

Leila Lands Sdn. Berhad

(Company No. 103198-U)

(Incorporated in Malaysia)

**Financial statements for the
year ended 31 March 2017**

Leila Lands Sdn. Berhad

(Company No. 103198-U)
(Incorporated in Malaysia)

Directors' report for the year ended 31 March 2017

The Directors have pleasure in submitting their report and the audited financial statements of the Company for the financial year ended 31 March 2017.

Principal activity

The principal activity of the Company is investment holding. There has been no significant change in the nature of this activity during the financial year.

Holding company

During the financial year and until the date of this report, the holding and ultimate holding company is The Bombay Burmah Trading Corporation Limited, a company incorporated in the Republic of India.

Results

	RM
Profit for the year	<u>6,121,857</u>

Reserves and provisions

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

Dividends

No dividend has been paid or declared by the Company since the end of the previous financial year. The Directors do not recommend the payment of any dividend in respect of the current financial year.

Directors of the Company

Directors who served during the financial year until the date of this report are:

Mr. Nusli Neville Wadia
Mr. Jayant Shripad Gadgil
Mr. Patrick Kennedy Cassels
Mr. Ness Wadia
Ms. Saridah Binti Ismail
Ms. Marlina Binti Budin

Company No. 103198-U

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:

Name of Directors	Interest	Number of ordinary shares				At 31 March 2017
		At 1 April 2016	Bought	Subdivision of shares	Sold	
Ultimate holding company						
<i>- The Bombay Burmah Trading Corporation Limited</i>						
Mr. Nusli Neville Wadia	Direct	6,141,505	--	--	--	6,141,505
Mr. Ness Wadia	Direct	5,000	--	--	--	5,000

None of the other Directors holding office at 31 March 2017 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 remuneration 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 other than professional fees paid by related companies to a company in which a Director is a member.

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

There were no 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.

Indemnity and insurance costs

There were no indemnity given to or insurance effected for any Director, officer or auditor of the Company during the financial year.

Qualification of subsidiaries financial statements

The auditors' report on the audited financial statements of the Company's subsidiaries did not contain any qualification or any adverse comments.

Other statutory information

Before the financial statements 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 Company inadequate to any substantial extent, or
- ii) that would render the value attributed to the current assets in the financial statements of the Company misleading, or
- iii) which have arisen which render adherence to the existing method of valuation of assets or liabilities 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 Company misleading.

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

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

No contingent liability or other liability of the Company 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 Company to meet its obligations as and when they fall due.

In the opinion of the Directors, the financial performance of the Company for the financial year ended 31 March 2017 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.

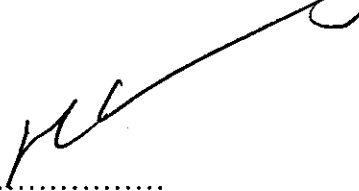
Company No. 103198-U

Auditors

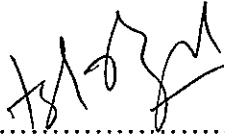
The auditors, KPMG PLT (converted from a conventional partnership, KPMG, on 27 December 2016), have indicated their willingness to accept re-appointment.

The auditors' remuneration is disclosed in Note 7 to the financial statements.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:



.....
Ness Wadia
Director



.....
Jayant Shripad Gadgil
Director

Date: 24 MAY 2017

Leila Lands Sdn. Berhad

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(Incorporated in Malaysia)

Statement of financial position As at 31 March 2017

	Note	2017 RM	2016 RM
Assets			
Plant and equipment	3	--	--
Investments in subsidiaries	4	13,846,768	13,842,711
Due from subsidiaries	5	87,182,523	80,515,440
Total non-current assets		<u>101,029,291</u>	<u>94,358,151</u>
Other receivables		3,857	3,238
Due from holding company	5	1,000	21,000
Tax recoverable		1,084	1,084
Cash and cash equivalents		421,307	821,893
Total current assets		<u>427,248</u>	<u>847,215</u>
Total assets		<u>101,456,539</u>	<u>95,205,366</u>
Equity			
Share capital	6	47,113,500	47,113,500
Retained earnings		53,947,514	47,825,657
Total equity		<u>101,061,014</u>	<u>94,939,157</u>
Liabilities			
Other payables		8,000	8,000
Due to subsidiaries	5	387,525	258,209
Total current liabilities		<u>395,525</u>	<u>266,209</u>
Total liabilities		<u>395,525</u>	<u>266,209</u>
Total equity and liabilities		<u>101,456,539</u>	<u>95,205,366</u>

