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INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDER OF IFL PRIVATE WEALTH MANAGEMENT (DUBAI) LIMITED

We have audited the accompanying financial statements of IIFL Private Wealth Management (Dubai) Limited ("the Company") which comprise the statement of financial position as at 31 March 2015, and the statement of profit or loss and other 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.

The financial statements for the year ended 31 March 2014 were audited by another auditor whose audit report dated 29 April 2014 expressed an unqualified audit opinion.

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 International Financial Reporting Standards and the applicable provisions of the Dubai Financial Services Authority (DFSA) Prudential Rulebooks, and for such internal control as they 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. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Shareholder of the Company as a body, for our audit work, for this report, or for the opinions we have formed. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance 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 and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing and 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 management, as well as evaluating the overall presentation of the financial statements.

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

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Independent Auditor's Report continued...

RSM Dahman

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 March 2015 and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards.

Signed by

RSM Dahman

Basab Deb Partner No. 1006056

23 April 2015 Dubai, United Arab Emirates

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STATEMENT OF FINANCIAL POSITION As at 31 March 2015

ASSETS	Note	2015 AED	2014 AED
NON CURRENT ASSETS			
Furniture and equipment	4	60,794	98,332
CURRENT ASSETS			
Due from related parties Other receivables and prepayments Bank balances	5a 6 7	251,991 193,154 1,680,130	194,491 210,966 427,241
		2,125,275	832,698
Total assets		2,186,069	931,030
EQUITY AND LIABILITIES			
EQUITY			
Share capital Accumulated losses	8	3,370,682 (1,386,557)	3,370,682 (2,568,546)
Total equity		1,984,125	802,136
NON-CURRENT LIABILITIES Employees' end of service benefits	9	137,328	100,844
CURRENT LIABILITIES			
Payables and accruals	10	64,616	28,050
Total equity and liabilities		2,186,069	931,030
Independent auditors' report on pages (2) and (3).			

Santhosh Thyagarajan Senior Executive Officer 23 April 2015

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME For the year ended 31 March 2015

	Note	2015 AED	2014 AED
INCOME			
Revenue Interest income	11	4,404,000 199	2,752,500 191
		4,404,199	2,752,691
EVENOCO			
EXPENSES	40	2 000 040	2 454 205
General and administrative expenses	12	3,222,210	3,454,305
PROFIT / (LOSS) FOR THE YEAR		1,181,989	(701,614)
OTHER COMPREHENSIVE INCOME			
Items that will not be reclassified subsequently to profit or loss:			
Other comprehensive income		•	-
Net other comprehensive income not to be reclassified subsequer profit or loss	itly to		<u> </u>
Items that may be reclassified subsequently to profit and loss:			
Net other comprehensive income to be reclassified subsequently a profit or loss	fo		
TOTAL COMPREHENSIVE INCOME / (LOSS) FOR THE YEAR		1,181,989	(701,614)

STATEMENT OF CHANGES IN EQUITY For the year ended 31 March 2015

	Share capital AED (Note 8)	Accumulated Iosses AED	Total AED
Balance at 1 April 2013	3,370,682	(1,866,932)	1,503,750
Comprehensive income			
Loss for the year Other comprehensive income	-	(701,614)	(701,614) -
Total comprehensive loss	-	(701,614)	(701,614)
<u>Transactions with owners</u> Total transactions with owners			
Balance at 31 March 2014	3,370,682	(2,568,546)	802,136
Comprehensive income			
Profit for the year Other comprehensive income	-	1,181,989 -	1,181,989
Total comprehensive income	-	1,181,989	1,181,989
Transactions with owners			
Total transactions with owners	_	-	-
Balance at 31 March 2015	3,370,682	(1,386,557)	1,984,125

