	<u>304,792</u>
Total liabilities		<u>310,612</u>	<u>304,792</u>
NET ASSETS		<u>63,875,300</u>	<u>63,881,120</u>
SHAREHOLDER'S EQUITY			
Share capital	11	61,474,094	61,474,094
Capital reserve	12	1,814,067	1,814,067
Retained earnings		587,139	592,959
TOTAL EQUITY		<u>63,875,300</u>	<u>63,881,120</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	<u>Note</u>	<u>2015</u> US\$	<u>2014</u> US\$
REVENUE			
Other income		-	4,643
		-	4,643
EXPENSES			
Operating expenses	13	5,820	6,086
		5,820	6,086
Loss before income tax		(5,820)	(1,443)
Income tax expense	14	-	-
Net loss, representing total comprehensive loss for the financial year		(5,820)	(1,443)

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015**

	<u>Note</u>	<u>Share capital</u> US\$	<u>Capital reserve</u> US\$	<u>Retained earnings</u> US\$	<u>Total</u> US\$
<u>2015</u>					
Balance as at 1 April 2014		61,474,094	1,814,067	592,959	63,881,120
Net loss, representing total comprehensive loss for the financial year		-	-	(5,820)	(5,820)
Reduction in share capital	11	(42,976,402)	-	-	(42,976,402)
Equity loan	11	42,976,402	-	-	42,976,402
Balance as at 31 March 2015		<u>61,474,094</u>	<u>1,814,067</u>	<u>587,139</u>	<u>63,875,300</u>
<u>2014</u>					
Balance as at 1 April 2013		61,474,094	1,814,067	594,402	63,882,563
Net loss, representing total comprehensive loss for the financial year		-	-	(1,443)	(1,443)
Reduction in share capital	11	(42,976,402)	-	-	(42,976,402)
Equity loan	11	42,976,402	-	-	42,976,402
Balance as at 31 March 2014		<u>61,474,094</u>	<u>1,814,067</u>	<u>592,959</u>	<u>63,881,120</u>

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

PROZONE LIBERTY INTERNATIONAL LIMITED
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STATEMENT OF CASH FLOWS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	<u>Note</u>	<u>2015</u> US\$	<u>2014</u> US\$
Operating Activity			
Loss before income tax		(5,820)	(1,443)
Cash flows from operations before changes in working capital		(5,820)	(1,443)
Working capital changes, excluding changes relating to cash:			
Amount owing by immediate holding company		-	100,000
Other payables		5,820	(11,948)
Net cash generated from operating activities		-	86,609
Financing Activity			
Amount owing to immediate holding company (Note A)		-	(98,185)
Cash used in financing activity		-	(98,185)
Net decrease in cash and cash equivalents		-	(11,576)
Cash and cash equivalents at the beginning of the financial year		7,670	19,246
Cash and cash equivalents at the end of the financial year	5	7,670	7,670

Note A

In the previous financial year, the Company reduced its issued and paid up capital by way of cancelling and extinguishing the paid up capital for the amount of US\$42,976,402 (2014: US\$42,976,402) and the said aggregate amount is to be returned and is accounted under equity loan (Refer to Note 11).

The annexed notes form an integral part of and should be read in conjunction with these financial statements.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. GENERAL INFORMATION

Prozone Liberty International Limited (the “Company”) (Registration No: 200719277D) is a private limited Company, incorporated and domiciled in Singapore. The Company’s registered office is at 80 Raffles Place, #26-01 UOB Plaza 1, Singapore 048624. The Company’s principal place of business is at 105/106, Provogue House Near Fun Republic, Off New Link Road, Andheri (W), Mumbai-400053.

The principal activities of the Company are those of investment holding.

The principal activities of the subsidiaries are set out in Note 7 to the financial statements.

The financial statements of the Company as at 31 March 2015 were authorised by the directors for issuance on 29 July 2015.

