

EVERSPARK HONG KONG PRIVATE LIMITED

FINANCIAL STATEMENTS AS AT MARCH 31, 2014

TOGETHER WITH DIRECTORS' AND AUDITOR' S REPORTS

RICHARD ALBUQUERQUE & CO.

CERTIFIED PUBLIC ACCOUNTANTS

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Everspark Hong Kong Private Limited

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 sole shareholder their annual report and audited financial statements for the year ended March 31, 2014.

Principal activities

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

Results and appropriations

The results of the Company for the year ended March 31, 2014 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, 2014 (2013: Nil).

Share capital

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

On October 31, 2013, the Company increased its authorized share capital to HK\$ 5,000,000 by the creation of 4,990,000 shares of HK\$1 each. On the same day, the Company allotted 9,900 ordinary shares of HK\$1 each to broaden the capital base of the Company.

On February 25, 2014, the Company allotted 1,686,627 ordinary shares of HK\$1 each to broaden the capital base of the Company.

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 acquisition 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)

Directors (continued)

Management contracts

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

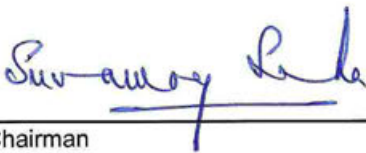
Other disclosures

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



Chairman

Hong Kong: - 2 MAY 2014

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

(Incorporated in Hong Kong with limited liability)

We have audited the financial statements of Everspark Hong Kong Private Limited set out on pages 6 to 15, 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 the Hong Kong Financial Reporting Standard 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.

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 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 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.

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 the Company's affairs as at March 31, 2014, and of its loss and cash flows for the year then ended in accordance with the Hong Kong Financial Reporting Standard for Private Entities and have been properly prepared in accordance with the Hong Kong Companies Ordinance.



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: - 2 MAY 2014

Everspark Hong Kong Private Limited

Statement of comprehensive income

For the year ended March 31, 2014

| | <u>Notes</u> | <u>2014</u> HK\$ | <u>2013</u> HK\$ |
|---|--------------|-----------------------|------------------------|
| Turnover | 4 | 2,021,216 | - |
| Cost of goods sold | | <u>(2,021,216)</u> | <u>-</u> |
| Gross profit | | - | - |
| Other revenue | 4 | 200,610 | - |
| Administrative expenses | | <u>(205,410)</u> | <u>(11,603)</u> |
| Loss before taxation | 5 | (4,800) | (11,603) |
| Income tax expense | 6 | <u>-</u> | <u>-</u> |
| Loss for the year | | (4,800) | (11,603) |
| Other comprehensive income for the year | | <u>-</u> | <u>-</u> |
| Total comprehensive loss for the year | | <u><u>(4,800)</u></u> | <u><u>(11,603)</u></u> |

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

Everspark Hong Kong Private Limited

Statement of financial position

As at March 31, 2014

| | Notes | 2014 HK\$ | 2013 HK\$ |
|-------------------------------------|-------|------------------|-----------------|
| Assets | | | |
| <i>Current assets</i> | | | |
| Accounts receivable | | 2,021,894 | - |
| Amount due from holding company | 8 | 115,994 | - |
| Prepayment | | 4,114 | 4,114 |
| Cash at bank | | 396,888 | - |
| | | <u>2,538,890</u> | <u>4,114</u> |
| Total assets | | <u>2,538,890</u> | <u>4,114</u> |
| Equity and liabilities | | | |
| <i>Capital and reserves</i> | | | |
| Share capital | 7 | 1,696,627 | 100 |
| Accumulated losses | | <u>(62,896)</u> | <u>(58,096)</u> |
| Total equity | | <u>1,633,731</u> | <u>(57,996)</u> |
| <i>Current liabilities</i> | | | |
| Accounts payable | | 874,615 | - |
| Amount due to the holding company | 8 | - | 58,638 |
| Accrued charges | | 30,544 | 3,472 |
| | | <u>905,159</u> | <u>62,110</u> |
| Total liabilities | | <u>905,159</u> | <u>62,110</u> |
| Total equity and liabilities | | <u>2,538,890</u> | <u>4,114</u> |

The financial statements on pages 6 to 15 were approved and authorized for issue by the board of directors on
- 2 MAY 2014 and are signed on its behalf by:



Director



Director

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

Everspark Hong Kong Private Limited

Statement of changes in equity

For the year ended March 31, 2014

| | Share capital HK\$ | Accumulated losses HK\$ | Total HK\$ |
|--|--------------------------|-------------------------------|------------------|
| Balance at April 1, 2012 | 100 | (46,493) | (46,393) |
| Total comprehensive loss for the year | <u>-</u> | <u>(11,603)</u> | <u>(11,603)</u> |
| 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 February 25, 2014 | 1,686,627 | - | 1,686,627 |
| Total comprehensive loss for the year | <u>-</u> | <u>(4,800)</u> | <u>(4,800)</u> |
| Balance at March 31, 2014 | <u>1,696,627</u> | <u>(62,896)</u> | <u>1,633,731</u> |