STATEMENT OF CASH FLOWS For the year ended 31 March 2015

	2015 AED	2014 AED
OPERATING ACTIVITIES	7125	7.22
Profit / (Loss) for the year	1,181,989	(701,614)
Adjustments for:		
Depreciation	37,538	37,538
Finance charges	1,881	1,961
Interest income	(199)	(191)
Net movements in provision for employees' end of service benefits	36,484	25,934
	1,257,693	(636,372)
Working capital changes:		
Increase in due from related parties	(57,500)	(178,984)
Decrease in other receivables and prepayments	17,812	144,336
Increase / (decrease) in payables and accruals	36,566	(4,235)
Cash generated from / (used in) operations	1,254,571	(675,255)
Finance charges paid	(1,881)	(1,961)
Interest income	199	191
Net cash generated from / (used in) operating activities	1,252,889	(677,025)
INVESTING ACTIVITIES		
Net cash used in investing activities		
FINANCING ACTIVITIES		
Net cash used in financing activities	<u> </u>	
INCREASE / (DECREASE) IN BANK BALANCES	1,252,889	(677,025)
Cash and cash equivalents at the beginning of the year	427,241	1,104,266
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	1,680,130	427,241
Represented by:		
Bank balances	1,680,130	427,241

NOTES TO THE FINANCIAL STATEMENTS

As at 31 March 2015

LEGAL STRUCTURE AND PRINCIPAL ACTIVITIES 1

IIFL Private Wealth Management (Dubai) Limited ("the Company") was established as a limited liability company on 28 September 2010 under the Companies Law, DIFC Law No. (2) of 2009. On 31 October 2010, the Company was authorized and licensed by the Dubai Financial Services Authority (DFSA).

The Company has been granted a prudential "Category 4" license by Dubai Financial Services Authority (DFSA) and is engaged in the business of arranging credit or deals in investments and advising on financial products or credit. The Company is wholly owned by IIFL Wealth Management Limited ("the Parent Company"), a company incorporated in India.

The registered office of the Company is office no. 808, Liberty House, Dubai International Financial Center, Dubai, UAE and its postal address is P.O. Box 115064, Dubai, UAE.

The financial statements were authorized for issue in accordance with a resolution of the Directors on 23 April 2015.

2 **BASIS OF PREPARATION**

The financial statements have prepared under the historical cost convention and have been presented in UAE Dirhams, which is the Company's functional and presentation currency.

Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as issued by International Accounting Standards Board (IASB) and applicable provisions of the DFSA Prudential Rulebooks.

CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES 3.1

- New and amended standards, and interpretations issued but not yet effective and not early adopted: The following standards, amendments and interpretations effective from 1 April 2014 are as follows:
- Amendments to IAS 32 titled Offsetting Financial Assets and Financial Liabilities (issued in December 2011) Amendments to IAS 36 titled Recoverable Amount Disclosures for Non-Financial Assets (issued in May 2013)
- Amendments to IAS 39 titled Novation of Derivatives and Continuation of Hedge Accounting (issued in June 2013)
- Amendments to IFRS 10, IFRS 12 and IAS 27 titled Investment Entities (issued in October 2012)
- IFRS 9 Financial Instruments (issued in November 2009 and amended in October 2010)
- IFRIC 21 Levies (issued in May 2013)

Topics covered by these standards/interpretations are either not relevant for the preparations of this set of IFRS financial statements or the Company does not foresee that the application of these standards/interpretations will result in a significant impact on figures and disclosures on the reporting period they will be adopted.

3.2 SIGNIFICANT ACCOUNTING POLICIES

Furniture and equipment

Furniture and equipment is stated at cost less accumulated depreciation and any impairment in value. Depreciation of furniture and equipment are charged using the straight line method so as to provide for the full cost of assets over their estimated useful lives. The principal categories of assets and their estimated useful lives are as follows:

estilliated useful lives.	The philopal categories of assets and th	CII COLII
		<u>Years</u>
Office equipment		5
Furniture and fixtures		5

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All repairs and maintenance are charged to the statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

Notes to the Financial Statements (continued) As at 31 March 2015

3.2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial assets

Initial recognition and measurement:

The Company recognizes financial assets on its statement of financial position when, and only when, it becomes a party to the contractual provisions of the instrument. On initial recognition, all financial assets are recognized at fair value which is normally the transaction price.