With effect from 30 April 2013, pursuant to Section 215D (2) of Singapore Companies Act, Chapter 50 (the “Act”), Prozone International Limited (the “Amalgamating Company”), a subsidiary, was amalgamated with the Company (the “Amalgamated Company”). All assets, liabilities, rights, obligations and business of this Amalgamating Company have been transferred to the Amalgamated Company from that date. The assets and liabilities of the Amalgamating Company have been recognised and recorded in the Amalgamated Company at their respective net book values at the date of transfer under the pooling of interest method of accounting as the Ultimate Holding Company before and after the amalgamation exercise is the same and under the common control of Prozone Enterprises Private Limited. The transactions and balances and amounts due from/(to) between each of the Amalgamating Companies, where applicable, were eliminated or offset as appropriate in determining the results and financial position of the Company’s financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (“FRS”). The financial statements, which are expressed in United States dollars, are prepared in accordance with the historical cost convention, except as disclosed in the accounting policies below.

PROZONE LIBERTY INTERNATIONAL LIMITED
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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

a) Basis of preparation (...cont'd)

In the current financial year, the Company has adopted all the new and revised FRSs and Interpretations of FRS ("INT FRS") that are mandatory for application beginning on or after 1 April 2014. The adoption of these new and revised FRSs and INT FRSs have no material effect on the financial statements.

At the date of authorisation of these financial statements, the Company has not applied those FRSs and INT FRSs that have been issued but are effective only in the next financial year. The Company expects that the adoption of the standards will have no financial effect on the financial statements in the period of initial application.

These financial statements are separate financial statements of Prozone Liberty International Limited. The Company is exempted from the equity method of accounting for its joint venture and the preparation of consolidated financial statements as the Company is a wholly owned subsidiary of Prozone Enterprises Private Limited, a company incorporated in India which produces consolidated financial statements available for public use. The registered office of its ultimate holding company is located at Provogue House, 105/106 Off Link Road, Andheri (W), Mumbai 400053, India.

b) Business combination

Business combination involving entities or businesses under common control is a business combination in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory.

Prozone International Limited which was a wholly owned subsidiary of the Company, was amalgamated with the Company with effect from 30 April 2013. Consequently, merger accounting was used in combining the financial statements of the subsidiaries with the financial statements of the Company. The effective date of the merger accounting purposes is the date of incorporation of the subsidiary.

Under the merger accounting, the assets, liabilities, revenue, expenses and cash flows of all the entities are combined. This manner of presentation reflects the economic substance of the combining entities, which were under common control throughout the relevant period, as a single economic enterprise.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

c) Currency translation

The financial statements of the Company are measured in the currency of the primary economic environment in which the entity operates (its functional currency). The financial statements of the Company are presented in United States dollars, which is the functional currency of the Company.

In preparing the financial statements of the Company, monetary assets and liabilities in foreign currencies are translated into United States dollars at rates of exchange closely approximating to those ruling at the end of the reporting period and transactions in foreign currencies during the financial year are translated at rates ruling on transaction dates. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the financial year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the financial year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in other comprehensive income. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

d) Financial assets

(i) *Classification*

Financial assets are classified into the following specified categories: financial assets “at fair value through profit or loss”, “loans and receivables”, “held to maturity investments” and “available-for-sale” financial assets. The classification depends on the nature of the asset and the purpose for which the assets were acquired. Management determines the classification of its financial assets at initial recognition.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

d) Financial assets (...cont'd)

(i) *Classification (...cont'd)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are presented as current assets, except for those maturing later than 12 months after the end of reporting period which are presented as non-current assets. Loans and receivables are presented as "cash and cash equivalents" and "other receivables" on the statement of financial position.

(ii) *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Income is recognised on an effective interest rate basis for debt instruments.

(iii) *Recognition and derecognition*

Regular way purchases and sales of financial assets are recognised on trade date - the date on which the Company commits to purchase or sell the asset.

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all risks and rewards of ownership. On disposal of a financial asset, the difference between the carrying amount and the sale proceeds is recognised in profit or loss. Any amount previously recognised in other comprehensive income relating to that asset is reclassified to profit or loss.

(iv) *Initial measurement*

Financial assets are initially recognised at fair value plus transaction costs.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

d) Financial assets (...cont'd)

(v) *Subsequent measurement*

Loans and receivables are subsequently carried at amortised cost using the effective interest method less allowance for impairment.

