and its subsidiary

Financial statements for the year ended 31 March 2015

Sembawang (Malaysia) Sdn. Bhd.

(Company No. 88767-V) (Incorporated in Malaysia)

and its subsidiary

Directors' report and statement For the year ended 31 March 2015

The Directors have pleasure in submitting their report and the audited financial statements of the Group and of the Company for the financial year ended 31 March 2015.

Principal activities

The principal activities of the Company consist of engineering, construction and investment holding. The principal activities of its subsidiary are disclosed in Note 2 to the financial statements. There have been no significant changes in the nature of these activities during the financial year.

Results

	Group RM	Company RM
Loss for the year	174,493	91,842

Reserves and provisions

There were no material transfers to or from reserves and provisions during the financial year under review.

Dividends

There is no retained profit available for distribution as dividend for the financial year under review.

Directors of the Company

Directors who served since the date of the last report are:

Mr. Selvaraj a/l M K Ganasan

Ms. Maraghatham Lydlia M K Ganesan

Mr. Atul Punj

Mr. Ajay Khajanchi (appointed on 23 January 2015)

Mr. Atul Dalakoti (appointed on 8 May 2015)

Mr. Sachin Sudhirbhai Sheth (resigned on 23 January 2015)

Mr. Michael Heerdt (resigned on 8 May 2015)

Directors' interests in shares

The interests and deemed interests in the shares of the Company and of its related corporations of those who were Directors at financial year end as recorded in the Register of Directors' Shareholdings are as follows:

		f RM1.00 each At 31 March			
Name of Director	Interest	1 April 2014	Bought	Sold	2015
Ultimate holding company - Punj Lloyd Limited					
Mr. Atul Punj	Direct Deemed	1,431,360 97,839,775			1,431,360 97,839,775
Related company Construction Technology (S	S) Sdn. Bhd.				
Mr. Michael Heerdt	Direct	1			1

None of the other Directors holding office at 31 March 2015 had any interest in the ordinary shares of the Company and of its related corporations during the financial year.

Directors' benefits

Since the end of the previous financial year, no Director of the Company has received nor become entitled to receive any benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by Directors as shown in the financial statements) 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.

There were no arrangements during and at the end of the financial year which had the object of enabling 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.

Issue of shares

During the financial year, the Company increased its issued and paid-up capital as follows:

Class of shares	Number of shares	Term of issue	<u>Purpose</u>
Ordinary share of RM1.00 each	250,000	At par for cash	Capitalisation of amount owing to holding company

There were no other changes in the authorised, issued and paid-up capital of the Company during the financial year.

Options granted over unissued shares

No options were granted to any person to take up unissued shares of the Company during the financial year.

Other statutory information

Before the balance sheets and income statements of the Group and of the Company were made out, the Directors took reasonable steps to ascertain that:

- i) all known bad debts have been written off and adequate provision has been made for doubtful debts, and
- ii) any current assets which were unlikely to be realised in the ordinary course of business have been written down to an amount which they might be expected so to realise.

At the date of this report, the Directors are not aware of any circumstances:

- i) that would render the amount written off for bad debts or the amount of the provision for doubtful debts in the Group and in the Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Group and of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities of the Group and of the Company misleading or inappropriate, or
- iv) not otherwise dealt with in this report or the financial statements, that would render any amount stated in the financial statements of the Group and of the Company misleading.

At the date of this report, there does not exist:

- i) any charge on the assets of the Group or of the Company that has arisen since the financial end of the financial year and which secures the liabilities of any other person, or
- ii) any contingent liability in respect of the Group or of the Company that has arisen since the end of the financial year.

No contingent liability or other liability of any company in the Group has become enforceable, or is likely to become enforceable within the period of twelve months after the end of the financial year which, in the opinion of the Directors, will or may substantially affect the ability of the Group and of the Company to meet their obligations as and when they fall due.

In the opinion of the Directors, the results of the operations of the Group and of the Company for the financial year ended 31 March 2015 have not been substantially affected by any item, transaction or event of a material and unusual nature nor has any such item, transaction or event occurred in the interval between the end of that financial year and the date of this report.

Statement pursuant to Section 169(15) of the Companies Act, 1965

In the opinion of the Directors, the financial statements set out on pages 9 to 18 are drawn up in accordance with Private Entity Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2015 and of their financial performance and cash flows for the financial year then ended.

