

شاه & الشمالي اسوسيتس محاسبون قانونيون

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INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF ZUARI INFRAWORLD S J M PROPERTIES L.L.C

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of ZUARI INFRAWORLD S J M PROPERTIES L.L.C (Formerly known as SJM ELYSIUM PROPERTIES L.L.C), which comprise the statement of financial position as at 31 March 2017, statement of profit or loss and other comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of ZUARI INFRAWORLD S J M PROPERTIES L.L.C (Formerly known as SJM ELYSIUM PROPERTIES L.L.C) as at 31 March 2017, its financial performance and its cash flows for the year then ended in accordance with the International Financial Reporting Standards.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in United Arab Emirates, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

Responsibilities of Management and Those Charged With Governance for the financial statements Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards and the UAE Federal Law No. 2 of 2015, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:







INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF ZUARI INFRAWORLD S J M PROPERTIES L.L.C

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Auditors' responsibilities for the audit of the financial statements (cont'd)

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report.. However, future events or conditions may cause the company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

Further, as required by the UAE Federal Law No. 2 of 2015, we report that:

- 1) We have obtained all the information we considered necessary for the purpose of our audit;
- 2) The financial statements have been prepared and comply, in all material respects, with applicable provisions of the UAE Federal Law No. 2 of 2015;
- 3) The company has maintained proper books of accounts;
- 4) The financial information included in the Managing Director's report is consistent with the books of accounts of the company;
- 5) The company has not purchased or invested in any shares during the financial year ended 31 March 2017.





INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF ZUARI INFRAWORLD S J M PROPERTIES L.L.C

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Report on Other Legal and Regulatory Requirements (cont'd)

Shed Accounts

- 6) Note 13 to the financial statements discloses material related party transactions and the terms under which they were conducted; and
- 7) Based on the information that has been made available to us, nothing has come to our attention which causes us to believe that the company has contravened during the year ended 31 March company, its Articles or position as at 31 March 2017 2017 any of the applicable provisions of the UAE Federal Law No. 2 of 2015, or in respect of the company, its Articles of Association which would materially affect its activities or its financial

Signed by: C. D. Shah

Partner

Registration No. 677

Shah & Alshamali Associates Chartered Accountants

8 May 2017

Dubai

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Statement of Financial Position

31 March 2017

ACCETC	Notes	2017 AED	2016 AED
ASSETS	5	707.264	
Property, plant and equipment	5	707,364	06.052.057
Development property	6	41,447,985	26,053,257
Advance for investment	7	10,500,000	-
Other receivables	8	475,480	-
Prepayment		-	11,505
Cash and cash equivalents	9	285,712	178,838
		53,416,541	26,243,600
Total assets		53,416,541	26,243,600
EQUITY AND LIABILITIES			
Capital and reserves			
Partners' funds			
Share capital	10	300,000	300,000
Accumulated losses		(758,714)	(347,811)
Total partners' funds/ (deficit)		(458,714)	(47,811)
Liabilities			
Trade payables		1,386,141	_
Advance from parent company	11	52,464,156	26,291,411
Accruals	**	24,958	20,271,111
1100111111		53,875,255	26,291,411
		33,073,233	20,271,411
Total equity and liabilities		53,416,541	26,243,600



(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 March 2017

	2017 AED	2016 AED
Revenue	_	
Expenditure		
Rent	(88,023)	(46,017)
Other administrative expenses	(269,078)	(42,478)
Depreciation	(46,461)	-
Finance cost	(7,341)	
Total expenditure	(410,903)	(88,495)
Loss for the year	(410,903)	(88,495)
Other comprehensive income / (loss)		
Total comprehensive loss for the year	(410,903)	(88,495)

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Statement of Changes in Equity for the year ended 31 March 2017

	Share capital AED	Accumulated losses AED	Total AED
As at 31 March 2015	300,000	(259,316)	40,684
Loss for the year		(88,495)	(88,495)
As at 31 March 2016	300,000	(347,811)	(47,811)
Loss for the year		(410,903)	(410,903)
As at 31 March 2017	300,000	(758,714)	(458,714)

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Statement of Cash Flows

for the year ended 31 March 2017

	Note	2017 AED	2016 AED
Cash flows from operating activities			
Loss for the year		(410,903)	(88,495)
Adjustment for:			
Depreciation		46,461	_
Operating loss before working capital changes		(364,442)	(88,495)
(Increase)/ decrease in development property		(15,394,728)	(22,332,425)
(Increase)/ decrease in other receivables and prepayment		(463,975)	46,017
Increase/ (decrease) in trade payables and accruals		1,411,099	2
Increase/ (decrease) in due to parent company		7,587,745	22,369,045
Net cash from / (used in) operating activities		(7,224,301)	(5,858)
Cash flows from investing activity Payment for purchase of property, plant and equipment Net cash from / (used in) investing activity		(753,825) (753,825)	
Cash flows from financing activity Funds advanced from parent company Net cash from / (used in) financing activity		8,085,000 7,942,386	-
Net increase/ (decrease) in cash and cash equivalents Cash and cash equivalents at the beginning of the year Cash and cash equivalents at the end of the year	9	106,874 178,838 285,712	(5,858) 184,696 178,838

