

UB Sports Management Overseas Limited
Annual Report and Financial Statements
31 March 2017

Registered number: 61000

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UB Sports Management Overseas Limited
Management and Administration

Directors Aravindakshan Variath (resigned 23 June 2016)
Nendakumar Hemanth Menon (resigned 31 May 2016)
Paul Dennis Pirouet (appointed 23 June 2016)
R&H Corporate Services (Jersey) Limited (appointed
31 May 2016)

Registered Office Ordnance House
31 Pier Road
St Helier
Jersey
JE4 8PW

Administrator R&H Trust Co (Jersey) Limited
PO Box 83
Ordnance House
31 Pier Road
St Helier
Jersey
JE4 8PW

Secretary Nendakumar Hemanth Menon (resigned 24 June 2016)
Woodbourne Secretaries (Jersey) Limited (appointed
24 June 2016)

Independent Auditors PricewaterhouseCoopers LLP
1 Embankment Place
London
WC2N 6RH

Banker State Bank of India
15 King St
London
EC2V 8EA

UB Sports Management Overseas Limited

Directors' Report

For the year ended 31 March 2017

The directors present their report and the financial statements of UB Sports Management Overseas Limited (the "Company") for the year ended 31 March 2017.

INCORPORATION AND PRINCIPAL ACTIVITY

The Company was incorporated in Jersey on 31 January 1995, named "JHL Nominees Limited". As set out in Note 1 to the financial statements, the name was changed to "UB Sports Management Overseas Limited" on 6 September 2012. The Company's principal activity is an investment holding Company with no operation other than receipts and repayment of inter-company loans.

RESULTS AND DIVIDEND

The loss for the year is shown in the Statement of Comprehensive Income. The Company made a loss for the year of USD \$42,114 (2016: \$10,244,157). The Company did not pay any dividends during the year (2016: Nil).

DIRECTORS

The details of directors who acted during the year and subsequently are given under Management and Administration details.

GOING CONCERN

The directors have prepared the financial statements on a going concern basis. The directors consider this to be appropriate as they have received assurance from the Company's parent company to the effect that it will continue to arrange inter-company transfers as necessary to make funds available to the Company. United Spirits Limited has provided a letter of support to the Company giving assurance that it will support the Company as a going concern for at least 12 months following the signing of these accounts. The directors have concluded that the parent company's ability to provide support is reasonable.

The directors confirm they have complied with all the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

So far as the Directors are aware, there is no relevant audit information of which the Company's auditors are unaware, and each Director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

RISK MANAGEMENT

Details of the Company's financial risk management objectives and policies are disclosed in Note 13 to the financial statements.

COMPANY SECRETARY

On 24 June 2016, Nendakumar Hemanth Menon resigned as Company Secretary and Woodbourne Secretaries (Jersey) Ltd were appointed as Company Secretary.

INDEPENDENT AUDITORS

Following an audit tender conducted, PricewaterhouseCoopers LLP were selected as auditors for Diageo group. Accordingly, PricewaterhouseCoopers LLP were appointed to replace MSI Alnoman & Ravi Chartered Accountants as auditors for the year ended 31 March 2017.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

The directors are required by the Companies (Jersey) Law 1991 to prepare Company financial statements for each financial period in accordance with generally accepted accounting principles. The directors have elected, under Jersey Company law, to prepare Company financial statements in accordance with International Financial Reporting Standards ("IFRS"), as adopted by the European Union ("EU").

The Company's financial statements are required by law to give a true and fair view and are required by IFRS adopted by the EU to present fairly the financial position and performance of the Company. In preparing the financial statements, the directors should:

- (a) Select suitable accounting policies and then apply them consistently;
- (b) Make judgements and estimates that are reasonable and prudent;
- (c) State whether they have been prepared in accordance with IFRSs adopted by the EU, subject to any material departures disclosed and explained in the financial statements; and
- (d) Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping accounting records which are sufficient to show and explain the Company's transactions and are such as to disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements are properly prepared and in accordance with the Companies (Jersey) Law 1991. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in Jersey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

By Order of the Board



Jen Geddes

on behalf of R&H Corporate Services (Jersey) Ltd
Director

18 May 2017

UB SPORTS MANAGEMENT OVERSEAS LIMITED
JERSEY (Registered number : 61000)

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2017

	Note	31-03-17 USD	31-03-16 USD
ASSETS:			
NON-CURRENT ASSETS			
		-	-
Total non-current assets		-	-
CURRENT ASSETS			
Due from related parties	6	177,475	185,691
Cash and cash equivalents	7	50,901	50,911
Total current assets		228,376	236,602
Total assets		228,376	236,602
EQUITY			
Share capital	8	10	10
Retained earnings		189,478	231,592
Total equity		189,488	231,602
LIABILITIES:			
CURRENT LIABILITIES			
Due to related parties	6	6,679	2,500
Accrued expenses and provisions	9	32,209	2,500
Total current liabilities		38,888	5,000
Total equity and liabilities		228,376	236,602

The accompanying notes on pages 11 to 16 are an integral part of these financial statements.