(vi) *Impairment*

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or a group of financial assets is impaired and recognises an allowance for impairment when such evidence arises.

Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy, and default or significant delay in payments are objective evidence that these financial assets are impaired.

The carrying amount of these assets is reduced through the use of an impairment allowance account which is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. When the asset becomes uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are recognised against the same line item in profit or loss.

Loans and receivables

The impairment allowance is reduced through profit or loss in a subsequent period when the amount of impairment loss decreases and the related decrease can be objectively measured. The carrying amount of the asset previously impaired is increased to the extent that the new carrying amount does not exceed the amortised cost had no impairment been recognised in prior periods.

e) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank which are subject to an insignificant risk of change in value.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

f) Investment in subsidiaries and joint venture

Unquoted equity investment in subsidiaries and joint venture are stated at cost less accumulated impairment losses. On disposal of investment in subsidiaries and joint venture, the difference between the net disposal proceeds and the carrying amount of the investments are recognised in profit or loss.

g) Impairment of non-financial assets

Investment in subsidiaries and joint venture

Investment in subsidiaries and joint venture is tested for impairment whenever there is any objective evidence or indication that these assets may be impaired.

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash inflows that are largely independent of those from other assets. If this is the case, the recoverable amount is determined for the cash generating unit ("CGU") to which the asset belongs.

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The difference between the carrying amount and recoverable amount is recognised as an impairment loss in profit or loss, unless the asset is carried at revalued amount, in which case, such impairment loss is treated as a revaluation decrease. An impairment loss for an asset is reversed if, and only if, there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying amount of this asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortisation or depreciation) had no impairment loss been recognised for the asset in prior years.

A reversal of impairment loss for an asset is recognised in profit or loss, unless the asset is carried at revalued amount, in which case, such reversal is treated as a revaluation increase. However, to the extent that an impairment loss on the same revalued asset was previously recognised as an expense in profit or loss, a reversal of that impairment is also credited to profit or loss.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

h) Financial liabilities

Financial liabilities are initially measured at fair value, and subsequently measured at amortised cost, using the effective interest method.

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled and expired.

i) Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of past events, and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount has been reliably estimated.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognised as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

j) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are deducted against the share capital account.

k) Income tax

Current income tax for current and prior periods is recognised at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred income tax is recognised for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when it affects neither the taxable profit nor the accounting profit at the time of the transaction.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

k) Income tax (...cont'd)

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

Deferred income tax is measured:

- (i) at the tax rates that are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period; and
- (ii) based on the tax consequence that will follow from the manner in which the Company expects, at the end of reporting period, to recover or settle the carrying amounts of its assets and liabilities.

Current and deferred income taxes are recognised as income or expense in profit or loss except when they relate to items credited or debited outside profit or loss (either in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss (either in other comprehensive income or directly in equity, respectively).

l) Related parties

A related party is defined as follows:

- (i) A person or a close member of that person's family is related to the Company if that person:
 - (a) Has control or joint control over the Company;
 - (b) Has significant influence over the Company; or
 - (c) Is a member of the key management personnel of the Company or of a parent of the Company.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

2. SIGNIFICANT ACCOUNTING POLICIES (...CONT'D)

l) Related parties (...cont'd)

(ii) An entity is related to the Company if any of the following conditions applies:

- (a) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (b) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (c) Both entities are joint ventures of the same third party.
- (d) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (e) The entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company.

If the Company is itself such a plan, the sponsoring employers are also related to the Company;
- (f) The entity is controlled or jointly controlled by a person identified in (i);
- (g) A person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

The presentation of financial statements in conforming to FRS requires the use of certain critical accounting estimates, assumptions and judgments in applying the accounting policies. These estimates, assumptions 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. Actual results may differ from these estimates.

PROZONE LIBERTY INTERNATIONAL LIMITED
(Incorporated in Singapore)

**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

**3. CRITICAL ACCOUNTING ESTIMATES, ASSUMPTIONS AND JUDGEMENTS
(...CONT'D)**

The following are the critical accounting estimates, assumptions and judgments for preparation of financial statements:

(a) Critical judgements in applying the entity's accounting policies

In the process of applying the Company's accounting policies which are described in Note 2 above, management is of the opinion that there are no critical judgements involved, apart from those involving estimations that have a significant effect on the amounts recognised in the financial statements.

