

OIL INDIA CYPRUS LIMITED

REPORT AND FINANCIAL STATEMENTS
31 March 2019

OIL INDIA CYPRUS LIMITED

REPORT AND FINANCIAL STATEMENTS

Year from 1 April 2018 to 31 March 2019

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OIL INDIA CYPRUS LIMITED

BOARD OF DIRECTORS AND OTHER OFFICERS

Board of Directors:

Andreas Constantinides
Katia Solomou (Appointed on 15 February 2019)
Mani Dhair Gupta (Appointed on 16 July 2018)
Bhattacharjee Rabisankar (Resigned on 16 July 2018)
Ulyana Holovenko (Resigned on 15 February 2019)

Company Secretary:

TMF Company Secretary (CY) Limited

Independent Auditors:

Commodum Limited
Certified Public Accountants and Registered Auditors

Registered office:

Florinis 23
Stadyl Buildings, 4th floor
P.C 1065, Nicosia, Cyprus

Banker:

Citibank

Registration number:

HE295721

OIL INDIA CYPRUS LIMITED

MANAGEMENT REPORT

The Board of Directors present their report to members together with the audited financial statements of Oil India Cyprus Limited (the "Company") for the year ended 31 March 2019.

Principal activities and nature of operations of the Company

The Company was dormant for the year under review.

Branches

The Company did not operate through any branches during the period under review.

Review of current position, future developments and performance of the Company's business

The Company's development to date, financial results and position as presented in the financial statements reflect that of a dormant Company.

The effective management does not expect in the foreseeable future, any significant changes or developments for the Company.

Results

The Company's results for the year are set out on page 6. The net loss for the year is carried forward.

Dividends

The Company did not have any distributable profits as at 31 March 2019, thus the Board of Directors cannot recommend the payment of a dividend.

Share capital

There were no changes in the share capital of the Company during the year under review.

Board of Directors

The members of the Company's Board of Directors as at 31 March 2019 and at the date of this report are presented on page 1. On 16 July 2018 Bhattacharjee Rabisankar was replaced by Mani Dhair Gupta, while on 15 February 2019, Ulyana Holovenko has also resigned and replaced by Katia Solomou.

In accordance with the Company's Articles of Association all Directors presently members of the Board continue in office.

There were no significant changes in the assignment of responsibilities and remuneration of the Board of Directors.

Events after the reporting period

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.

Related party transactions

In accordance with the requirements of IAS 24 "Related Party Transactions", all transactions with related parties are disclosed in note 10 of the financial statements.

Independent Auditors

The Independent Auditors, Commodum Limited, have expressed their willingness to continue in office and a resolution giving authority to the Board of Directors to fix their remuneration will be proposed at the Annual General Meeting.

By order of the Board of Directors,



TMF Company Secretary (CY) Limited
Secretary
Nicosia, 2019

Independent Auditor's Report

To the Members of Oil India Cyprus Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Oil India Cyprus Limited (the "Company"), which are presented in pages 6 to 13 and comprise the statement of financial position as at 31 March 2019, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2019, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Cyprus, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to note 2 to the financial statements which indicates that the Company incurred a loss of US\$45,811 during the year ended 31 March 2019, for the year ended 31 March 2019, and, as at that date its current liabilities exceeded its current assets by US\$60,583. These conditions, along with other matters as set forth in note 2 indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. Our opinion is not qualified in respect of this matter.

Other information

The Board of Directors is responsible for the other information. The other information comprises the information included in the management report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements 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 this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (continued)

To the Members of Oil India Cyprus Limited

Responsibilities of the Board of Directors for the Financial Statements

The Board of Directors is responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and the requirements of the Cyprus Companies Law, Cap. 113, and for such internal control as the Board of Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

We communicate with the Board of 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.

Independent Auditor's Report (continued)

To the Members of Oil India Cyprus Limited

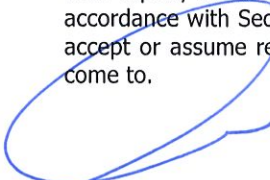
Report on Other Legal Requirements

Pursuant to the additional requirements of the Auditors Law of 2017, we report the following:

- In our opinion, the management report, has been prepared in accordance with the requirements of the Cyprus Companies Law, Cap 113, and the information given is consistent with the financial statements.
- In our opinion, and in the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the management report.

Other Matter

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 69 of the Auditors Law of 2017 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whose knowledge this report may come to.


Spyros Thrasyvoulou
Certified Public Accountant and Registered Auditor
for and on behalf of
Commodum Limited
Certified Public Accountants and Registered Auditors

Nicosia, 2019

OIL INDIA CYPRUS LIMITED

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year from 1 April 2018 to 31 March 2019

		01/04/2018- 31/03/2019	01/04/2017- 31/03/2018
	Note	US\$	US\$
Administration expenses	5	(47,582)	(26,372)
Net finance income/(cost)	6	<u>1,771</u>	<u>(3,639)</u>
(Loss) before tax		(45,811)	(30,011)
Tax	7	<u>-</u>	<u>-</u>
Net loss for the year		(45,811)	(30,011)
Other comprehensive income		<u>-</u>	<u>-</u>
Total comprehensive loss for the year		<u>(45,811)</u>	<u>(30,011)</u>

The notes on pages 10 to 13 form an integral part of these financial statements.