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

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Statement of comprehensive income For the year ended 31 March 2017

	Note	2017 RM	2016 RM
Revenue			
- Management fee		<u>132,000</u>	<u>132,000</u>
Other income			
- unrealised gain on foreign exchange		6,698,435	2,771,029
Administrative expenses		<u>(1,126,842)</u>	<u>(944,446)</u>
Results from operating activities		5,703,593	1,958,583
Finance income		<u>418,264</u>	<u>245,420</u>
Profit for the year/			
Total comprehensive income for the year	7	<u><u>6,121,857</u></u>	<u><u>2,204,003</u></u>

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

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Statement of changes in equity For the year ended 31 March 2017

	Share capital RM	Distributable Retained earnings RM	Total equity RM
At 1 April 2015	47,113,500	45,621,654	92,735,154
Profit and total comprehensive income for the year	--	2,204,003	2,204,003
At 31 March 2016/1 April 2016	47,113,500	47,825,657	94,939,157
Profit and total comprehensive income for the year	--	6,121,857	6,121,857
At 31 March 2017	<u>47,113,500</u>	<u>53,947,514</u>	<u>101,061,014</u>

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

Leila Lands Sdn. Berhad

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Statement of cash flows For the year ended 31 March 2017

	2017 RM	2016 RM
Cash flows from operating activities		
Profit for the year	6,121,857	2,204,003
Adjustments for:-		
Finance income	(418,264)	(245,420)
Unrealised gain on foreign exchange	<u>(6,698,435)</u>	<u>(2,771,029)</u>
Operating loss before changes in working capital	(994,842)	(812,446)
Changes in other receivables	(619)	232
Changes in due from holding company	<u>20,000</u>	<u>(12,000)</u>
Net cash used in operating activities	<u>(975,461)</u>	<u>(824,214)</u>
Cash flows from investing activities		
Interest received	418,264	245,420
Dividend paid	--	(9,422,700)
Acquisition of a subsidiary	<u>(4,057)</u>	<u>--</u>
Net cash from/(used in) investing activities	<u>414,207</u>	<u>(9,177,280)</u>
Cash flows from financing activity		
Due from subsidiaries/ Net cash from financing activity	<u>98,108</u>	<u>10,539,412</u>
Net (decrease)/increase in cash and cash equivalents	(463,146)	537,918
Effect of foreign exchange rate changes	62,560	(159,501)
Cash and cash equivalents at 1 April	<u>821,893</u>	<u>443,476</u>
Cash and cash equivalents at 31 March	<u><u>421,307</u></u>	<u><u>821,893</u></u>
Cash and cash equivalents included in the statement of cash flows comprise the following statement of financial position amounts:		
Cash and bank balances	<u><u>421,307</u></u>	<u><u>821,893</u></u>

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

Leila Lands Sdn. Berhad

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Notes to the financial statements

Leila Lands Sdn. Berhad is a private company, incorporated and domiciled in Malaysia. The address of the registered office of the Company is as follows:

Registered office

Lot 6.05, Level 6, KPMG Tower
8 First Avenue
Bandar Utama
47800 Petaling Jaya
Selangor Darul Ehsan
Malaysia

The principal activity of the Company is investment holding.

The holding and ultimate holding company is The Bombay Burmah Trading Corporation Limited, a company incorporated in the Republic of India.

These financial statements were authorised for issue by the Board of Directors on
24 MAY 2017.

(a) Statement of compliance

The financial statements of the Company have been prepared in accordance with Malaysian Private Entities Reporting Standard (“MPERS”) and the requirements of Companies Act 2016 in Malaysia. This is the Company’s first financial statements prepared in accordance with MPERS.

In the previous years, the financial statements of the Company were prepared in accordance with Private Entity Reporting Standards (“PERSs”). The transition to MPERS has no financial impact to the financial statements of the Company.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis.

(c) Functional and presentation currency

These financial statements are presented in Ringgit Malaysia (“RM”), which is the Company’s functional currency. All financial information is presented in RM, unless otherwise stated.