Subsequent measurement:

Subsequent measurement of financial assets depends on how they have been treated on initial recognition. IAS 39 prescribes classification of the financial assets in one of the following four categories:

- a) Financial assets at fair value through profit and loss: Assets are classified in this category when they are incurred principally for the purpose of selling or repurchasing in the near term (trading assets) or are derivatives. All changes in fair value relating to assets at fair value through profit and loss are charged to the statement of profit or loss and other comprehensive income as incurred.
 - For the year ended on 31 March 2015, the Company did not carry any financial assets classified in this category.
- b) Loans and receivables: Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Assets that the Company intends to sell immediately or in the near term cannot be classified in this category. These assets are carried at cost minus any reduction for impairment or un-collectability. The amount of loss is recognized in the statement of profit or loss and other comprehensive income.
 - Typically, amount due from related party and other receivables are included in this category.
- c) Held to maturity financial assets: These are non-derivative financial assets with fixed or determinable payments and fixed maturity that an entity has the positive intention and ability to hold to maturity.
 - For the year ended on 31 March 2015, the Company did not carry any financial assets classified in this category.
- d) Available for sale financial assets: These are non-derivative financial assets that are designated either as available for sale on initial recognition or are not classified in one of the previous categories. These assets are carried at fair value. Changes in fair value of available for sale financial assets are recognized directly in equity until the security is disposed off or is determined to be impaired, at which time the cumulative gain or loss previously recognized in equity is included in profit or loss.
 - For the year ended on 31 March 2015, the Company did not carry any financial assets classified in this category.

Impairment and un-collectability of financial assets

An assessment is made at each reporting date to determine whether there is objective evidence that a financial asset or a group of financial assets may be impaired. If such evidence exists, any impairment loss is recognized in the profit or loss. Impairment is determined as follows:

- (a) For assets carried at fair value, impairment is the difference between cost and fair value;
- (b) For assets carried at cost, impairment is the difference between cost and the present value of future cash flows discounted at the current market rate of return for a similar financial asset.

Notes to the Financial Statements (continued) As at 31 March 2015

3.2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Financial liabilities

Initial recognition and measurement:

The Company recognizes financial liabilities on its statement of financial position when, and only when, it becomes a party to the contractual provisions of the instrument. On initial recognition, all financial liabilities are recognized at fair value which is normally the transaction price.

Subsequent measurement:

Subsequent measurement of financial liabilities depends on how they have been treated on initial recognition. IAS 39 prescribes classification of the financial liabilities in one of the following two categories:

- a) Liabilities at fair value through profit and loss: Liabilities are classified in this category when they are incurred principally for the purpose of selling or repurchasing in the near term (trading liabilities) or are derivatives. All changes in fair value relating to liabilities at fair value through profit and loss are charged to profit or loss.
 - For the year ended on 31 March 2015, the Company did not carry any financial liabilities held for trading or designated as at fair value through profit and loss.
- b) Other financial liabilities: All liabilities, which have not been classified in the previous category fall into this residual category. These liabilities are carried at amortized cost using the effective interest method.
 - Typically, other payables are included in this category.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of bank balances.

Employees' end of service benefits

The Company provides end of service benefits to its expatriate employees. The entitlement to these benefits is usually based upon the employees' final salary and length of service subject to the completion of a minimum service period. The expected costs of these benefits are accrued over the period of employment.

Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty.

Revenue represents income from marketing support and referral services, and is recognised in accordance with the terms of the contract.

Foreign currencies

Transactions in foreign currencies are recorded in AED at the approximate rates of exchange prevailing at the time of transactions. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the date of statement of financial position. All differences are taken to the statement of profit or loss and other comprehensive income.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the statement of financial position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

Notes to the Financial Statements (continued) As at 31 March 2015

3.2 SIGNIFICANT ACCOUNTING POLICIES (continued)

Most significant accounting estimates and judgments

In preparing its financial statements in conformity with International Financial Reporting Standards, the Company has to make significant judgment, estimates and assumptions that impact the carrying value of certain assets and liabilities, income and expenses as well as other information reported in the notes. The Company periodically monitors such estimates and assumptions to ensure that they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures from differing from estimates. Key judgment, estimates and assumptions are subject to management approval.