(b) Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the date of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

(i) Impairment of non-financial assets

Investment in subsidiaries and joint venture is tested for impairment whenever there is objective evidence or indication that they may be impaired. The carrying amount of the Company's investment in subsidiaries and joint venture at the end of the reporting period are disclosed in Notes 7 and 8 to the financial statements.

4. GOING CONCERN

During the financial year, the Company has no revenue and had incurred a net loss of US\$5,820 (2014: US\$1,443). As at 31 March 2015, the Company's current liabilities exceeded its current assets by US\$296,096 (2014: US\$290,276). Notwithstanding this, the financial statements have been prepared on a going concern basis as the immediate and ultimate holding company has undertaken to provide continuing financial support to enable the Company to meet its financial obligation as and when they fall due, until such time the Company is able to operate on its own financial resources.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

5. CASH AND CASH EQUIVALENTS

	<u>2015</u> US\$	<u>2014</u> US\$
Cash at bank	<u>7,670</u>	<u>7,670</u>

Cash at bank are denominated in United States dollars.

6. OTHER RECEIVABLES

	<u>2015</u> US\$	<u>2014</u> US\$
Deposit	<u>6,846</u>	<u>6,846</u>

Other receivables are denominated in Singapore dollars.

7. INVESTMENT IN SUBSIDIARIES

	<u>2015</u> US\$	<u>2014</u> US\$
<u>Unquoted equity investments, at cost</u>		
Balance at beginning and end of the financial year	<u>54,027,182</u>	<u>54,027,182</u>

The details of the subsidiaries are as follows:

<u>Name of Subsidiary</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Percentage of equity held by the Company</u>	<u>2015</u>	<u>2014</u>
Prozone Overseas Pte Ltd ("POPL")	Singapore	Investment holding	100%	100%	100%
Prozone International Coimbatore Limited ("PICL")	Singapore	Investment holding	100%	100%	100%

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

7. INVESTMENT IN SUBSIDIARIES (...CONT'D)

The details of the subsidiaries are as follows (...cont'd):

<u>Name of Subsidiary</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Percentage of equity held by the Company</u>	
			<u>2015</u>	<u>2014</u>
Hagwood Commercial Developers Private Limited	India	Property developer	61.5%	61.5%
Omni Infrastructure Private Limited	India	Property developer	60.0%	60.0%
Empire Mall Private Limited	India	Property developer	61.5%	61.5%

The management of POPL and PICL have expressed their intention to strike-off these companies as they have no intention to re-commence business. As the carrying amounts of investment in POPL and PICL in aggregate are only US\$2, no impairment is deemed necessary by management due to immateriality.

8. INVESTMENT IN JOINT VENTURE

	<u>2015</u> US\$	<u>2014</u> US\$
<u>Unquoted equity investments, at cost</u>		
Balance at beginning and end of the financial year	<u>10,144,214</u>	<u>10,144,214</u>

The details of the joint venture is as follows:

<u>Name of Subsidiary</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Percentage of equity held by the Company</u>	
			<u>2015</u>	<u>2014</u>
Emerald Buildhome Private Limited	India	Property developer	50.0%	50.0%

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

9. OTHER PAYABLES

	<u>2015</u> US\$	<u>2014</u> US\$
Accruals	<u>86,509</u>	<u>80,689</u>

Other payables are denominated in Singapore dollars.

10. AMOUNT OWING TO IMMEDIATE HOLDING COMPANY

	<u>2015</u> US\$	<u>2014</u> US\$
<u>Current:</u>		
Due within one year	<u>224,103</u>	<u>224,103</u>
<u>Non-current:</u>		
Due within two to five years	<u>-</u>	<u>-</u>
Total	<u>224,103</u>	<u>224,103</u>

The amount owing to immediate holding company which is denominated in United States dollars is non-trade in nature, unsecured and interest-free.

