EVERSPARK HONGKONG PRIVATE LIMITED

FINANCIAL STATEMENTS AS OF 31ST MARCH, 2015

TOGETHER WITH DIRECTORS' AND AUDITOR'S REPORT

RICHARD ALBUQUERQUE & CO.

CERTIFIED PUBLIC ACCOUNTANTS

Contents

	Page(s)
Corporate data	1
Report of the directors	2 - 3
Independent auditor's report	4 - 5
Statement of comprehensive income	6
Statement of financial position	7
Statement of changes in equity	8
Statement of cash flows	9
Notes to the financial statements	10 - 15
Detailed profit and loss statement	16

Corporate data

Directors

Suvamoy Saha Bibhu Ranjan Saha

Company secretary

Legal International Creation Limited

Registered office

1801 Chinachem Hollywood Centre, 1 Hollywood Road,

Central, Hong Kong

Auditor

Richard Albuquerque & Co. Certified Public Accountants

Rooms A & B, 2/F.,

Lee Kee Commercial Building, 221-227 Queen's Road Central,

Hong Kong

Report of the directors

The directors present to the shareholders their annual report and audited financial statements for the year ended March 31, 2015.

Principal activities

The Company engages in raw material trading on behalf of the holding company during the year.

Results and appropriations

The results of the Company for the year ended March 31, 2015 are set out in the statement of comprehensive income on page 6.

The directors do not recommend the payment of a final dividend or any transfer to reserves for the year ended March 31, 2015 (2014: Nil).

Share capital

Details of the Company's share capital during the year are set out in note 7 to the financial statements.

On November 24, 2014, the Company alloted 387,510 ordinary shares of HK\$1 each to broaden the capital base of the Company to HK\$ 2,084,137.

On Feburary 04, 2015, the Company allotted 1,182,467 ordinary shares of HK\$1 each to broaden the capital base of the Company to HK\$ 3,266,604.

Directors

The directors at the date of this report are set out on page 1.

Rotation of directors

The Company's Articles of Association does not provide for the mandatory retirement or rotation of directors. Accordingly, all directors continue in office.

The Company did not enter into any contract, other than the contracts of service with the directors or any person engaged in the full-time employment of the Company, whereby any individual, firm or body corporate undertakes the management and administration of the whole, or any substantial part of any business of the Company.

Directors' interests in contracts of significance

No contract of significance to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Arrangement to purchase shares or debenture

At no time during the year was the Company a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisiton of shares in, or debentures of, the Company or any other body corporate, and neither the directors nor the chief executive, nor any of their spouses or children under the age of 18, had any right to subscribe for the securities of the Company, or had exercised any such right.

Report of the directors (continued)

Management contracts

No substantial contracts concerning the management and administration of the Company were entered into or existed during the year.

Other disclosures

There are no other disclosures required under the Companies Ordinance.

Auditor

The financial statements have been audited by Messrs. Richard Albuquerque & Co., Certified Public Accountants, who retire and, being eligible, offer themselves for re-appointment.

On behalf of the Board

1 4 APR 2015

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RICHARD ALBUQUERQUE & CO.

Certified Public Accountants

Richard Albuquerque & Co.

CERTIFIED PUBLIC ACCOUNTANTS

Room A & B, 2nd Floor, Lee Kee Commercial Building, 221-227 Queen's Road Central, Hong Kong

Tel: (852) 2544 4068 Fax: (852) 2544 5568

Independent auditors' report to the shareholders of Perfect Hard Development Limited

鋼榮發展有限公司

(Incorporated in Hong Kong with limited liability)

We have audited the financial statements of Perfect Hard Development Limited ("the Company") set out on pages 6 to 17, which comprise the statement of financial position as at March 31, 2014, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

Directors' responsibility for the financial statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standard for Private Entities ("HKFRS for Private Entities") issued by the Hong Kong Institute of Certified Public Accountants and the Hong Kong Companies Ordinance, 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.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit and to report our opinion solely to you, as a body, in accordance with section 80 of Schedule 11 to the Hong Kong Companies Ordinance (Cap.622), and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants. 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 judgment, 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 the directors, 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.

Richard Albuquerque & Co.