The financial statements on pages 7 to 16 were approved and authorised by the board of directors on 18 May 2017 and signed on their behalf by:


Jen Geddes
on behalf of R&H Corporate Services (Jersey) Ltd
Director

UB SPORTS MANAGEMENT OVERSEAS LIMITED
JERSEY (Registered number : 61000)

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2017

	Note	31-03-17 USD	31-03-16 USD
Operating costs	10	(42,114)	(11,815)
Operating loss		(42,114)	(11,815)
Impairment of receivables from fellow group undertaking	6	-	(10,232,342)
Net finance (charges)/ income		-	-
Loss before taxation on ordinary activities		(42,114)	(10,244,157)
Taxation on loss on ordinary activities		-	-
Loss for the financial year and total comprehensive expense for the year		(42,114)	(10,244,157)

The accompanying notes on pages 11 to 16 are an integral part of these financial statements.

UB SPORTS MANAGEMENT OVERSEAS LIMITED
JERSEY (Registered number : 61000)

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017

	(Amount in USD)		
<u>PREVIOUS YEAR</u>	<u>Share capital</u>	<u>Retained earnings</u>	<u>Total equity</u>
Balance as at 1 April 2015	10	10,475,749	10,475,759
Total comprehensive (loss) for the year	-	(10,244,157)	(10,244,157)
Balance as at 31 March 2016	10	231,592	231,602
<u>CURRENT YEAR</u>			
Balance as at 1 April 2016	10	231,592	231,602
Total comprehensive (loss) for the year	-	(42,114)	(42,114)
Balance as at 31 March 2017	10	189,478	189,488

The accompanying notes on pages 11 to 16 are an integral part of these financial statements.

UB SPORTS MANAGEMENT OVERSEAS LIMITED
JERSEY (Registered number : 61000)

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2017

	31-03-17 USD	31-03-16 USD
Cash flows from operating activities		
Loss before taxation on ordinary activities	(42,114)	(10,244,157)
Adjustments for non-operating & non-cash items	-	-
	(42,114)	(10,244,157)
Operating (loss) before working capital changes	(42,114)	(10,244,157)
Change in balance due from related parties	8,216	10,244,151
Change in balance due to related parties	4,179	-
Change in accrued expenses and provisions	29,709	-
	(10)	(6)
Net cash (used in) operating activities		
Cash flows from investing activities		
Net cash (used in) / from investing activities	-	-
Cash flows from financing activities		
Net cash from / (used in) financing activities	-	-
Net (decrease) in cash and cash equivalents	(10)	(6)
Cash and cash equivalents at the beginning of the year	50,911	50,917
Cash and cash equivalents at the end of the year	50,901	50,911

The accompanying notes on pages 11 to 16 are an integral part of these financial statements.

UB SPORTS MANAGEMENT OVERSEAS LIMITED
JERSEY (Registered number : 61000)

NOTES TO FINANCIAL STATEMENTS AS AT 31 MARCH 2017

1. Reporting entity

'UB Sports Management Overseas Ltd' here-in-after called 'the Company' is an Offshore Private Company limited by shares incorporated in Jersey under the Companies (Jersey) Law 1991.

The Company was originally incorporated with the name 'JIHL Nominees Limited' and it changed its name to 'UB Sports Management Overseas Ltd' with effect from 6 September 2012 as per the Certificate of Company Name Change, issued by the Licensing Authority.

2. Reporting period

These financial statements cover the year from 1 April 2016 to 31 March 2017. The previous year figures are for the year 1 April 2015 to 31 March 2016.

3. Basis of preparation

Statement of compliance

The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU, which includes International Accounting Standards (IAS) and its Interpretations.

Basis of measurement

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

Basis of accounting

The Company follows the accrual basis of accounting. Under accrual basis, the transactions and events are recognised as and when they occur and are recorded in the financial statements for the period to which they relate to.

Functional and presentation currency

These financial statements are expressed in US Dollars ('USD') which is the functional and presentation currency of the Company, rounded to the nearest USD.

4. Significant accounting policies

Financial instruments

(i) Non-derivative financial assets

The Company initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets (including assets designated at fair value through profit or loss) are recognised initially on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

◆ Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. They are recognised initially at fair value plus any directly attributable transaction costs. They are measured at amortised cost using the effective interest method, less any impairment losses.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

(ii) Non-derivative financial liabilities

The Company initially recognises debt securities issued and subordinated liabilities on the date they are originated. All other financial liabilities are recognised on the trade date. It includes loans and borrowings, bank overdrafts and trade and other payables. These financial liabilities (except trade and other payables) are recognised at fair value plus any directly attributable transaction costs. Subsequently they are measured at amortised cost using effective interest method.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Impairment of assets

Financial assets

The Company assesses at each statement of financial position date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganization and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

4. Significant accounting policies (continued)

Foreign currency transactions

Transactions in foreign currencies are translated to USD at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the statement of financial position date are translated to USD at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to USD at the foreign exchange rates ruling at the dates the values were determined. All differences are taken to profit or loss.