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

1. Legal status and activity

ZUARI INFRAWORLD S J M PROPERTIES L.L.C (the "company") is a limited liability company incorporated in the Emirate of Dubai in accordance with the provisions of Article 218 of the U.A.E. Federal Commercial Companies Law No. 8 of 1984, as amended. The Federal Law No. 2 of 2015, concerning Commercial Companies has come into effect from 1 July 2015, replacing the existing Federal Law No. 8 of 1984. The registered address of the company is P O Box 117809, Dubai, U.A.E.

The company is engaged in real estate development of residential project, "Adventz Tower" in Burj District, emirate of Dubai, U.A.E. in a joint venture with Green Tree Property Management Co. LLC, a group company of DAS Holdings of Abu Dhabi. The company proposes to develop a 71-storey building housing luxury residential apartments and retail establishments which is expected to be completed by the year 2020. The company is in the initial stage of operations and is yet to appoint the main contractor for the project.

2. Basis of preparation

As at 31 March 2017, although accumulated losses amounted to more than 50% of the company's paid up share capital, the accompanying financial statements have been prepared on the basis that the company will continue as a going concern. The continuation of the company as a going concern is dependent upon the parent company continuing to provide the necessary financial support. Further, the parent companies have resolved not to dissolve the company as required by UAE Federal Law No. 2 of 2015. In the opinion of the management, the going concern assertion remains appropriate for the following reasons:

- The parent company has confidence in the project and will ensure that adequate funds are introduced / maintained in the company to ensure that all short, medium and long term liabilities are met as they fall due.
- During the year, the parent company has availed term loan for the real estate development project being undertaken by the company.
- Future forecast reflects a continuation of a positive operating and financial performance.
- Creditors are timely paid resulting in unabated financial support from them.
- Key executive management is in place.
- There are no pending changes in government legislation that may adversely affect the company.

Statement of compliance

The financial statements have been prepared under accrual basis of accounting and in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC) and the applicable requirements of U.A.E. laws.

Basis of measurement

The financial statements are prepared under the historical cost basis.

Functional and presentation currency

The financial statements have been presented in UAE Dirhams (AED), being the functional and presentation currency of the company.

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

Basis of preparation (cont'd)

Use of estimates and judgments

The preparation of the financial statements requires management to make estimates and assumptions that may affect the reported amount of financial assets and liabilities, revenue, expenses, disclosure of contingent liabilities and the resultant provisions and fair values. Such estimates are necessarily based on assumptions about the several factors and actual results may differ from reported amounts.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are discussed in note 4.

Application of new and revised International Financial Reporting Standards (IFRS)

The company adopted all applicable accounting standards and amendments which are effective for annual periods beginning on or after 1 April 2016. The company has not early adopted any other standard, interpretation or amendment that has been issued but are not yet effective.

3. Summary of significant accounting policies

The accounting policies, which are consistent with those used in the previous year, in dealing with items that are considered material in relation to the financial statements are as follows:

Property, plant and equipment

Property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual value using straight-line method over their estimated useful lives of 3 to 10 years. The carrying amounts are reviewed at each statement of financial position date to assess whether they are recorded in excess of recoverable amount. Where carrying amount exceeds the recoverable amount, property, plant and equipment are written down to their recoverable amount.

Development property

Properties in the course of construction for sale in the ordinary course of business are classified as development properties and are stated at lower of cost or net realizable value. Cost includes planning and design costs, cost of site preparation, borrowing costs, professional fees for legal services, staff costs and other related costs. Net realizable value is estimated by the management, taking into account the expected price which can be ultimately achieved, based on prevailing market conditions.

Financial instruments

Financial assets and financial liabilities are recognized when, and only when, the company becomes a party to the contractual provisions of the instrument. Financial assets are de-recognized when, and only when, the contractual rights to receive cash flows expire or when substantially all the risks and rewards of ownership have been transferred. Financial liabilities are de-recognized when, and only when, they are extinguished, cancelled or expired.

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

Summary of significant accounting policies (cont'd)

Financial assets

The financial assets comprise other receivables, cash and bank balance.

Other current financial assets

Other current financial assets represent refundable deposits and staff advances.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and bank current account that is readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value.

Financial liabilities

The financial liabilities include advance from parent company, trade payables and accruals.

Other payables

Liabilities are recognized for amounts to be paid in the future for services received, whether invoiced or not.