(d) Use of estimates and judgements

The preparation of the financial statements in conformity with MPERS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

There are no significant areas of estimation uncertainty and critical judgements in applying accounting policies that have significant effect on the amounts recognised in the financial statements.

2. Significant accounting policies

The accounting policies set out below have been applied consistently to the periods presented in these financial statements, unless otherwise stated.

(a) Basis of consolidation**Subsidiaries**

Subsidiaries are entities, including special purpose entity, controlled by the Company. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The consolidated financial statements of the Company and its subsidiaries (“the Group”) have not been prepared as the Directors are of the opinion that to adopt group reporting would involve undue expense or delay out of proportion to the value to the member of the Company. The consolidated financial statements have been prepared at the ultimate holding company, The Bombay Burmah Trading Corporation Limited.

Investments in subsidiaries are measured in the Company’s statement of financial position at cost less any impairment losses. The cost of investment includes transaction costs.

(b) Foreign currency**Foreign currency transactions**

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies are not retranslated at the end of the reporting date, except for those that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined.

All foreign currency differences are recognised in profit or loss.

(c) Financial instruments**(i) Initial recognition and measurement**

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is recognised initially at the transaction price (including transaction costs except in the initial measurement of a financial asset or financial liability that is subsequently measured at fair value through profit or loss) unless the arrangement constitutes, in effect, a financing transaction for either the Company (for a financial liability) or the counterparty (for a financial asset) to the arrangement. If the arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument as determined at initial recognition.

(ii) Subsequent measurement

Debt instruments that meet the following conditions are measured at amortised cost using the effective interest method:

- (a) returns to the holder are determinable, e.g. a fixed amount and/or variable rate of return benchmark against a quoted or observable interest rate;
- (b) there is no contractual provision that could result in the holder losing the principal amount or any interest attributable to the current period or prior periods; and
- (c) prepayment option, if any, is not contingent on future events.

Debt instruments that are classified as current assets or current liabilities are measured at the undiscounted amount of the cash or other consideration expected to be paid or received unless the arrangement constitutes, in effect, a financing transaction.

Investments in non-puttable ordinary shares, and investments in non-convertible and non-puttable preference shares are measured at cost less impairment, unless the shares are publicly traded or their fair value can otherwise be measured reliably without undue cost or effort, in which case the investments are measured at fair value with changes in fair value recognised in profit or loss.

All financial assets (except for financial assets measured at fair value through profit or loss) are assessed at each reporting date whether there is any objective evidence of impairment. An impairment loss is measured as follows:

- For an instrument measured at amortised cost, the impairment loss is the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate.
- For an instrument measured at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

All other financial assets or financial liabilities not measured at amortised cost or cost less impairment are measured at fair value with changes recognised in profit or loss.

(c) Financial instruments (continued)**(iii) Derecognition**

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or are settled, or control of the asset is not retained or substantially all of the risks and rewards of ownership of the financial asset are transferred to another party. On derecognition of a financial asset, the difference between the carrying amount of the financial asset derecognised and the consideration received, including any newly created rights and obligations, is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged, cancelled or expires. On derecognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

(d) Plant and equipment**(i) Recognition and measurement**

Items of plant and equipment are measured at cost less any accumulated depreciation.

Cost includes expenditures that are directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the asset to working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located.

Purchased software that is integral to the functionality of the related equipment is capitalised as part of that equipment.

When significant parts of an item of plant and equipment have different useful lives, they are accounted for as separate items (major components) of plant and equipment.

The gain or loss on disposal of an item of plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of plant and equipment and is recognised net within "other income" and "other expenses" respectively in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Company, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised to profit or loss. The costs of the day-to-day servicing of plant and equipment are recognised in profit or loss as incurred.

(d) Plant and equipment (continued)**(iii) Depreciation**

Depreciation is based on the cost of an asset less its residual value. Significant components of individual assets are assessed, and if a component has a useful life that is different from the remainder of that asset, then that component is depreciated separately.

Depreciation is recognised in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of plant and equipment from the date that they are available for use.

The estimated useful lives are as follows:

Computer hardware	3 years
Computer software	3 years
Office equipment, furniture and fittings	3 years

If there is an indication that there has been a significant change since the last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits, the Company would review its present depreciation method and, if current expectations differ, the Company would amend the residual value, depreciation method or useful life to reflect the new pattern.