Expenditure

Expenses are accounted for on the accrual basis and provisions are made for all known losses and liabilities.

Cash and cash equivalents

Cash and cash equivalents for the purpose of cash flow statement consist of cash in hand and cash at bank.

5. Use of estimates and judgements

There are no judgements or uncertainties that management have made in preparing these financial statements that have a significant effect on the amounts recognised in the financial statements.

6. **Related party transactions and balances**

Related parties include the shareholders, key management personnel, fellow subsidiaries, associates, joint ventures, directors and entities which are controlled directly or indirectly by the shareholders or directors or over which they exercise significant management influence.

There were no significant transactions with the related parties during the year.

Balances between the company and its related parties as at 31 March are as below:

	31-03-17	31-03-16
	USD	USD
Due from related parties		
Asian Opportunities & Investments Ltd., Mauritius (AOIL)	177,475	185,691
USL Holdings Ltd.	10,232,342	10,232,342
Less: allowance for doubtful receivables	(10,232,342)	(10,232,342)
	<u>177,475</u>	<u>185,691</u>
Due to related parties		
Montrose International S.A.	<u>6,679</u>	<u>2,500</u>
7. Cash and cash equivalents	31-03-17	31-03-16
	USD	USD
Cash in hand	10	10
State Bank of India U.K USD A/c	-	30,952
State Bank of India U.K GBP A/c	50,891	19,949
	<u>50,901</u>	<u>50,911</u>
8. Share capital	31-03-17	31-03-16
	USD	USD
<i>Authorised :</i>		
1,000 Ordinary Shares of USD 1 each	<u>1,000</u>	<u>1,000</u>
<i>Allotted, called up and fully paid :</i>		
10 Ordinary Shares of USD 1 each	<u>10</u>	<u>10</u>

	31-03-17 USD	31-03-16 USD
9. Accrued expenses and provisions		
Expenses payable	32,209	2,500
	<u>32,209</u>	<u>2,500</u>
10. Operating costs	31-03-17 USD	31-03-16 USD
Professional fee	29,222	11,809
Bank charges & exchange losses	8	6
Auditors Remuneration fee	12,884	-
	<u>42,114</u>	<u>11,815</u>

11. Parent undertaking

The company's immediate parent undertaking is Palmer Investment Group Ltd. (incorporated in British Virgin Islands), and the ultimate parent undertaking is United Spirits Limited incorporated in India.

12. Staff cost and Directors' emoluments

There were no employees other than the Directors of the company. The Directors did not receive any remuneration during the period.

13. Financial risk management

Credit risk

Financial assets, which potentially subject the company to credit risk, comprises mainly of bank balances, receivables & due from related parties. Bank balances are with regulated financial institutions. Major receivables consists of due from related parties, which, net of provisions are fully recoverable as per management representation.

Interest rate risk

The company does not have any credit facilities from any bank.

Exchange rate risk

The company is exposed to exchange rate risk for an amount of £38,573 (2016: £13,417) in bank balances. All other assets and liabilities are denominated in USD.

13. **Financial risk management (continued)**

Liquidity risk

The table below summarizes the maturity profile of the company's financial liabilities based on contractual payment dates.

Financial liabilities as at 31-03-2017	< 3 mths	Total
Due to related parties	6,679	6,679
Accrued expenses and provisions	32,209	32,209
Total	38,888	38,888

14. **Fair values of financial instruments**

Financial instruments comprise financial assets and financial liabilities. Financial assets of the company includes due from related parties, bank balances and cash. Financial liabilities of the company includes due to related parties and accrued expenses. The fair values of the financial assets and liabilities are not materially different from their carrying values unless stated otherwise.

15. **Subsequent events**

There were no significant events occurring after the statement of financial position date which will have any material effect on the working or the financial statements of the company.

Independent auditors' report to the members of UB Sports Management Overseas Limited

Report on the financial statements

Our opinion

In our opinion, UB Sports Management Overseas Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2017 and of its loss and cash flows for the year then ended;
 - have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union ; and
 - have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.
-

What we have audited

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Statement of financial position as at 31 March 2017;
- the Statement of comprehensive income for the year then ended;
- the Statement of cash flows for the year then ended;
- the Statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is IFRSs as adopted by the European Union, and applicable law.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Other matters on which we are required to report by exception

Accounting records and information and explanations received

Under the Companies (Jersey) Law 1991 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit ; or
- proper accounting records have not been kept; or
- proper returns adequate for our audit have not been received from branches not visited by us; or

We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Article 113C of the Companies (Jersey) Law 1991 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Christopher Richmond
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants
London
18 May 2017