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MGI N RAJAN ASSOCIATES
PUBLIC ACCOUNTANTS AND
CHARTERED ACCOUNTANTS SINGAPORE

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDER OF MERCATOR OFFSHORE ASSETS HOLDING PTE. LTD.

Report on the Financial Statements

We have audited the accompanying financial statements of **MERCATOR OFFSHORE ASSETS HOLDING PTE. LTD.** ("The Company") , which comprise the balance sheet of the Company as at 31 March 2015, and the statement of comprehensive income , statement of changes in equity and statement of cash flows for the period from 04 February 2014 (date of incorporation) to 31 March 2015, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Singapore Companies Act, Cap.50 (the "Act") and Singapore Financial Reporting Standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of 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 of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by 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.

Opinion

In our opinion, the financial statements are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Company as at 31 March 2015 and the results, changes in equity and cash flows of the Company for the period from 4th February 2014 (date of incorporation) to 31st March 2015.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company have been properly kept in accordance with the provisions of the Act.

MGI N Rajan Associates
MGI N RAJAN ASSOCIATES
PUBLIC ACCOUNTANTS AND
CHARTERED ACCOUNTANTS
SINGAPORE
Date: 28 MAY 2015

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G. Natarajan, P.S. Somasekharan, D. Govindaraj

MERCATOR OFFSHORE ASSETS HOLDING PTE. LTD.
(Incorporated in Singapore)

BALANCE SHEET AS AT 31 MARCH 2015

	NOTE	US$
Non-Current Assets		
Investment in Subsidiaries	5	20,900,004
		20,900,004
Current Assets		
Cash and cash equivalents	6	19,472
		19,472
Current Liabilities		
Amount due to subsidiaries	7	18,036,203
Amount due to immediate holding company	8	2,688,783
Accruals		3,667
		20,728,653
Net Current (liabilities)		(20,709,181)
Net Assets		190,823
Equity		
Share capital	9	240,090
Loss for the period		(49,267)
		190,823

(The annexed notes form an integral part of and should be read in conjunction with these accompanying financial statements).

MERCATOR OFFSHORE ASSETS HOLDING PTE. LTD.
(Incorporated in Singapore)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD FROM 4 FEBRUARY 2014 (DATE OF INCORPORATION) TO 31 MARCH 2015

	NOTE	US$
Revenue		-
Other operating expenses		(49,267)
Loss before tax	3	(49,267)
Tax expense	4	-
Loss after tax		(49,267)
Other comprehensive income		-
Total comprehensive income		(49,267)

(The annexed notes form an integral part of and should be read in conjunction with these accompanying financial statements.)

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM 04 FEBRUARY 2014 (DATE OF INCORPORATION) TO 31 MARCH 2015

	Share capital	Loss for the period	Total
	US$	US$	US$
At the date of incorporation	**2**	**-**	**2**
Issue of shares	240,088	-	240,088
Total comprehensive income	-	(49,267)	(49,267)
Balance at 31 March 2015	**240,090**	**(49,267)**	**190,823**

(The annexed notes form an integral part of and should be read in conjunction with these accompanying financial statements.)

MERCATOR OFFSHORE ASSETS HOLDING PTE. LTD.
(Incorporated in Singapore)

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM 04 FEBRUARY 2014 (DATE OF INCORPORATION) TO 31 MARCH 2015

	NOTE	US$
Cash flows from operating activities		
Loss before taxation		(49,267)
Operating (loss) before working capital changes		(49,267)
Other payables		3,667
Cash (used in) operating activites		(45,600)
Cash flows from investing activities		
Investment in Subsidiaries		(20,900,004)
Net cash (used in) investing activities		(20,900,004)
Cash flows from financing activities		
Amount due to subsidiaries		18,036,203
Amount due to immediate holding company		2,688,783
Issue of shares		240,090
Net cash from financing activities		20,965,076
Net change in cash and cash equivalents		19,472
Cash and cash equivalents at beginning of period		-
Cash and cash equivalents at the end of period	6	19,472

(The annexed notes form an integral part of and should be read in conjunction with these financial statements.)