Foreign currency transactions

Transactions in foreign currencies are converted into UAE Dirhams at the rate of exchange ruling as on date of transaction. Assets and liabilities expressed in foreign currencies are translated into UAE Dirhams at the rate of exchange ruling at the date of statement of financial position. Resulting gain or loss is taken to the statement of profit or loss and other comprehensive income.

4. Significant judgment employed in applying accounting policies and key sources of estimation uncertainty

4.1 Significant judgment employed

The significant judgment made in applying accounting policies that has the most significant effect on the amounts recognized in the financial statements pertains to impairment. At each reporting date, management conducts an assessment of property, plant and equipment, development property and all financial assets to determine whether there are any indications that they may be impaired. In the absence of such indications, no further action is taken. If such indications do exist, an analysis of each asset is undertaken to determine its net recoverable amount and, if this is below its carrying amount, a provision is made.

In the case of loans and receivables, if an amount is deemed irrecoverable, it is written off to profit or loss and other comprehensive income or, if previously a provision was made, it is written off against the provision. Reversals of provisions against loans and receivables are made to the extent of the related amounts being recovered.

4.2 Key sources of estimation uncertainty

Key assumptions made concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

Key sources of estimation uncertainty (cont'd)

Property, plant and equipment

The management determines the estimated useful lives of its property, plant and equipment for calculating depreciation. This estimate is determined after considering the expected usage of the asset or physical wear and tear. The management periodically reviews estimated useful lives and the depreciation method to ensure that the method and period of depreciation are consistent with the expected pattern of economic benefits from these assets.

Impairment

Assessment of net recoverable amount of property, plant and equipment, development property and all financial assets per above, are based on assumptions regarding future cash flows expected to be received from related assets.

Development property

Development property is stated at lower of cost or net realizable value. Management of the company has assessed the net realizable value of its development property for impairment. The project is in initial stage and external valuation is not carried out.

5. Property, plant and equipment

	Furniture, fixtures and office equipment AED	Vehicles # AED	Total AED
Cost As at 01.04.2016 Additions during the year As at 31.03.2017	12,326	741,499	753,825
	12,326	741,499	753,825
Depreciation As at 01.04.2016 Charge for the year As at 31.03.2017	856	45,605	46,461
	856	45,605	46,461
Net book value As at 31.03.2017 As at 31.03.2016	<u>11,470</u> 	<u>695,894</u>	707,364

[#] Purchased under instalment plan by parent company.

6. Development property

This comprises expenditure incurred/payments made to consultants, architects, government agencies, finance charges, management fees and other direct costs for development of residential project. Movement during the year is as follows:

	2017 AED	2016 AED
Balance at the beginning of the year	26,053,257	3,720,832
Additions	15,394,728	22,332,425
Balance at the end of the year	<u>41,447,985</u>	26,053,257

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

Development property (cont'd)

Impairment of development property

At 31 March 2017, the company reviewed the carrying value of its development property by assessing the net realizable value of the project. The key judgement in this review was estimating the realizable value of the project, which is determined by forecasting sales rates, expected sales prices and estimated costs to complete. This review by the management did not result in impairment during the current year, reflecting stable macroeconomic conditions an expected future sales prices.

7. Advance for investment

This represents 50% advance payment made for investment in a private limited liability offshore company owning a plot of land on which the project is undertaken.

0	Other was shalles	2017 AED	2016 AED
8.	Other receivables		
	Deposits Staff advances	137,692 337,788 475,480	
9.	Cash and cash equivalents		
	Cash on hand Bank balance in:	158,376	178,838
	Current account	127,336 285,712	178,838
10.	Share capital		
	300 shares of AED 1,000 each	300,000	300,000

11. Advance from parent company

This represents 0 to 15% per annum interest bearing funds advanced from parent company to meet with its project development expenditure without any fixed repayment schedule. It includes vehicle loans liability of AED 608,920 for the purchase of vehicles by the company which are repayable in 48 monthly instalments.

	2017 AED	2016 AED
Project funding-		
Non-interest bearing	44,375,869	26,291,411
Interest bearing	7,479,367	
	51,855,236	26,291,411
Vehicle loans	608,920	
	<u>52,464,156</u>	26,291,411

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

12. Capital risk management

The company manages its capital to ensure that the company will be able to continue as a going concern while maximizing the return to the parent companies through optimization of the debt and equity balance. The capital structure of the company comprises net debt (comprising total amounts owing to third parties less cash and cash equivalents) and equity (comprising share capital and retained earnings).

13. Related party transactions and balances

The company enters into transactions with parties that fall within the definition of a related party as contained in International Accounting Standard-24: Related Party Disclosures.