(e) 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 fair value. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

(f) Impairment of non-financial assets

The carrying amounts of non-financial assets (i.e. plant and equipment) are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets are grouped together into the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or cash-generating units.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash-generating units.

An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit exceeds its estimated recoverable amount.

(f) Impairment of non-financial assets (continued)

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating unit (group of cash-generating units) and then to reduce the carrying amounts of the other assets in the cash-generating unit (groups of cash-generating units) on a pro rata basis.

Impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised. Reversals of impairment losses are credited to profit or loss in the financial year in which the reversals are recognised.

(g) Income tax

Income tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to a business combination or items recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted by the end of the reporting period, and any adjustment to tax payable in respect of previous financial years.

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or 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 end of the reporting period.

Deferred tax assets and liabilities are offset if, and only if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they plan to settle current tax assets and liabilities on a net basis or their tax assets and liabilities will be realised simultaneously.

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

(h) Revenue and other income**(i) Management fee**

Revenue from the provision of management services to related companies is recognised when the services are performed.

(ii) Interest income

Interest income is recognised as it accrues, using the effective interest method in profit or loss.

(i) Employee benefits**(i) Short-term employee benefits**

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(ii) State plans

The Company's contribution to statutory pension funds are charged to profit or loss in the financial year to which they relate. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

3. Plant and equipment

	Computer hardware RM	Computer software RM	Office equipment, furniture and fittings RM	Total RM
At cost				
At 1 April 2016/31 March 2017	24,686	3,247	23,287	51,220
Accumulated depreciation				
At 1 April 2016/31 March 2017	24,686	3,247	23,287	51,220
Carrying amounts				
At 1 April 2016	--	--	--	--
At 31 March 2017	--	--	--	--

Included in plant and equipment of the Company are fully depreciated assets which are still in use at cost amounting to RM51,220 (2016: RM51,220).

4. Investments in subsidiaries

	2017 RM	2016 RM
Unquoted shares, at cost	13,846,768	13,842,711

Details of the subsidiaries are as follows:

Name of entity	Country of incorporation	Principal activities	Effective ownership interest	
			2017 %	2016 %
Held by the Company:				
Naira Holdings Limited	The British Virgin Islands	Investment holding	100	100
Island Horti-Tech Holdings Pte. Ltd.*	Republic of Singapore	Investment holding	100	100
Leila Lands Limited*	Mauritius	Investment holding	100	100
Restpoint Investments Limited	The British Virgin Islands	Investment holding	100	100
Baymanco Investments Limited*	Mauritius	Investment holding	100	--
Subsidiaries of Island Horti-Tech Holdings Pte. Ltd.:				
Island Landscape & Nursery Pte. Ltd.*	Republic of Singapore	Provision of decorative plants and landscape services	100	100

4. Investments in subsidiaries (continued)

Name of entity	Country of incorporation	Principal activities	Effective ownership interest	
			2017 %	2016 %
Innovative Organics Inc.**	United States of America	Investment holding	58.80	58.80
Granum Inc.**	United States of America	Manufacturing and selling organic teas	58.80	58.80
Myanmar Island Horti-Tech Ltd.**	Myanmar	Dormant	100	100
Subsidiaries of Leila Lands Limited:				
Britannia Brands Limited**	United Kingdom	Investment holding	100	100
ABI Holdings Limited**	United Kingdom	Investment holding	100	100
Associated Biscuits International Limited**	United Kingdom	Investment holding	100	100
Britannia Industries Limited*	India	Manufacturer	50.72	50.74
Bannatyne Enterprises Pte Limited*	Republic of Singapore	Investment holding	100	100
Dowbiggin Enterprises Pte Limited*	Republic of Singapore	Investment holding	100	100
Nacupa Enterprises Pte Limited*	Republic of Singapore	Investment holding	100	100
Spargo Enterprises Pte Limited*	Republic of Singapore	Investment holding	100	100
Valletort Enterprises Pte Limited*	Republic of Singapore	Investment holding	100	100
Flora Investments Company Private Limited**	India	Investment holding	20.56	20.56
Gilt Edge Finance & Investments Private Limited**	India	Investment holding	23.40	23.41