These notes form an integral part of and should be read in conjunction with the accompanying financial statements

1. GENERAL INFORMATION

The company was incorporated on 04 February 2014 as a Private Company Limited by Shares and domiciled in the Republic of Singapore.

The principal activities of the Company is that of investment holding.

The company's registered office is located at:-
8 Temasek Boulevard, #07-01/05,
Suntec Tower 3
Singapore 038988.

The Company's immediate holding Company is Mercator Energy Pte. Ltd., a Company incorporated in Singapore and the ultimate holding Company is Mercator Limited, a company incorporated in India.

The financial statements of the company for the period from 04 February 2014 to 31 March 2015 were authorised for issue in accordance with a resolution of the directors on the date of the Statement by Director.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards ("FRS"). The financial statements have been prepared under the historical cost convention, except as disclosed in the accounting policies below.

The preparation of the financial statements in conformity with Singapore Financial Reporting Standards requires using of estimates and 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 reported amounts of revenues and expenses during the financial year. The Company has assessed that there are no estimates or judgements used that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, contd...

2.2 SUBSIDIARY

Subsidiary is an entity over which the company has power to govern the financial and economic policies generally accompanying a shareholding of more than one half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the company controls another entity.

Investment in the subsidiary is stated in the financial statements of the Company at cost less impairments losses. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. The subsidiary's results have not been consolidated as the ultimate holding company, Mercator Limited, a Company incorporated in India publishes the consolidated financial statements.

2.3 IMPAIRMENT OF NON FINANCIAL ASSETS

The carrying amounts of the assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) of the asset is estimated to determine the amount of impairment loss.

For the purpose of impairment testing of these assets, recoverable amount is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. If this is the case, recoverable amount is determined for the cash-generating unit (CGU) to which the asset belongs

If the recoverable amount of the asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount.

The impairment loss is recognised in the income statement unless the asset is carried at re valued amount, in which case, such impairment loss is treated as a revaluation decrease.

2.4 FINANCIAL ASSETS

Loans and receivables

Loans and receivables include "cash and cash equivalents", "other receivables" and "related parties" in the balance sheet.

These financial assets are initially recognised at fair value plus transaction cost and subsequently carried at amortised cost using the effective interest method. They are presented as current assets, except for those maturing later than 12 months after the balance sheet date which are presented as non-current assets.

The Company assesses at each balance sheet date whether there is objective evidence that these financial assets are impaired are recognises an allowance for impairment when such evidence exists. Allowance for impairment is calculated as the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, contd...

2.5 FINANCIAL LIABILITIES

Initial recognition and measurement

Financial liabilities are recognised on the balance sheet when, and only when, the Company becomes a party to the contractual provisions of the financial instrument. The Company determines the classification of its financial liabilities at initial recognition.

All financial liabilities are recognised initially at fair value and in the case of other financial liabilities, plus directly attributable transaction costs.

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Other financial liabilities

After initial recognition, other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through amortisation process.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged, expelled or expired. When an existing financial liability is replaced by another from the same lender or substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the profit or loss.

2.6 CURRENCY TRANSLATION

Functional currency

Items included in the financial statements are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the company ("the functional currency"). The financial statements are prepared in United States Dollar, which is the functional currency of the Company.

Transactions and balances

Monetary assets and liabilities in foreign currencies are translated into United States dollar at rates of exchange closely approximating those ruling at balance sheet date. Transactions in foreign currencies are converted at rates closely approximating those ruling at transaction dates. Exchange differences arising from such transactions are recorded in the profit and loss account in the year in which they arise. However, where a foreign currency transaction is to be settled at a contracted rate or is covered by a related or matching forward exchange contract, the rate of exchange specified in the contract will be used and any corresponding monetary assets or liabilities will not be retranslated.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, contd.....

2.7 TAXATION

The liability method of tax effect accounting is adopted by the company. Current taxation is provided at the current taxation rate based on the tax payable on the income for the financial year that is chargeable to tax. Deferred taxation is provided at the current taxation rate on all temporary differences existing at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax liabilities are recognized for all taxable temporary differences (unless the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss).