At the reporting date, management has mainly made the following key judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the financial statements:

Estimated useful life

The Company follows the guidance of IAS 16 to determine estimated useful life of furniture and equipment. This determination requires significant judgment. In making this judgment, the management estimates the period over which an asset is expected to be available for use by the Company.

Contingencies

Contingent liabilities are not recognised but are disclosed in the notes to the financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will be recognised as provision. Contingent assets are not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

4 FURNITURE AND EQUIPMENT

	Office equipment AED	Fumiture and fixtures AED	Total AED
<u>Cost:</u>			
Opening balance	10,299	177,389	187,688
Additions during the year			
At 31 March 2014	10,299	177,389	187,688
Additions during the year		_	
At 31 March 2015	10,299	177,389	187,688
Depreciation:			
At 1 April 2013	1,558	50,260	51,818
Charge for the year	2,060	35,478	37,538
At 31 March 2014	3,618	85,738	89,356
Charge for the year	2,060	35,478	37,538
At 31 March 2015	5,678	121,216	126,894
Net carrying amounts:			
At 31 March 2014	6,681	91,651	98,332
At 31 March 2015	4,621	56,173	60,794

NOTES TO THE FINANCIAL STATEMENTS (continued)

As at 31 March 2015

5 RELATED PARTY TRANSACTIONS AND BALANCES

Related parties represent associated companies, shareholders and key management personnel of the Company, and entities controlled, jointly controlled or significantly influenced by such parties. Pricing policies and terms of these transactions are approved by the Company's management.

Transactions with related parties included in the statement of profit or loss and other comprehensive income are as follows:

•	2015	2014
	AED	AED
Revenue – marketing support fees (Note 11)	4,404,000	2,202,000
Revenue – referral fees (Note 11)	-	550,500
Remuneration to a director (Note 12)	1,014,000	827,448
Remuneration to key management personnel (Note 12)	1,055,582	1,135,958
5(a) DUE FROM RELATED PARTIES		
Balances with related parties included in the statement of financial po	sition are as follows:	
	2015	2014
	AED	AED
IIFL Holding Ltd (Ultimate Parent Company)	248,491	194,491
India Infoline Commodities DMCC (Group Company)	3,500	

Terms and conditions of transactions with related parties

The transactions with related parties are made at terms equivalent to those that prevails in arm's length transactions. Above outstanding balances at the year-end arises in normal course of business and are unsecured, interest free and settlement occurs generally in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2015, the Company has not recorded any impairment of receivables relating to the amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

251,991

194,491

6 OTHER RECEIVABLES AND PREPAYMENTS

	2015 AED	2014 AED
Prepayments Deposits Accrued interest – Fixed deposit Other receivables	143,822 28,784 8 20,540	147,037 63,920 9
	193,154	210,966
7 BANK BALANCES		
	2015 AED	2014 AED
Cash in Bank:		
Current account Fixed deposits	1,286,929 393,201	34,240 393,001
	1,680,130	427,241

The current accounts are held with local bank.

Notes to the Financial Statements (continued) As at 31 March 2015

8 SHARE CAPITAL		
	2015 AED	2014 AED
Authorized:		
1,000,000 ordinary shares of USD 1 (AED 3.67) each	3,670,000	3,670,000
Subscribed, issued and fully paid:		
918,442 ordinary shares of USD1 (AED 3.67) each	3,370,682	3,370,682
Capital management risk		
The Company objectives when managing capital are to ensure the Comconcern but also to meet its requirements for expansion and enhancinvestments and optimize benefits for the shareholders to maintain an cost of capital.	ement of its business	s, maximize return of
Capital resources as defined by the DFSA Prudential Rulebooks are as for	ollows:	
	2015 AED	2014 AED
Share capital Audited reserves	3,370,682 (1,386,557)	3,370,682 (2,568,546)
Tier 1 capital Less: Illiquid assets	1,984,125 (157,650)	802,136 (232,556)
Total adjusted capital resources	1,826,475	596,580
Capital requirement applicable to the Company in accordance with PIB is the higher of:	Rule 3.5 of the DFSA	Prudential Rulebooks
	2015 AED	2014 AED
Base capital requirement (BCR)	36,700	36,700
Expenditure based capital minimum (EBCM) - as notified to the Company	367,380	367,380
The Company is in compliance with minimum capital adequacy requirem	ent as at 31 March 201	15.
9 EMPLOYEES' END OF SERVICE BENEFITS		
Movement in the provision for employees' end of service benefits is as follows:	ows:	
	2015 AED	2014 AED
Balance at beginning Net movements during the year	100,844 36,484	74,910 25,934
Closing balance	137,328	100,844