CERTIFIED PUBLIC ACCOUNTANTS

Independent auditor's report to the shareholders of Everspark Hong Kong Private Limited

(Incorporated in Hong Kong with limited liability)

Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of its loss and cash flows of the Company for the year then ended in accordance with HKFRS for Private Entities and have been properly prepared in accordance with the predecessor Hong Kong Companies Ordinance (Cap. 32).

Richard Albuquerque & Co.
Certified Public Accountants

Rooms A & B, 2/F.,

Lee Kee Commercial Building, 221-227 Queen's Road Central,

Hong Kong

Hong Kong: 1 4 APR 2015

Statement of comprehensive income

For the year ended March 31, 2015

	<u>Notes</u>	2015 HK\$	<u>2014</u> НК\$
Turnover	4	66,442,958	2,021,216
Cost of goods sold		(66,442,958)	(2,021,216)
Gross profit		-	
Other revenue	4	606,377	200,610
Finance costs		(302,086)	
Administrative expenses		(304,291)	(205,410)
Loss before taxation	5	-	(4,800)
Income tax expense	6		-
Loss for the year		=	(4,800)
Other comprehensive income for the year			
Total comprehensive loss for the year		-	(4,800)

Statement of financial position

As at March 31, 2015

	<u>Notes</u>	<u>2015</u> HK\$	2014 HK\$
Assets			
Current assets		31,446,323	2,021,894
Accounts receivable	8	523,227	115,994
Amount due from holding company Prepayment	O.	6,538	4,114
Cash at bank		5,455,154	396,888
		37,431,242	2,538,890
Total assets		37,431,242	2,538,890
Equity and liabilities			
Capital and reserves			
Share capital	7	3,266,604	1,696,627
Accumulated losses		(62,896)	(62,896)
Total equity		3,203,708	1,633,731
Current liabilities			
Bank Loan		25,358,814	April 1 September
Accounts payable		8,719,409	874,615
Interest Payable		127,211	30,544
Accrued charges		22,100 34,227,534	905,159
8.		34,227,034	900,100
Total liabilities		34,227,534	905,159
Total equity and liabilities		37,431,242	2,538,890

The financial statements on pages 6 to 15 were approved and authorized for issue by the board of directors on and are signed on its behalf by: 1 4 APR 2015

The annexed notes form an integral part of these financial statements.

Page 7

Certified True Copy Richard Alburguengus & Co.

RICHARD ALBUQUERQUE & CO. Certified Public Accountants

Statement of changes in equity

For the year ended March 31, 2015

	Share <u>capital</u> HK\$	Accumulated <u>losses</u> HK\$	<u>Total</u> HK\$
Balance at March 31, 2013	100	(58,096)	(57,996)
Allotment of new shares on October 31, 2013	9,900	=	9,900
Allotment of new shares on Feburary 25, 2014	1,686,627	-	1,686,627
Total comprehensive loss for the year		(4,800)	(4,800)
Balance at March 31, 2014	1,696,627	(62,896)	1,633,731
Allotment of new shares on November 24, 2014	387,510	14	387,510
Allotment of new shares on Feburary 4, 2015	1,182,467		1,182,467
Total comprehensive loss for the year	**************************************		
	3,266,604	(62,896)	3,203,708

Statement of cash flows

For the year ended March 31, 2015

	<u>2015</u> HK\$	<u>2014</u> HK\$
Operating activities Loss before taxation	. *	(4,800)
Adjustments for:- Increase in Accounts receivable Increase in Amount due from the holding company Decrease / (Increase) in Prepayment Increase in Accounts payable (Decrease) / Increase in Amount due to the holding company Increase / (Decrease) in Accrued charges Increase / (Decrease) in Interest Payable	(29,424,429) (407,233) (2,424) 7,844,794 - (8,444) 127,211	(2,021,894) (115,994) - 874,615 (58,638) 27,072
Net cash used in operating activities	(21,870,525)	(1,299,639)
Investing activities		
Increase in Share capital	1,569,977	1,696,527
Net cash generated from investing activities	1,569,977	1,696,527
Financing activities		
Net cash inflow from financing activities	25,358,814	
Net increase in cash and cash equivalents	5,058,266	396,888
Cash and cash equivalents at beginning of the year	396,888	
Cash and cash equivalents at end of the year	5,455,154	396,888
Analysis of cash and cash equivalents Cash at bank	5,455,154	396,888

The annexed notes form an integral part of these financial statements.