Company	Nο	22767-V	7
Company	INO.	00/U/-V	

Auditors

..,

The auditors, Messrs KPMG, have indicated their willingness to accept re-appointment.	
Signed on behalf of the Board of Directors in accordance with a resolution of the Director	rs:

Atul Dalakoti

Ajay Khajanchi

Date:

and its subsidiary

Statutory declaration pursuant to Section 169(16) of the Companies Act, 1965

I, Ajay Khajanchi, the Director primarily responsible for the financial management of SEMBAWANG (MALAYSIA) SDN. BHD., do solemnly and sincerely declare that the financial statements set out on pages 9 to 18 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the same to be true, and by virtue of the provisions of the Oaths and Declaration Act (Cap 211) in Singapore.

Subscribed	and	solemnly	declared	by	the	abovenamed	in	the	Republic	of	Singapore	on
• • • • • • • • • • • • • • • • • • • •												
Ajay Khaja	 inchi											

Before me:



KPMG (Firm No. AF 0758) Chartered Accountants Level 14, Menara Ansar 65, Jalan Trus 80000 Johor Bahru, Malaysia Telephone +60 (7) 224 2870 Fax +60 (7) 224 8055 Internet www.kpmg.com.my

Independent Auditors' Report to the members of Sembawang (Malaysia) Sdn. Bhd.

(Company No. 88767-V) (Incorporated in Malaysia)

We have audited the financial statements of Sembawang (Malaysia) Sdn. Bhd., which comprise the balance sheets as at 31 March 2015 of the Group and of the Company, and the income statements, statements of changes in equity and cash flow statements of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 9 to 18.

Directors' Responsibility for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Private Entity Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The Directors are also responsible 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. We conducted our audit in accordance with approved standards on auditing in Malaysia. 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 our judgement, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider 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.



Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as of 31 March 2015 and of their financial performance and cash flows for the year then ended in accordance with Private Entity Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

Emphasis of Matter

Without qualifying our opinion, we draw attention to Note 1 (a) to the financial statements which discloses that the Group has deficit in shareholder's funds and net current liabilities of RM2,404,685 as at the year end.

The going concern assumption under which the financial statements are prepared is dependent on the financial support from the holding company. It is the intention of the Group and the Company to continue as going concerns and the holding company have undertaken to provide financial support as and when required. Should the Group and the Company be unable to continue as going concerns, adjustments might have to be made to reflect the situation that assets may need to be realised other than in the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Company might have to provide for further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively.

Report on Other Legal and Regulatory Requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

- (a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiary have been properly kept in accordance with the provisions of the Act.
- (b) We are satisfied that the accounts of the subsidiary that have been consolidated with the Company's financial statements are in form and content appropriate and proper for the purposes of the preparation of the financial statements of the Group and we have received satisfactory information and explanations required by us for those purposes.
- (c) Our audit reports on the accounts of the subsidiary did not contain any qualification or any adverse comment made under Section 174(3) of the Act.



Other Matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

KPMG

Firm Number: AF 0758 Chartered Accountants Wee Beng Chuan

Approval Number: 2677/12/16 (J)

Chartered Accountant

Johor Bahru

Date:

and its subsidiary

Balance sheets At 31 March 2015

		Gro	oup	Company	
	Note	2015 RM	2014 RM	2015 RM	2014 RM
Investment in a subsidiary	2			1	1
Current assets					
Other receivables	_	8,116	240	7,846	
Due from a subsidiary	3			15.650	
Due from related companies	3	15,679	7,628	15,679	7,628
Due from holding company	3	6,286		6,286	
Cash and cash equivalents		10,226	182,921	10,226	182,921
		40,307	190,789	40,037	190,549
Current liabilities					
Trade and other payables	4	21,439	18,788	16,619	13,968
Due to a related company	3	2,423,553	2,340,872		!
		2,444,992	2,359,660	16,619	13,968
Net current (liabilities)/assets		(2,404,685)	(2,168,871)	23,418	176,581
		(2,404,685)	(2,168,871)	23,419	176,582
Financed by:-					
Capital and reserves					
Share capital	5	1,000,000	750,000	1,000,000	750,000
Accumulated losses	-	(3,404,685)	(3,230,192)	(976,581)	(884,739)
		(2,404,685)	(2,480,192)	23,419	(134,739)
Due to holding company	3		311,321_		311,321
		(2,404,685)	(2,168,871)	23,419	176,582

and its subsidiary

Income statements For the year ended 31 March 2015

		Group		Comp	any
	Note	2015	2014	2015	2014
		RM	RM	RM	RM
Revenue Goods sold					to ex
Cost of goods sold				<u></u>	
Gross profit		40.00			
Other income		5,214		5,214	
Administrative expenses		(97,026)	(42,414)	(97,056)	(38,242)
Other expenses		(82,681)	(109,081)		(23,963)
Loss for the year	6	(174,493)	(151,495)	(91,842)	(62,205)