Notes to the Financial Statements (continued) As at 31 March 2015

10 PAYABLES AND ACCRUALS

10 PAYABLES AND ACCRUALS		
	2015 AED	2014 AED
Professional fees payable	17,433 42,000	22,050
Staff payables Other payables	5,183	6,000
	64,616	28,050
11 REVENUE		
	2015 AED	2014 AED
Marketing support fees (Note 5) Referral fees (Note 5)	4,404,000	2,202,000 550,500
	4,404,000	2,752,500
12 GENERAL AND ADMINISTRATIVE EXPENSES		
	2015 A ED	2014 AED
Salaries and benefits:	1.014.000	827,448
Directors' remuneration (Note 5) Key management personnel (Note 5)	1,014,000 1,055,582	1,135,958
Other employees	416,586	760,952
Compliance and regulatory fees	55,050	54,825
Professional and legal fees	321,453 175,680	268,083 175,680
Rent expenses Communication charges	56,008	66,765
Loss on exchange	9,450	10,191
Depreciation (note 4)	37,538	37,538
Finance charges	1,881 78,982	1,961 114,904
Other administrative expenses	3,222,210	3,454,305

Notes to the Financial Statements (continued) As at 31 March 2015

13 FAIR VALUES OF FINANCIAL INSTRUMENTS

The financial assets of the Company comprise cash in bank, other receivables due from related parties. The financial liabilities of the Company comprise payables and accruals. The accounting policies for financial assets and liabilities are set out in note (3.2).

The following table summarizes the carrying amount of financial assets and liabilities recorded at year end by IAS 39 category:

FINANCIAL ASSETS	2015 AED	2014 AED
Cash and cash equivalents Financial assets at fair value through profit or loss	1,680,130	427,241
 those designated as such upon initial recognition those classified as held for trading 	-	-
Available for sale investments Loans and receivables Held-to-maturity investments	301,323	258,420
Total financial assets FINANCIAL LIABILITIES	1,981,453	685,661
At fair value through profit or loss		e e
Measured at amortised cost: - Borrowings - Derivative financial instruments		-
- Other financial liabilities	201,944	128,894
Total financial liabilities	201,944	128,894

Fair value

The management believes that the fair values of the Company's financial instruments are not materially different from their carrying values at the reporting date due to short term maturities of these instruments.

14 COMMITMENTS AND CONTINGENCIES

Future minimum rentals payable under operating leases as at 31 March are as follows:

	2015 AED	2014 AED
Within one year After one year but not more than five years	184,464 193,688	175,680 378,152
	378,152	553,832

Notes to the Financial Statements (continued) As at 31 March 2015

15 FINANCIAL RISK MANAGEMENT

Interest rate risk

The Company is not exposed to any interest rate risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables and investment securities.

Financial assets that potentially expose the establishment to concentrations of credit risk comprise principally of bank accounts, trade and other receivables.

The Company has policies in place to ensure that the sales of services are provided to customers with an appropriate credit history. Amounts due from related parties are considered recoverable by the management. The Company's bank accounts are placed with reputable and established commercial banks.

There are no concentrations of credit risk to debtors outside the industry in which the Company operates.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company limits its liquidity risk by ensuring it has sufficient liquid cash balances to meet its payment obligations as they fall due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's undiscounted financial liabilities at 31 December 2013 and 31 December 2012, based on contractual payment dates, mature within 3 months of the year end.

Currency risk

The functional and reporting currency used by the Company is AED. There are no significant exchange rate risks as significantly all financial assets and liabilities are denominated in AED or USD to which AED is fixed.

16 COMPARATIVE FIGURES

Certain comparative figures for the previous financial year have been reclassified to conform to the current year presentation. The reclassification had no effect on previously reported results of operation.