Deferred tax assets are recognized for all deductible temporary differences to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences can be utilized (unless the deferred tax asset arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss).

The statutory tax rates enacted at the balance sheet date are used to determine deferred income tax.

2.8 CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash in hand and bank deposits.

2.9 RELATED PARTY

A party is considered to be related to the Company if:-

a) The party directly or indirectly through one or more intermediaries,

   i) controls, is controlled by, or is under common control with, the Company;
   ii) has an interest in the Company that gives it significant influence over the Company; or
   iii) has joint control over the Company;

b) The party is an associate;
c) The party is a jointly-controlled entity;
d) The party is a member of the key management personnel of the Company or its parent;
e) The party is a close member of the family of any individual referred to in a) or d); or
f) The party is an entity that is controlled, jointly controlled or significantly influenced by or for which significant voting power in such entity resides with, directly or indirectly referred to in d) or e); or
g) The party is a post-employment benefit plan for the benefit of the employees of the Company, or of any entity that is a related party of the Company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, contd...

2.10 PROVISIONS

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditure expected to be required to settle the obligation using a pre-tax discount rate that reflects the current market assessment of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised in the income statement as interest expense.

2.11 SHARE CAPITAL

Ordinary shares are classified as equity. Incremental external costs directly attributable to the issue of new shares, other than on a business combination, are shown in equity as a deduction, net of tax, from the proceeds.

2.12 BORROWING COSTS

All borrowing costs are recognized in profit or loss as per effective interest rate method.

2.13 BORROWINGS

All loans and borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transactions costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Borrowings which are due to be settled within 12 months after the balance sheet date are presented as current borrowings even though the original term was for a period longer than 12 months and an arrangement to refinance, or reschedule payments, on a long term basis is completed after the balance sheet date and before the financial statements are authorized for issue. Other borrowings due to be settled more than 12 months after the balance sheet date are presented as non- current borrowings in the balance sheet. Trade and other payables and interest bearing borrowings are stated at cost. Interest bearing borrowings are recognised initially at cost less attributable transaction costs. Subsequent to initial recognition, interest – bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in profit & loss account over the period of the borrowings on effective interest basis.

2.14 FAIR VALUE EATIMATION

The carrying amounts of current financial assets and liabilities, carried at amortised cost, are assumed to approximate their fair values.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, contd...

2.15 GOING CONCERN

The Company's current liabilities exceeded its total assets by US$ 20,709,181/- as at 31 March 2015. The financial statements are prepared on a going concern basis on the assumption that the Company will be able to obtain the necessary financial support from its subsidiaries and immediate holding company to continue its operations as a going concern.

3. LOSS BEFORE TAX

Loss before tax has been arrived at after charging:	Period from 04 February 2014 to 31 March 2015
	US$
Foreign exchange losses	3,353
Stamp duties on investment made	41,896

4. TAX EXPENSE

There is no tax expense as the Company has no chargeable income.

5. INVESTMENT IN SUBSIDIARIES

	2015	
	US$	
Unquoted shares stated at Cost	20,900,004	
	20,900,004	(A+B)

During the financial period, the company has acquired 265,848 ordinary shares @ 78.6164 per share of a Singapore incorporated company are detailed as under:

Name of Subsidiary	Principal activities	Cost of investment US$	Equity holding %
Mercator Offshore (P) Pte Ltd	Construction of Mobile Production Unit that is incidental to oil & gas extraction services	20,900,000	95
		20,900,000 (A)	

5. INVESTMENT IN SUBSIDIARIES Contd..

The company has incorporated the following subsidiaries in Singapore and details are as follows:

Name of Subsidiary	Principal activities	Cost of Investment US$	Equity holding %
Mercator Okoro FPU Pte Ltd	Construction of Mobile Production Unit that is incidental to oil & gas extraction services	2	100
Mercator Okwok FPU Pte Ltd	Construction of Mobile Production Unit that is incidental to oil & gas extraction services	2	100
		4 (B)	
TOTAL (A+B)		20,900,004	

6. CASH AND CASH EQUIVALENTS

	2015 US$
Cash at bank	19,472
	19,472

7. AMOUNT DUE TO SUBSIDIARIES

The amount due to subsidiaries is non-trade, unsecured, interest-free and repayable on demand.