and its subsidiary

Statement of changes in equity For the year ended 31 March 2015

	Note	Share capital RM	Accumulated losses RM	Total RM
Group				
At 1 April 2013		750,000	(3,078,697)	(2,328,697)
Loss for the year			(151,495)	(151,495)
At 31 March 2014		750,000	(3,230,192)	(2,480,192)
Loss for the year			(174,493)	(174,493)
Shares issued	5	250,000		250,000
At 31 March 2015		1,000,000	(3,404,685)	(2,404,685)
Company				
At 1 April 2013		750,000	(822,534)	(72,534)
Loss for the year			(62,205)	(62,205)
At 31 March 2014		750,000	(884,739)	(134,739)
Loss for the year			(91,842)	(91,842)
Shares issued	5	250,000		250,000
At 31 March 2015		1,000,000	(976,581)	23,419

and its subsidiary

Cash flow statements For the year ended 31 March 2015

	Group 2015 2014		Company 2015 2014	
	RM	RM	RM	RM
Cash flows from operating activities		~~~~		
Loss for the year	(174,493)	(151,495)	(91,842)	(62,205)
Adjustments for:				•
Allowance for doubtful debts Unrealised loss/(gain) on		100 470	15,680	11,186
foreign exchange	82,681	108,472		23,355
Operating loss before changes in working capital	(91,812)	(43,023)	(76,162)	(27,664)
Changes in working capital:				
Other receivables Trade and other payables Due from a subsidiary	(7,876) 2,651 	2,737 (4,612) 	(7,846) 2,651 (15,680)	2,600 (6,881) (11,186)
Due from/(to) related companies Due from/(to) holding company	(8,051) (317,607)	(151,966) 287,967	(8,051) (317,607)	(175,321) 311,321
Cash (used in)/generated from operations	(422,695)	91,103	(422,695)	92,869
Tax paid		(581)		(581)
Net cash (used in)/from operating activities	(422,695)	90,522	(422,695)	92,288
Cash flows from financing activity				
Proceeds from issuance of share capital/	0.50.000		250 000	
Net cash from financing activity	250,000		250,000	
Net (decrease)/increase in cash and cash equivalents	(172,695)	90,522	(172,695)	92,288
Cash and cash equivalents at 1 April	182,921	92,399	182,921	90,633
Cash and cash equivalents at 31 March	10,226	182,921	10,226	182,921
Cash and cash equivalents included in sheets amounts:	the cash flow st	tatements comp	orise the following	ng balance
Cash and bank balances	10,226	182,921	10,226	182,921

The accompanying notes form an integral part of the financial statements.

Sembawang (Malaysia) Sdn. Bhd.

(Company No. 88767-V) (Incorporated in Malaysia)

and its subsidiary

Notes to the financial statements

Sembawang (Malaysia) Sdn. Bhd. is a private company, incorporated and domiciled in Malaysia. The addresses of the principal place of business and registered office of the Company are as follows:

Principal place of business

Suite 1006, 10th Floor Menara Amcorp Jalan Persiaran Barat 46200 Petaling Jaya Selangor Darul Ehsan Malaysia

Registered office

8A, 8th Floor, Pearl Court 61, Jalan Thamby Abdullah Brickfields 50470 Kuala Lumpur Malaysia

The principal activities of the Company consist of engineering, construction and investment holding. The principal activities of its subsidiary are disclosed in Note 2.

The immediate holding and the ultimate holding companies are Sembawang Engineers and Constructors Pte Limited, a company incorporated in the Republic of Singapore and Punj Lloyd Limited, a company incorporated in the India, respectively.

The financial statements were approved by the Board of Directors on . .

1. Significant accounting policies

The following accounting policies are adopted by the Group and the Company and are consistent with those adopted in previous years.

(a) Basis of accounting

The financial statements of the Group and of the Company are prepared on the historical cost basis and in compliance with Private Entity Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia and on a going concern basis.

The Group has deficit in shareholder's funds and net current liabilities of RM2,404,685 as at the year end.

(a) Basis of accounting (continued)

The going concern assumption under which the financial statements are prepared is dependent on the financial support from the holding company. It is the intention of the Group and the Company to continue as going concerns and the holding company have undertaken to provide financial support as and when required. Should the Group and the Company be unable to continue as going concerns, adjustments might have to be made to reflect the situation that assets may need to be realised other than in the amounts at which they are currently recorded in the balance sheet. In addition, the Group and the Company might have to provide for further liabilities that may arise and to reclassify non-current assets and non-current liabilities as current assets and current liabilities respectively.