4. Investments in subsidiaries (continued)

Name of entity	Country of incorporation	Principal activities	Effective ownership interest	
			2017 %	2016 %
Boribunder Finance & Investments Private Limited**	India	Investment holding	50.72	50.74
J B Mangharam Foods Private Limited**	India	Biscuit manufacturer	50.72	50.74
Manna Foods Private Limited**	India	Biscuit manufacturer	50.72	50.74
International Bakery Products Limited**	India	Biscuit manufacturer	50.72	50.74
Sunrise Biscuit Company Private Limited**	India	Biscuit manufacturer	50.29	50.32
Ganges Valley Foods Private Limited**	India	Biscuit manufacturer	25.87	25.87
Britannia And Associates (Mauritius) Private Limited**	Mauritius	Investment holding	50.72	50.74
Britannia And Associates (Dubai) Co. Pvt. Ltd.**	Dubai	Investment holding	50.72	50.74
Al Sallan Food Industries Co SAOG**	Oman	Biscuit manufacturer	33.20	33.21
Strategic Foods International Co LLC**	Dubai	Biscuit manufacturer	50.72	50.74
Strategic Brands Holdings Ltd**	Dubai	Brand holding company	50.72	50.74
Daily Bread Gourmet Foods (India) Private Limited**	India	Bakery products	50.72	50.74
Britannia Employees' Medical Welfare Association Private Limited**	India	Medical	50.72	50.74
Britannia Employees' General Welfare Association Private Limited**	India	General	50.72	50.74

4. Investments in subsidiaries (continued)

Name of entity	Country of incorporation	Principal activities	Effective ownership interest	
			2017 %	2016 %
Britannia Employees' Educational Welfare Association Private Limited**	India	Educational	50.72	50.74
Britannia Dairy Private Limited**	India	Food products	50.72	50.74
Britannia Dairy Holdings Private Limited**	Mauritius	Investment holding	50.72	50.74
Vasana Agrex and Herbs Private Limited**	India	Agriculture & Allied activities	50.72	50.74
Snacks Bisc Private Limited**	India	Manufacture of food products	50.72	50.74

* Audited by other member firms of KPMG International.

** Audited by other firm of accountants.

5. Due from/(to) subsidiaries/holding company

The amount due from holding company is unsecured, non-trade in nature, interest free and has no fixed terms of repayment.

The amounts due from subsidiaries include US Dollar balance of USD16,263,032 (2016: USD10,263,032) and Sterling Pound of GBP1,075,000 (2016: GBP1,075,000) are unsecured, non-trade in nature, interest free and not repayable in the next twelve months except for the loan amounts of USD8,772,593 (2016: USD8,772,593) which bear interest at 3 month LIBOR plus 0.25% (2016: 0.25%). The other amounts due from subsidiaries are unsecured, non-trade in nature, interest free and not repayable in the next twelve months.

The amounts due to subsidiaries include Singapore Dollar balance of SGD125,561 (2016: SGD91,947) are unsecured, non-trade in nature, interest free and repayable on demand.

6. Share capital

	2017	2016	Number of ordinary shares	
	RM	RM	2017	2016
Ordinary shares of RM1.00 each:				
Authorised	<u>50,000,000</u>	<u>50,000,000</u>	<u>50,000,000</u>	<u>50,000,000</u>
Issued and fully paid	<u>47,113,500</u>	<u>47,113,500</u>	<u>47,113,500</u>	<u>47,113,500</u>

7. Profit for the year

	2017 RM	2016 RM
Profit for the year is arrived at after charging/(crediting)		
Audit fee	11,000	9,000
Office rental	69,966	67,003
Unrealised gain on foreign exchange	(6,698,435)	(2,771,029)
Personnel expenses (including key management personnel):		
- Contributions to state plans	73,533	64,988
	<u>73,533</u>	<u>64,988</u>

8. Taxation

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items (stated at gross):

	2017 RM	2016 RM
Unutilised tax losses	11,041,000	10,135,000
Unabsorbed capital allowances	81,000	81,000
	<u>11,122,000</u>	<u>10,216,000</u>

The unutilised tax losses and unabsorbed capital allowances 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 Company can utilize the benefits there from.

9. Financial instruments

9.1 Categories of financial instruments

The table below provides an analysis of financial instruments categories as follows:

(a) Financial assets and financial liabilities measured at amortised cost ("AC").