Notes to the financial statements

For the year ended March 31, 2015

1) General information

Everspark Hong Kong Private Limited is a limited liability company incorporated in Hong Kong under the Companies Ordinance (Chapter 32). The registered office is disclosed in the "Corporate data" section to this annual report. The Company engages in raw material trading on behalf of holding company during the year.

2) Summary of significant accounting policies

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standard for Private Entities ("HKFRS for Private Entities") issued by the Hong Kong Institute of Certified Public Accountants. These financial statements also comply with the applicable requirements of the Hong Kong Companies Ordinance which concern the preparation of financial statements, which for this financial year and the comparative period continue to be those of the predecessor Companies Ordinance (Cap. 32), in accordance with transitional and saving arrangements for Part 9 of the Hong Kong Companies Ordinance (Cap. 622), "Accounts and Audit", which are set out in sections 76 to 87 of Schedule 11 to that Ordinance. They have been prepared under the historical cost convention, as modified by valuation of derivative financial instruments at fair value.

The principal accounting policies applied in the preparation of these financial statements are set out below.

a) Basis of presentation

The preparation of financial statements in conformity with the HKFRS for Private Entities requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Company's accounting policies. Areas involving a higher degree of judgment or complexity, or areas where assumptions and estimations are significant to the financial statements, are disclosed in note 3.

b) Revenue recognition

Revenue is recognized when it is probable that the economic benefits will flow to the Company and when the revenue can be measured reliably, on the following bases:

 (i) on the sale of goods, when the significant risks and rewards of ownership have been transferred to the buyer, provided that the Company maintains neither managerial involvement to the degree usually associated with ownership, nor effective control over the goods sold;

c) Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxation profit differs from profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years, and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting year.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences, and deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilized. Such assets and liabilities are not recognized if the temporary differences arises from goodwill (or negative goodwill) or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Notes to the financial statements (continued)

For the year ended March 31, 2015

2) Summary of significant accounting policies (continued)

c) Taxation (continued)

Deferred tax liabilities are recognized for taxable temporary differences arising on investments in subsidiaries, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realized. Deferred tax is charged or credited in the profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in other comprehensive income.

d) Related parties

For the purpose of these financial statements, related party includes a person and entity as defined below:

- 1) A person or a close member of that person's family is related to the Company if that person:
 - (i) is a member of the key management personnel of the Company or of a parent of the Company;
 - (ii) has control over the Company; or
 - (iii) has joint control or significant influence over the reporting entity or has significant voting power in it.
- II) An entity is related to the Company if any of the following conditions applies:
 - (i) the entity and the Company are members of the same company (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (ii) either entity is an associate or joint venture of the other entity (or of a member of a company of which the other entity is a member);
 - (iii) both entities are joint ventures of a third entity;
 - (iv) either entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) 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 reporting entity is itself such a plan, the sponsoring employers are also related to the plan;
 - (vi) the entity is controlled or jointly controlled by a person identified in (I);
 - (vii) a person identified in (I) (i) has significant voting power in the entity.

Notes to the financial statements (continued)

For the year ended March 31, 2015

2) Summary of significant accounting policies (continued)

e) Foreign currency transactions

i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates (the functional currency). These financial statements are presented in Hong Kong dollars, which is the Company's functional presentation currency.

ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in profit or loss.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in profit or loss within "finance costs". All other foreign exchange gains and losses are presented in profit or loss within "other revenue" or "administrative and operating expenses".

f) Share capital

Ordinary shares are classified as equity.

Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

g) Accounts receivable

Accounts receivable are recognized initially at the transaction price. They are subsequently measured at amortized cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

h) Accounts payable

Accounts payable are recognized initially at the transaction price and subsequently measured at amortized cost using the effective interest method.

i) Cash and cash equivalents

Cash and cash equivalents includes cash on hand, demand deposits and other short-term highly liquid investments with original maturities of three months or less. Bank overdraft is shown within borrowings in current liabilities on the statement of financial position.

Notes to the financial statements (continued)

For the year ended March 31, 2015

2) Summary of significant accounting policies (continued)

j) Provisions and contingent liabilities

Provisions are recognized for liabilities of uncertain timing or amount when there is a legal or benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

3) Key sources of estimation uncertainty

The Company's management makes assumptions, estimates and judgments in the process of applying the Company's accounting polices that affect the assets, liabilities, income and expenses in the financial statements prepared in accordance with HKFRS for Private Entities. The assumptions, estimates and judgments are based on historical experience and other factors that are believed to be reasonable under the circumstances. While the management reviews their judgments, estimates and assumptions continuously, the actual results will seldom equal to the estimates.