(b) Basis of consolidation

Subsidiaries

Subsidiaries are entities, including unincorporated entities, controlled by the Group. Control exists when the Group has the ability to exercise its power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that presently are exercisable are taken into account. Subsidiaries are consolidated using the purchase method of accounting.

Under the purchase method of accounting, the financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investment in a subsidiary is stated in the Company's balance sheet at cost less any impairment losses.

(c) Receivables

Receivables are initially recognised at their cost when the contractual right to receive cash or another financial asset from another entity is established.

Subsequent to initial recognition, receivables are stated at cost less allowance for doubtful debts.

(d) Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances and deposits with banks and highly liquid investments which have an insignificant risk of changes in value. For the purpose of the cash flow statement, cash and cash equivalents are presented net of bank overdrafts and pledged deposits, if any.

(e) Payables

Payables are measured initially and subsequently at cost. Payables are recognised when there is a contractual obligation to deliver cash or another financial asset to another entity.

(f) Foreign currency transactions

Transactions in foreign currencies are translated to Ringgit Malaysia at rates of exchange ruling at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to Ringgit Malaysia at the foreign exchange rates ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies, which are stated at historical cost, are translated to Ringgit Malaysia at the foreign exchange rates ruling at the date of the transactions.

The closing rates used in the translation of foreign currency monetary assets and liabilities are as follows:

	<u>2015</u>	<u> 2014</u>
	$\overline{\mathbf{R}\mathbf{M}}$	RM
1 Singapore Dollar	2.69	2.59

(g) Tax expense

Tax expense comprises current and deferred tax. Tax expense is recognised in the income statements except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for temporary difference arising from the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit (tax loss). Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax liability is recognised for all taxable temporary differences.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

2. Investment in a subsidiary

	Company		
	2015 RM	2014 RM	
Unquoted shares, at cost	65,000	65,000	
Less: Allowance for diminution in value of investment	(64,999)	(64,999)	
	1	1	

Details of the subsidiary is as follows:

Company Name	Country of incorporation	Principal activities	Effec ownership 2015 %	
Jurubina Sembawang (M)	Malaysia	Dormant	99.99	99.99

3. Due from/(to) a subsidiary/related companies/holding company

	Company		
	2015	2014	
	RM	RM	
Due from a subsidiary	320,002	304,322	
Less: Allowance for doubtful debts	(320,002)	(304,322)	

The amounts due from/(to) a subsidiary/related companies/holding company are unsecured, interest free and have no fixed terms of repayment.

The non-current amount due to holding company is unsecured, non-trade in nature and interest free.

4. Trade and other payables

	Gro	Group		Company	
	2015 RM	2014 RM	2015 RM	2014 RM	
Trade payables Other payables and	57	57	57	57	
accrued expenses	21,382	18,731	16,562	13,911_	
	21,439	18,788	16,619	13,968_	

5. Share capital

	Group/Company		Group/Company Number of ordinary shares	
	2015 RM	2014 RM	2015	2014
Ordinary shares of RM1.00 each: Authorised	5,000,000	5,000,000	5,000,000	5,000,000
Issued and fully paid: At 1 April Shares issued	750,000 250,000	750,000	750,000 250,000	750,000
At 31 March	1,000,000	750,000	1,000,000	750,000

6. Loss for the year

	Group		Company	
	2015 RM	2014 RM	2015 RM	2014 RM
Loss for the year is arrived at after charging/(crediting)		,		
Audit fee	10,000	10,000	8,000	8,000
Director's fee - Current year	20,400	21,600	9,600	12,900
- Over provided in prior year	(1,500)		(1,500)	·
Allowance for doubtful debts Foreign exchange (gain)/loss:		***	15,680	11,186
- Unrealised	82,681	108,472		23,355
- Realised	(5,214)		(5,214)	

Employee information

The Group/Company has no staff (other than Directors) at the end of the year.

7. Taxation

	Group		Company	
	2015 RM'000	2014 RM'000	2015 RM'000	2014 RM'000
Reconciliation of effective tax expense				
Loss for the year	(174)	(151)	(92)	(62)
Tax at Malaysian tax rate of 25% Non-deductible expenses	(44) 44 	(38)	(23) 23 	(16) 16

7. Taxation (continued)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items:

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Unutilised tax losses Deductible temporary differences	6,537	6,537	2,430	2,430
	395	395	395	395
_	6,932	6,932_	2,825	2,825

The unutilised tax losses and deductible temporary differences do not expire under current tax legislation. Deferred tax assets have not been recognised in respect of these items because it is not probable that future taxable profit will be available against which the Group/Company can utilise the benefits there from.