8. AMOUNT DUE TO IMMEDIATE HOLDING COMPANY

The amount due to immediate holding is non-trade, unsecured, interest-free and repayable on demand.

9. SHARE CAPITAL

	No. of shares issued	Amount US$
At the date of incorporation	2	2
Issue of shares during the period	299,998	240,088
Balance at end of period	300,000	240,090

During the financial period, the Company has issued 299,998 shares for a cash consideration of US$240,088.

9. **SHARE CAPITAL Contd...**

The ordinary shares are denominated in Singapore dollar and are converted to United States dollar at historical rates.

The ordinary shares are with no par value and entitled for dividend as and when declared and carry one vote per share with no restriction.

10. **FINANCIAL RISK MANAGEMENT**

The Company's activities expose it to a variety of financial risk, including foreign exchange risk, interest rate risk, credit risk and liquidity risk. The Directors reviews and agrees on the policies for managing each of these risks and they are summarised as follows:

a) ***Foreign exchange risk***

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates.

The company transacts mainly in United States Dollar, which is the functional currency of the Company. The Company has limited exposure to other currencies.

b) ***Interest rate risk***

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates.

The company is not exposed to any movements in market interest rates as it does not have any interest bearing financial instruments.

c) ***Credit risk***

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

The company is not exposed to any credit risk.

The Company's cash deposits are held with financial institutions of good standing.

d) ***Liquidity risk***

Liquidity or funding risk is the risk that an enterprise will encounter difficulty in raising funds to meet commitments associated with financial instruments. Liquidity risk may result from an inability to sell a financial asset quickly at close to its fair value. The company ensures that there are adequate funds to meet all its obligations in the form of continuing financial support from its subsidiaries and holding company.

e) ***Fair value instruments by category***

The carrying amount of the different categories of financial instruments is as follows:-

	2015
	US$
Loans and receivables	**19,472**
Financial liabilities amortised at cost	**20,728,653**

11. RELATED PARTY TRANSACTIONS

In addition to those related party information disclosed elsewhere in the financial statements, the following significant transactions between the Company and related parties who are members of the Company took place during the period at terms agreed between the parties.

	Period from 04 February 2014 to 31 March 2015 US$
Loan received from immediate holding company	43,738,950
Loan repaid to immediate holding company	41,050,165
Loan repaid to subsidiaries	30,448,190
Loan received from subsidiaries	48,484,390
Share purchase consideration paid to intermediate holding company	20,900,000

Outstanding balances at 31 March 2015, arising from loans receivables/payables within 12 months from balance sheet date are disclosed in Notes 7 & 8.

12. CAPITAL MANAGEMENT

The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and net current asset position in order to support its business. The capital structure of the Company comprises issued share capital and retained earnings.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements.

The Company is not subject to any externally imposed capital requirements.

13. COMPARATIVE FIGURES

No comparatives are available as this is the first financial period for the Company.

14. NEW / REVISED FINANCIAL REPORTING STANDARDS

The Company has not applied the following new/revised FRS or interpretations that have been issued as of the balance sheet date but not yet effective:

Annual periods commencing on	Description
1 July 2014	Amendments to FRS 19 (R) Employee Benefits -Defined Benefit Plans: employee Contributions
	Annual improvements 2012 -FRS 102 Share-Based Payment -FRS 103 Business Combinations -FRS 108 Operating segments -FRS 16 Property, Plant & Equipment -FRS 38 Intangible Assets -FRS 24 Related Party Disclosures
	Annual improvements 2013 -FRS 103 Business Combinations -FRS 113 Fair Value Measurement -FRS 40 Investment Property
1 January 2016	-FRS 114 Regulatory Deferral

The initial application of these standards and interpretations, where applicable, are not expected to have any material impact on the financial statements of the Company.

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