OIL INDIA CYPRUS LIMITED

STATEMENT OF FINANCIAL POSITION

31 March 2019

	Note	31/03/2019 US\$	31/03/2018 US\$
ASSETS			
Current assets			
Cash at bank		<u>7,204</u>	<u>7,316</u>
Total assets		<u>7,204</u>	<u>7,316</u>
EQUITY AND LIABILITIES			
Equity			
Share capital	8	89,589	89,589
Other reserves		9,457	9,457
Accumulated losses		<u>(159,629)</u>	<u>(113,818)</u>
Total equity		<u>(60,583)</u>	<u>(14,772)</u>
Current liabilities			
Payables	9	<u>67,787</u>	<u>22,088</u>
		<u>67,787</u>	<u>22,088</u>
Total equity and liabilities		<u>7,204</u>	<u>7,316</u>

On 9/5/2019 the Board of Directors of Oil India Cyprus Limited authorised these financial statements for issue.



Andreas Constantinides
Director



Katia Solomou
Director

The notes on pages 10 to 13 form an integral part of these financial statements.

OIL INDIA CYPRUS LIMITED

STATEMENT OF CHANGES IN EQUITY

Year from 1 April 2018 to 31 March 2019

	Note	Share capital US\$	Capital reserve US\$	Accumulated losses US\$	Total US\$
Balance at 1 April 2018		48,210	9,457	(83,807)	(26,140)
Comprehensive loss					
Net loss for the year		-	-	(30,011)	(30,011)
Transactions with owners					
Issue of share capital	8	41,379	-	-	41,379
Balance at 31 March 2018 and 1 April 2019		89,589	9,457	(113,818)	(14,772)
Comprehensive loss					
Net loss for the year		-	-	(45,811)	(45,811)
Balance at 31 March 2019		89,589	9,457	(159,629)	(60,583)

The notes on pages 10 to 13 form an integral part of these financial statements.

OIL INDIA CYPRUS LIMITED

STATEMENT OF CASH FLOWS

Year from 1 April 2018 to 31 March 2019

	01/04/2018- 31/03/2019 US\$	01/04/2017- 31/03/2018 US\$
CASH FLOWS FROM OPERATING ACTIVITIES		
(Loss) before tax	(45,811)	(30,011)
Increase/(Decrease) in payables	<u>45,699</u>	<u>(4,052)</u>
Cash used in operations	<u>(112)</u>	<u>(34,063)</u>
CASH FLOWS FROM INVESTING ACTIVITIES	<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	<u>-</u>	<u>41,379</u>
Net cash generated from financing activities	<u>-</u>	<u>41,379</u>
Net (decrease)/increase in cash and cash equivalents	(112)	7,316
Cash and cash equivalents at beginning of the year	<u>7,316</u>	<u>-</u>
Cash and cash equivalents at end of the year	<u>7,204</u>	<u>7,316</u>

The notes on pages 10 to 13 form an integral part of these financial statements.

OIL INDIA CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year from 1 April 2018 to 31 March 2019

1. Incorporation and principal activities

Country of incorporation

Oil India Cyprus Limited (the "Company") was incorporated in Cyprus on 21 October 2011 as a limited liability company under the provisions of the Cyprus Companies Law, Cap. 113. The registered office of the Company is located at Florinis 23, Stadyl Buildings, 4th floor, P.C 1065, Nicosia, Cyprus.

Principal activities and nature of operations of the Company

The Company was dormant for the year under review.

2. Significant accounting policies

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented in these financial statements unless otherwise stated.

Going concern basis

The Company incurred a loss of US\$45,811 for the year ended 31 March 2019, and, as at that date its current liabilities exceeded its current assets by US\$60,583. The Company is dependent upon the continuing financial support of its majority shareholder "Oil India Limited" without which it can not continue as a going concern. We expect that the shareholder will confirm in writing their intention to continue providing such financial assistance to the Company, something that will confirm that the Company is a going concern entity and that it can meet its obligations as they fall due.

Basis of preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU) and the requirements of the Cyprus Companies Law, Cap.113. The financial statements have been prepared under the historical cost convention.

Adoption of new and revised IFRSs

During the current year the Company adopted all the new and revised International Financial Reporting Standards (IFRS) that are relevant to its operations and are effective for accounting periods beginning on 1 April 2018. This adoption did not have a material effect on the accounting policies of the Company.

At the date of approval of these financial statements, standards and interpretations were issued by the International Accounting Standards Board which were not yet effective. Some of them were adopted by the European Union and others not yet. The Board of Directors expects that the adoption of these accounting standards in future periods will not have a material effect on the financial statements of the Company.