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

Everspark Hong Kong Private Limited

Statement of cash flows

For the year ended March 31, 2014

| | <u>2014</u> HK\$ | <u>2013</u> HK\$ |
|--|---------------------|---------------------|
| Operating activities | | |
| Loss before taxation | (4,800) | (11,603) |
| Adjustments for:- | | |
| Increase in Accounts receivable | (2,021,894) | - |
| Increase in Amount due from the holding company | (115,994) | - |
| Decrease / (Increase) in Prepayment | - | (4,114) |
| Increase in Accounts payable | 874,615 | - |
| (Decrease) / Increase in Amount due to the holding company | (58,638) | 26,562 |
| Increase / (Decrease) in Accrued charges | 27,072 | (10,845) |
| Net cash used in operating activities | (1,299,639) | - |
| Investing activities | | |
| Increase in Share capital | 1,696,527 | - |
| Net cash generated from investing activities | 1,696,527 | - |
| Financing activities | | |
| Net cash inflow from financing activities | - | - |
| Net increase in cash and cash equivalents | 396,888 | - |
| Cash and cash equivalents at beginning of the year | - | - |
| Cash and cash equivalents at end of the year | 396,888 | - |
| Analysis of cash and cash equivalents | | |
| Cash at bank | 396,888 | - |

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

Notes to the financial statements

For the year ended March 31, 2014

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 of the Company have been prepared in accordance with the HKFRS for Private Entities issued by the Hong Kong Institute of Certified Public Accountants and the requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention.

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 4.

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.

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.

Notes to the financial statements (continued)

For the year ended March 31, 2014

2) Summary of significant accounting policies (continued)

c) Taxation (continued)

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:

- I) 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, 2014

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, 2014

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 policies 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>2014</u> HK\$ | <u>2013</u> HK\$ |
|--|---------------------|---------------------|
| Turnover | | |
| - Sales | 2,021,216 | - |
| Other revenue | | |
| - Exchange gain | 1,150 | - |
| - Sundry income | 199,460 | - |
| | <u>200,610</u> | <u>-</u> |
| Total revenue recognized during the year | <u>2,221,826</u> | <u>-</u> |

Everspark Hong Kong Private Limited

Notes to the financial statements (continued)

For the year ended March 31, 2014

5) Loss before taxation

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

| | <u>2014</u> HK\$ | <u>2013</u> HK\$ |
|---------------------------|---------------------|---------------------|
| Audit fee | 6,000 | 2,500 |
| Business registration fee | 1,517 | 436 |
| Professional fees | <u>56,480</u> | <u>6,390</u> |

6) Income tax expense

No provision for taxation has been made since the Company has 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

| | <u>2014</u> HK\$ | <u>2013</u> HK\$ |
|---|---------------------|---------------------|
| Authorised: 5,000,000 ordinary shares of HK\$1 each | <u>5,000,000</u> | <u>10,000</u> |
| Issued and fully paid: 1,696,627 ordinary shares of HK\$1 each | <u>1,696,627</u> | <u>100</u> |

On October 31, 2013, the Company increased its authorized share capital to HK\$ 5,000,000 by the creation of 4,990,000 shares of HK\$1 each. On the same day, the Company allotted 9,900 ordinary shares of HK\$1 each to broaden the capital base of the Company.

On February 25, 2014, the Company allotted 1,686,627 ordinary shares of HK\$1 each to broaden the capital base of the Company.

8) Amount due from / (to) a holding company

Amount due from / (to) a holding company pursuant to Section 161B of the Companies Ordinance is disclosed as follows:

| <u>Name of holding company</u> | <u>Dr. / (Cr.) Balance at 31/3/2014 HK\$</u> | <u>Dr. / (Cr.) Balance at 31/3/2013 HK\$</u> | <u>Maximum debit balance outstanding during the year HK\$</u> |
|---|--|--|---|
| Eveready Industries India Limited, India | <u>115,994</u> | <u>(58,638)</u> | <u>115,994</u> |

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, 2014

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:

| | <u>2014</u> HK\$ | <u>2013</u> HK\$ |
|--|---------------------|---------------------|
| Sales to Eveready Industries India Limited | <u>2,021,216</u> | <u>-</u> |

10) *Directors' remuneration*

There were no directors' remuneration paid or payable pursuant to Section 161 of the Company Ordinance.

Everspark Hong Kong Private Limited

Detailed profit and loss statement

For the year ended March 31, 2014

For information of management only

| | <u>2014</u> HK\$ | <u>2013</u> HK\$ |
|--------------------------------|---------------------|---------------------|
| Turnover | | |
| Sales | 2,021,216 | - |
| Cost of goods sold | | |
| Purchases | 2,021,216 | - |
| Gross profit | - | - |
| Other revenue | | |
| Exchange gain | 1,150 | - |
| Sundry income | 199,460 | - |
| | 200,610 | - |
| Administrative expenses | | |
| Audit fee | 6,000 | 2,500 |
| Bank charges | 5,399 | - |
| Banking processing fees | 135,714 | - |
| Business registration fee | 1,517 | 436 |
| Professional fees | 56,480 | 6,390 |
| Sundry expenses | 300 | 2,277 |
| | 205,410 | 11,603 |
| Loss before taxation | (4,800) | (11,603) |