11. SHARE CAPITAL

	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
	Number of ordinary shares		US\$	US\$
<u>Issued</u>				
Balance at beginning of the year	6,147	61,474,094	18,497,692	61,474,094
Reduction in share capital	<u>-</u>	<u>(61,467,947)</u>	<u>-</u>	<u>(42,976,402)</u>
Balance at the end of the year	6,147	6,147	18,497,692	18,497,692
Equity loan (refer to note below)	<u>61,467,947</u>	<u>61,467,947</u>	<u>42,976,402</u>	<u>42,976,402</u>
	<u>61,474,094</u>	<u>61,474,094</u>	<u>61,474,094</u>	<u>61,474,094</u>

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

11. SHARE CAPITAL (...CONT'D)

All issued ordinary shares are fully paid. There is no par value for these ordinary shares. The holder of ordinary shares is entitled to receive dividends as declared from time to time and is entitled to one vote per share at the meeting of the Company. All shares rank equally with regard to the Company's residual assets.

In the previous financial year, the Company has reduced its issued and paid up capital by way of cancelling and extinguishing the paid up capital for the amount of US\$42,976,402 and that such reduction be effected by returning US\$42,976,402 to the immediate holding company. As the funds pertaining to the transaction has not been transferred and there is no visibility of repayment to the holding company in the near future, the reduced amount is presented as equity loan.

Equity loan represents amounts owing to the holding company arising from the reduction in the company's share capital during the financial year. These loans are not repayable in the immediate future.

12. CAPITAL RESERVE

The capital reserve arises due to the amalgamation of Prozone Liberty International Limited (the "Amalgamated Company") and Prozone International Limited (the "Amalgamating Company") pursuant to Section 215D (2) of the Singapore Companies Act, Chapter 50 (the "Act"). This comprise the share capital of the Amalgamating Company which have been cancelled without any payment or consideration pursuant to the Act. This reserve is not available for distribution to shareholders.

13. OPERATING EXPENSES

	<u>2015</u> US\$	<u>2014</u> US\$
Professional fees	-	2,668
Others	5,820	3,418
	<u>5,820</u>	<u>6,086</u>

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

14. INCOME TAX EXPENSE

	<u>2015</u> US\$	<u>2014</u> US\$
Current year's provision	-	-
	<u>-</u>	<u>-</u>

The current year's income tax varied from the amount of income tax determined by applying the applicable Singapore statutory income tax rate of 17% (2014: 17%) to loss before income tax as a result of the following differences:

	<u>2015</u> US\$	<u>2014</u> US\$
Loss before income tax	(5,820)	(1,443)
Income tax benefit at statutory rate	(989)	(245)
Non-deductible expenses	989	245
	<u>-</u>	<u>-</u>

15. IMMEDIATE AND ULTIMATE HOLDING COMPANY

The Company's immediate and ultimate holding company is Prozone Enterprises Private Limited, a Company incorporated in India.

16. SIGNIFICANT RELATED PARTY TRANSACTIONS

In addition to the related party information disclosed elsewhere in the financial statements, the Company has transactions with the related parties on terms agreed between them with respects to the following during the financial year.

	<u>2015</u> US\$	<u>2014</u> US\$
Return of capital to the immediate holding company (Note 11)	-	42,976,402

Compensation key management personnel

There is no key management apart from the directors.

The directors did not receive any remuneration for the current and previous financial years.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

17. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Company's activities expose it to market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management strategy seeks to minimise adverse effects from the unpredictability of financial markets on the Company's financial performance.

(a) Market risk

(i) Foreign currency risk

The Company incurs foreign currency risk on transactions that are denominated in currency other than United States dollars such as Singapore dollars.

However, the Company does not use any hedging instruments to protect against the volatility associated with foreign currency purchases and other assets and liabilities created in the normal course of business.

The Company's currency exposure to Singapore dollars based on the information provided to key management is as follows:

	<u>2015</u> US\$	<u>2014</u> US\$
<u>Financial asset</u>		
Other receivables	6,846	6,846
<u>Financial liability</u>		
Other payables	(86,509)	(80,689)
Net currency exposure	<u>(79,663)</u>	<u>(73,843)</u>

If the Singapore dollars had strengthened/weakened by 9% (2014: 1%) against the United States dollars with all other variables including tax rate being held constant, the Company's loss after tax for the financial year would have been US\$7,100 (2014: US\$700) higher/lower as a result of currency translation gains/losses on the remaining Singapore dollars denominated financial assets and liabilities.