Finance income

Finance income represents favourable exchange gains which are charged to profit or loss as incurred.

Finance costs

Finance costs represent bank charges and unfavourable exchange losses which are also charged to profit or loss as incurred.

OIL INDIA CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year from 1 April 2018 to 31 March 2019

2. Significant accounting policies (continued)

Foreign currency translation

(1) **Functional and presentation currency**

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in United States Dollars (US\$), which is the Company's functional and presentation currency.

(2) **Transactions and balances**

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Financial instruments

Financial assets and financial liabilities are recognised in the Company's statement of financial position when the Company becomes a party to the contractual provisions of the instrument.

Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise cash at bank.

Payables

Payables are initially measured at fair value and are subsequently measured at amortised cost, using the effective interest rate method.

Share capital

Ordinary shares are classified as equity.

Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

3. Financial risk management

Financial risk factors

The Company is exposed to liquidity risk and currency risk arising from the financial instruments it holds. The effective management has not implemented a formal set of risk management policies yet, as the Company is inactive.

3.1 Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The management of the Company does not have a formal policy for managing liquidity risk.

Due to the fact that the vast majority of financial obligations is to the Company's shareholder, the effect of liquidity risk in these financial statements is considered as low.

3.2 Currency risk

The Company is subject to Currency risk due to the fact that expenses charged by Cypriot administrators are denominated in Euros.

OIL INDIA CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year from 1 April 2018 to 31 March 2019

3. Financial risk management (continued)

Fair value estimation

The fair values of the Company's financial liabilities approximate their carrying amounts at the reporting date.

4. Critical accounting estimates and judgements

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates and requires Management to exercise its judgment in the process of applying the Company's accounting policies. It also requires the use of assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on Management's best knowledge of current events and actions, actual results may ultimately differ from those estimates.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

5. Administration expenses

	01/04/2018- 31/03/2019	01/04/2017- 31/03/2018
	US\$	US\$
Auditors' remuneration - current year	2,096	1,320
Auditors' remuneration - prior years	982	-
Accounting fees	6,828	3,512
Legal and professional fees	37,676	21,540
	<u>47,582</u>	<u>26,372</u>

Other than auditor's remuneration there were no other fees charged by statutory auditors.

6. Net finance income/(cost)

	01/04/2018- 31/03/2019	01/04/2017- 31/03/2018
	US\$	US\$
Net exchange profit	2,820	377
Finance income	<u>2,820</u>	<u>377</u>
Net exchange losses	-	(2,873)
Bank charges	(1,049)	(1,143)
Finance costs	<u>(1,049)</u>	<u>(4,016)</u>
Net finance income/(cost)	<u>1,771</u>	<u>(3,639)</u>

7. Tax

The Company is subject to income tax on taxable profits at the rate of 12.5%.

Due to tax losses sustained in the year, no tax liability arises on the Company. Under current legislation, tax losses may be carried forward and be set off against taxable income of the five succeeding years.

OIL INDIA CYPRUS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year from 1 April 2018 to 31 March 2019

8. Share capital

	2019 Number of shares	2019 US\$	2018 Number of shares	2018 US\$
Authorised				
Ordinary shares of €1 each	<u>101,000</u>	<u>120,297</u>	<u>101,000</u>	<u>120,297</u>
Issued and fully paid				
Balance at 1 April	76,373	89,589	42,764	48,210
Issue of shares	-	-	33,609	41,379
Balance at 31 March	<u>76,373</u>	<u>89,589</u>	<u>76,373</u>	<u>89,589</u>

9. Payables

	31/03/2019 US\$	31/03/2018 US\$
Shareholders' current accounts (Note 10.1)	50,549	11,789
Accruals	<u>17,238</u>	<u>10,299</u>
	<u>67,787</u>	<u>22,088</u>

The fair values of payables due within one year approximate to their carrying amounts as presented above.

10. Related party transactions

The Company is controlled by Oil India Limited, a Company incorporated in India, which owns 76% of the Company's shares directly and 24% indirectly, through its stake in Oil India Sweden AB. The majority shareholder of Oil India Limited is the Government of India, which owns 66.13% of its issued share capital.

The following transactions were carried out with related parties:

10.1 Shareholders' current account- credit balances (Note 9)

	31/03/2019 US\$	31/03/2018 US\$
Oil India Limited	<u>50,549</u>	<u>11,789</u>
	<u>50,549</u>	<u>11,789</u>

The shareholders' current accounts are interest free, and have no specified repayment date.

11. Contingent liabilities

The Company had no contingent liabilities as at 31 March 2019.

12. Commitments

The Company had no capital or other commitments as at 31 March 2019.

13. Events after the reporting period

There were no material events after the reporting period, which have a bearing on the understanding of the financial statements.

Independent auditor's report on pages 3 and 5