Related parties are the entities which possess the ability (directly or indirectly) to conduct or exercise significant influence over the operating and financial decision of the group or vice versa and it is subject to common control or common significant influence. Related parties comprise the ultimate parent company and parent company as under:

Zuari Infraworld India Limited, India – *Ultimate parent company* Zuari Infra Middle East Limited, U.A.E. – *Parent company*

The significant related party transactions during the year represents charge of management fees of AED 3,740,000 (previous year AED 3,730,000) by the parent company, director's remuneration of AED 120,000 (previous year AED Nil) and vehicle loans of AED 608,920 (previous year AED Nil).

The company receives funds with or without interest from a related party as and when required to meet with its project funding requirements. As at the date of statement of financial position, amounts due to a related party is disclosed in note 11.

14. Financial instruments: Credit, liquidity and market risk exposures

Credit risk

Financial assets, which potentially expose the company to concentrations of credit risk comprise principally of other receivables and bank balance in current account. The company's bank balance in a current account is placed with a high credit quality financial institution. There are no significant concentrations of credit risk from receivables outside the industry in which the company operates.

Liquidity risk

Liquidity risk is the risk that the company will not be able to meet financial obligations as they fall due. The liquidity requirements are monitored on a regular basis by the parent company and the management who ensure that sufficient funds are made available to the company to meet any future commitments.

Market risk

Market risk is a risk that changes in market prices, such as interest rate risk and currency risk, will affect the company's income or the value of its holdings of financial instruments.

(Formerly known as SJM ELYSIUM PROPERTIES L.L.C)

Notes to the Financial Statements for the year ended 31 March 2017

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Loan from a parent company is at fixed rate of interest.

Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. There is no significant currency risk as substantially all financial assets and financial liabilities are denominated in UAE Dirham or US Dollars to which the UAE Dirham rate is fixed.

15. Financial instruments: Fair values

The fair values of the company's financial assets, comprising other receivables, cash and bank balance and financial liabilities, comprising trade payables, advance from parent company and accruals, are approximate to their carrying value.

16. Contingent liabilities

There were no contingent liabilities outstanding at the date of statement of financial position.

17. Capital commitments

Commitments for the acquisition of services for the development and construction of assets classified under development property:

2017	2016
AED	AED

Contracted for <u>30,935,751</u> <u>20,958,955</u>

18. Comparative figures

Previous year's figures have been regrouped / reclassified wherever necessary to conform to the presentation adopted in the current year.

19. Approval of the financial statements

The financial statements were approved by the Managing Director and authorized for issue on 8 May 2017.





License No.

D&B D-U-N-S ® No.



رخصة تجارية Commercial License

تلصيل الرخصة / License Details

الإسم التجاري

رقم الرخصة 690820

Company Name امع الشركة زواري انفراورلد اس جيه ام للعقارات ش ذمم

ZUARI INFRAWORLD S J M PROPERTIES L.L.C.

ژواري انفراورلد اس جيه ام للعقارات ش.ذ.م.م Trade Name **ZUARI INFRAWORLD S J M PROPERTIES L.L.C**

Legal Type الشكل القاتوني Limited Liability Company(LLC) ذات مسنولية محدودة

Expiry Date تاريخ الإنتهاء تاريخ الإصدار 19/06/2017 Issue Date 20/06/2013

الرقم العالمي 690820 رقم الرخصة الام

Main License No

Register No. 1117584 رقم المعجل التجارى DCCI No. عضوية الفرفة 220084

المراف الرخصة / License Members

الحصص / Share	Role /الصفة	الجنسية / Nationality	رقم الشخص/.No		Name / الاسم
	مدیر / Manager	الهند / India الهند	596349	VINAY VARMA MOHAN L	فینای فارما / AL VARMA موهان لال فارما
Real Estate Developr	ment			License Activi	نشط الرفصة الثهارية / ies التطوير العقاري
					الفران / Address
Telephone	971-4-2778004	تليفون	P.O. Box	27508	صندوق البريد
Fax	971-04-2778063	فاكس	Parcel ID	358-460	رقم القطعة
Mobile No	971-55-7509000	الهاتف المتحرك	د	ﯩﺪ ﺑﻦ ﺧﻠﻴﻐﺔ ﺍﻝ ﻣﻜﺘﻮ ﻣ - ﺩﻳﺮ ﻩ - ﺍﻟﻘﺮ ﻫﻮ	مكتب رقم 108 - ملك الشيخ راة

الملاطات / Remarks

تم انسحاب الشركاء ودخول الشريك وتغيير المدير بتاريخ 2015/01/19 تم نقل الموقع في 2015/7/112 تم تغيير الاسم التجاري بتاريخ 2016/12/13

Print Date	14/12/2016	13:15	تاريخ الطباعة	Receipt No.	12471330	رقم الإيصال
Activitiy Owners						الجهات التي لها صلاحية متابعة انشطة