(ii) Interest rate risk

The Company has no significant exposure to market risk for changes in interest rate as it has no interest bearing borrowings. Hence, no sensitivity analysis disclosure has been made.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

17. FINANCIAL RISK MANAGEMENT (...CONT'D)

Financial risk factors (...cont'd)

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The major classes of financial assets of the Company are cash and cash equivalents and other receivables.

The Company's cash and cash equivalents are placed with a credit-worthy institution. As the Company does not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position.

(c) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash. The Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to meet its liquidity requirement. Management believes that the Company will have sufficient funding from its ultimate holding company, as necessary, to meet its financial obligations as and when they fall due. The ability of the Company to operate as a going concern is dependent on factors disclosed in Note 4.

The table below analyses the Company's non-derivative financial liabilities into relevant maturity grouping based on the remaining period from the end of each reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	<u>2015</u> US\$	<u>2014</u> US\$
<u>Less than 1 year</u>		
Other payables	86,509	80,689
Amount owing to immediate holding company	224,103	224,103
	<u>310,612</u>	<u>304,792</u>

(d) Fair value measurement

The carrying amounts of cash and cash equivalents, other receivables, other payables and amount owing to immediate holding company approximate their fair values due to their short-term nature.

PROZONE LIBERTY INTERNATIONAL LIMITED
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NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015 (...CONT'D)

17. FINANCIAL RISK MANAGEMENT (...CONT'D)

Financial risk factors (...cont'd)

(e) Categories of financial instruments

The following table sets out the Company's financial instruments as at the end of the reporting period:

	<u>2015</u> US\$	<u>2014</u> US\$
Financial assets		
Loans and receivables:		
Cash and cash equivalents	7,670	7,670
Other receivables	<u>6,846</u>	<u>6,846</u>
Financial liabilities		
Amortised cost:		
Other payables	86,509	80,689
Amount owing to immediate holding company	<u>224,103</u>	<u>224,103</u>

18. CAPITAL RISK MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholder value. The capital structure of the Company consists of its issued capital and retained earnings. In order to maintain or achieve an optimal capital structure, the Company may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares or obtain borrowings.

The Company is not subject to externally imposed capital requirements and its overall strategy remained unchanged for the financial years ended 31 March 2015 and 2014.

19. OTHER COMMITMENT

The Company has issued a joint guarantee in favour of a financial institution for one of its subsidiaries.

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED
31 MARCH 2015 (...CONT'D)**

20. STANDARDS ISSUED BUT NOT YET EFFECTIVE

At the date of authorisation of these financial statements, the following FRS and amendments to FRS that are relevant to the company were issued but not yet effective.

<u>Description</u>	<u>Effective for annual periods beginning on or after</u>
Annual Improvements (January 2014) - Amendments to FRS 24: Related Party Disclosure	1 July 2014
Improvements to FRS 2014 (February 2014) - Amendments to FRS 113: Fair Value Measurements	1 July 2014
Improvements to FRS 2014 (November 2014) - FRS 107: Financial Instruments-Disclosure	1 January 2016
Amendments to FRS 1: Disclosure initiative	1 January 2016

The Company expects the adoption of the above standards will have no financial effect on the financial statements in the period of initial application.

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**THE ACCOMPANYING SCHEDULE OF OPERATING EXPENSES HAS BEEN
PREPARED FOR MANAGEMENT PURPOSES ONLY AND DOES NOT FORM
PART OF THE AUDITED FINANCIAL STATEMENTS.**

PROZONE LIBERTY INTERNATIONAL LIMITED
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SCHEDULE OF OPERATING EXPENSES
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015

	<u>2015</u> US\$	<u>2014</u> US\$
<u>OPERATING EXPENSES</u>		
Auditor's remuneration	5,820	3,064
Bank charges	-	314
Exchange loss	-	40
Professional fees	-	2,668
	<u>5,820</u>	<u>6,086</u>

The above schedule of operating expenses has been prepared for management purposes only and does not form part of the audited financial statements.