	Carrying amount RM	AC RM
2017		
Financial assets		
Due from subsidiaries	87,182,523	87,182,523
Due from holding company	1,000	1,000
Other receivables	3,857	3,857
Cash and cash equivalents	421,307	421,307
	<u>87,608,687</u>	<u>87,608,687</u>
Financial liabilities		
Due to subsidiaries	(387,525)	(387,525)
Other payables	(8,000)	(8,000)
	<u>(395,525)</u>	<u>(395,525)</u>

9. Financial instruments (continued)

9.1 Categories of financial instruments (continued)

	Carrying amount RM	AC RM
2016		
Financial assets		
Due from subsidiaries	80,515,440	80,515,440
Due from holding company	21,000	21,000
Other receivables	3,238	3,238
Cash and cash equivalents	821,893	821,893
	<u>81,361,571</u>	<u>81,361,571</u>
Financial liabilities		
Due to subsidiaries	(258,209)	(258,209)
Other payables	(8,000)	(8,000)
	<u>(266,209)</u>	<u>(266,209)</u>

9.2 Net gains and losses arising from financial instruments

	2017 RM	2016 RM
Net gains/(losses) on:		
Financial assets measured at amortised cost	<u>7,116,699</u>	<u>3,016,449</u>

10. Related parties

Significant related party transactions

The significant related party transactions of the Company are shown below. The balances related to the below transactions are shown in the statement of financial position.

	2017 RM	2016 RM
A. Subsidiaries		
Interest income	417,989	245,275
Loan	26,562,000	--
Management fee	120,000	120,000
Office rental	69,966	67,003
	<u>27,169,955</u>	<u>432,278</u>
B. Holding company		
Management fee	12,000	12,000
	<u>12,000</u>	<u>12,000</u>
C. Key management personnel		
<i>Directors</i>		
Remuneration	347,480	311,937
	<u>347,480</u>	<u>311,937</u>
D. Fees expense to a company related to certain Directors	<u>6,000</u>	<u>6,000</u>

Leila Lands Sdn. Berhad

(Company No. 103198-U)
(Incorporated in Malaysia)

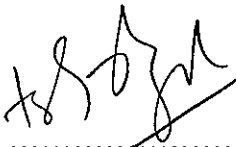
**Statement by Directors pursuant to
Section 251(2) of the Companies Act 2016**

In the opinion of the Directors, the financial statements set out on pages 5 to 21 are drawn up in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia so as to give a true and fair view of the financial position of the Company as of 31 March 2017 and of its financial performance and cash flows for the financial year then ended.

Signed on behalf of the Board of Directors in accordance with a resolution of the Directors:


.....

Ness Wadia
Director


.....

Jayant Shripad Gadgil
Director

Date: 24 MAY 2017

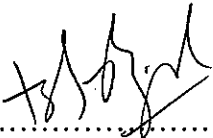
Leila Lands Sdn. Berhad

(Company No. 103198-U)
(Incorporated in Malaysia)

Statutory declaration pursuant to Section 251(1)(b) of the Companies Act 2016

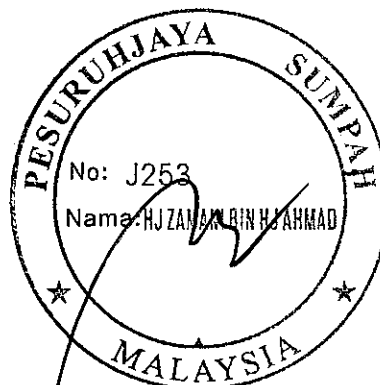
I, **Jayant Shripad Gadgil**, the Director primarily responsible for the financial management of LEILA LANDS SDN. BERHAD, do solemnly and sincerely declare that the financial statements, set out on pages 5 to 21 are, to the best of my knowledge and belief, correct and I make this solemn declaration conscientiously believing the declaration to be true, and by virtue of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by the above named Jayant Shripad Gadgil, Passport No. Z3366630, at Johor Bahru in the State of Johor on **17 MAY 2017**



.....
Jayant Shripad Gadgil

Before me:



Lot K1 & K2 Podium 2
Bangunan Ansar, 65 Jalan Trus
80000 Johor Bahru
Johor (Bersebelahan UTC)

KPMG PLT
(LLP0010081-LCA & AF 0758)
Chartered Accountants
Level 14, Menara Ansar
65, Jalan Trus
80000 Johor Bahru
Johor Darul Takzim, Malaysia

Telephone +60 (7) 224 2870
Fax +60 (7) 224 8055
Internet www.kpmg.com.my

Independent Auditors' Report to the members of Leila Lands Sdn. Berhad

(Company No. 103198-U)
(Incorporated in Malaysia)

Report on the Audit of the Financial Statements

Adverse opinion

We have been engaged to audit the financial statements of Leila Lands Sdn. Berhad, which comprise the statement of financial position as at 31 March 2017, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 5 to 21.