Assumption and estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are set out as follows:

i) Estimated allowance for doubtful debts

The Company makes allowance for doubtful debts based on an assessment of the recoverability of trade and other receivables. The identification of doubtful debts requires the use of judgment and estimates. Where the expectation on the recoverability of trade and other receivables is different from the original estimate, such difference will impact carrying value of trade and other receivable and doubtful debt expenses in the years in which such estimate has been changed.

4) Turnover and other revenue

Turnover represents gross invoiced value of goods sold less discounts and returns during the year. An analysis of turnover and other revenue is as follows:-

	<u>2015</u> HK\$	<u>2014</u> HK\$
Turnover	,	N 500 2906
- Sales	66,442,958	2,021,216
Other revenue		
- Exchange gain	=	1,150
- Liabilities written back	801	-
- Sundry income	605,576	199,460
	606,377	200,610
Total revenue recognized during the year	67,049,335	2,221,826

Notes to the financial statements (continued)

For the year ended March 31, 2015

5) Loss	before	taxation
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Loss before taxation is arrived at after charging the following:-

<u>2015</u> HK\$	2014 HK\$
20,000	6,000
1,517	1,517
22,594	56,480

6) Income tax expense

Business registration fee Professional fees

Audit fee

No provision for taxation has been made since the Company has made no assessable profits for the year.

No provision has been made for deferred taxation as the Company does not have material deductible or taxable temporary differences.

7) Share capital

Share capital	<u>2015</u> HK\$	<u>2014</u> НК\$
Issued and fully paid: Ordinary shares of HK\$1 each	3,266,604	1,696,627

Under the Hong Kong Companies Ordinance (Cap. 622), which commenced operation on March 3, 2014, the concept of authorized share capital no longer exists.

On November 24, 2014, the Company alloted 387,510 ordinary shares of HK\$1 each to broaden the capital base of the Company to HK\$ 2,084,137.

On Feburary 04, 2015, the Company allotted 1,182,467 ordinary shares of HK\$1 each to broaden the capital base of the Company to HK\$ 3,266,604.

8) Amount due from a holding company

Amount due from a director pursuant to section 78 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), which requires compliance with section 161B of the predecessor Hong Kong Companies Ordinance (Cap. 32), is as follows:

	Dr. / (Cr.)	Dr. / (Cr.)	Maximum debit
	Balance	Balance	balance outstanding
Name of holding company	at 31/3/2014	at 31/3/2014	during the year
	HK\$	HK\$	HK\$
Eveready Industries India Limited,			
India	523,227	115,994	523,227

The amount due is unsecured, non-interest bearing and without fixed terms of repayment.

Notes to the financial statements (continued)

For the year ended March 31, 2015

9) Related party transactions

In addition to the transactions and balances detailed elsewhere in these financial statements, the company had the following transactions with related parties:

2015 HK\$ <u>2014</u> HK\$

Sales to Eveready Industries India Limited

66,442,958

2,021,216

10) Directors' remuneration

There were no directors' remuneration paid or payable pursuant to section 78 of Schedule 11 to the Hong Kong Companies Ordinance (Cap. 622), which requires compliance with section 161 of the predecessor Hong Kong Companies Ordinance (Cap. 32).

Detailed profit and loss statement

For the year ended March 31, 2015

	For information of	For information of management only	
	<u>2015</u> HK\$	<u>2014</u> HK\$	
Turnover Sales	66,442,958	2,021,216	
Cost of goods sold Purchases	66,442,958	2,021,216	
Gross profit	***************************************		
Other revenue Liabilities written back (Arun Nigam Associates) Sundry income	801 605,576 606,377	1,150 199,460 200,610	
Administrative expenses Audit fee Bank charges Banking processing fees Business registration fee Professional fees Sundry expenses Exchange Loss Finance Costs Bank Loan Interest costs	20,000 223,750 31,000 1,517 22,594 2,871 2,559 304,291	6,000 5,399 135,714 1,517 56,480 300 - 205,410	
Loss before taxation	_	(4,800)	