In our opinion, because of the significance of the matter described in the *Basis for Adverse Opinion* section of our report, the accompanying financial statements do not give a true and fair view of the financial position of the Company as at 31 March 2017 and of its financial performance and its cash flows for the year then ended in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia.

Basis for Adverse Opinion

The Company has subsidiaries and is required by Malaysian Private Entities Reporting Standard Section 9, "Consolidated and Separate Financial Statements" and the Companies Act 2016 to prepare consolidated financial statements. As described in Note 2 (a) to the financial statements, no consolidated financial statements of the Group have been prepared for the year ended 31 March 2017. The effects of this departure from Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 in Malaysia are material and pervasive and have not been quantified.

We conducted our audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Financial Statements* section of our auditors' report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our adverse opinion.

Independence and Other Ethical Responsibilities

We are independent of the Company in accordance with the *By-Laws (on Professional Ethics, Conduct and Practice)* of the Malaysian Institute of Accountants ("By-Laws") and the International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants* ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the By-Laws and the IESBA Code.

Company No. 103198-U

*Leila Lands Sdn. Berhad
Independent Auditors' Report for the
Financial Year Ended 31 March 2017*

Information Other than the Financial Statements and Auditors' Report Thereon

The Directors of the Company are responsible for the other information. The other information comprises the information included in the Directors' Report, but does not include the financial statements of the Company and our auditors' report thereon.

Our opinion on the financial statements of the Company does not cover the Directors' Report and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the Directors' Report and, in doing so, consider whether the Directors' Report is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of the Directors' Report, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors for the Financial Statements

The Directors of the Company are responsible for the preparation of financial statements that give a true and fair view in accordance with Malaysian Private Entities Reporting Standard and the requirements of the Companies Act 2016 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.

In preparing the financial statements, the Directors are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements of the Company 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 approved standards on auditing in Malaysia and International Standards on Auditing 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.

Company No. 103198-U

*Leila Lands Sdn. Berhad
Independent Auditors' Report for the
Financial Year Ended 31 March 2017*

As part of an audit in accordance with approved standards on auditing in Malaysia and International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements of the Company, 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 internal control of the Company.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' 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 ability of the Company 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 of the Company 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 of the Company, including the disclosures, and whether the financial statements of the Company represent the underlying transactions and events in a manner that gives a true and fair view.


We communicate with the Directors 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.

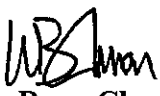
Company No. 103198-U

Leila Lands Sdn. Berhad
Independent Auditors' Report for the
Financial Year Ended 31 March 2017

Other Matters

1. As stated in Note 1(a) to the financial statements, the Company adopted Malaysian Private Entities Reporting Standard ("MPERS") on 1 April 2016 with a transition date of 1 April 2015. These standards were applied retrospectively by the Directors to the comparative information in these financial statements, including the statement of financial position as at 31 March 2016, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year ended 31 March 2016 and related disclosures. We were not engaged to report on the comparative information that is prepared in accordance with MPERS, and hence it is unaudited. Our responsibilities as part of our audit of the financial statements of the Company for the year ended 31 March 2017 have, in these circumstances, included obtaining sufficient appropriate audit evidence that the opening balances as at 1 April 2016 do not contain misstatements that materially affect the financial position as at 31 March 2017, and the financial performance and cash flows for the year then ended.
2. This report is made solely to the members of the Company, as a body, in accordance with Section 266 of the Companies Act 2016 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.


KPMG PLT
(LLP0010081-LCA & AF 0758)
Chartered Accountants


Wee Beng Chuan
Approval Number: 02677/12/2018 J
Chartered Accountant

Johor Bahru

Date: 24 MAY 2017