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L'UNION ESTATE COMPANY LIMITED

**DIRECTORS' REPORT AND AUDITED FINANCIAL
STATEMENTS FOR THE YEAR ENDED
DECEMBER 31, 2008**



L'UNION ESTATE COMPANY LIMITED

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L'UNION ESTATE COMPANY LIMITED

Directors' report

The directors present their Annual Report, together with the audited financial statements for the year ended 31 December 2008.

1. INCORPORATION

The Company was incorporated and domiciled in the Republic of Seychelles under the Companies Act 1972.

2. PRINCIPAL ACTIVITIES AND TRADING

The Company's principle activity is to cultivate land for vegetables and fruits and it is engaged in poultry and pig farming. It is also responsible for the up keep and maintenance of the Estate and charges a fee to overseas visitors to enjoy the use of the premises.

3. DIRECTORS' RESPONSIBILITIES

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company which are free from material misstatement and to enable them to ensure that the financial statements comply with the requirements of the Companies Act 1972. 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.

The directors are of the opinion that they have met their responsibilities as set out in the Companies Act 1972.

4. RESULTS FOR THE YEAR

The Income Statement is shown on page 7. The loss for the year ended December 31, 2008 was SR 113,562 (2007: profit SR 108,993).

L'UNION ESTATE COMPANY LIMITED

Directors' report (Cont'd)

5. DIRECTORS AND THEIR INTERESTS IN THE COMPANY

The Directors of the Company during the year ended December 31, 2008 were as follows: -

Directors	Nationality	Shares held
F. Shroff	Seychellois	Nil
G. Payet	Seychellois	Nil
A. Moustache	Seychellois	Nil
M. Figaro	Seychellois	Nil
G. Quatre	Seychellois	Nil
P. Payet	Seychellois	Nil

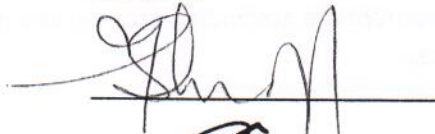
6. AUDITORS

The auditors, Messrs ACM & Associates have indicated their willingness to continue in office and their re-appointment will be proposed in the next Annual General Meeting in accordance with and subject to the provision of Section 155(2) of the Companies Act 1972.

Directors

Signature

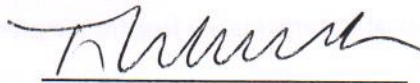
F. Shroff



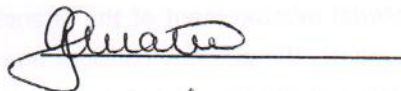
G. Payet



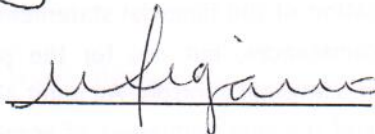
A. Moustache



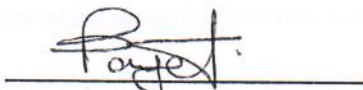
G. Quatre



M. Figaro



P. Payet
P. Jean



Date: 24th November 2009

L'UNION ESTATE COMPANY LIMITED

AUDITORS' REPORT

Report on the financial statements

We have audited the financial statements of **L'Union Estate Company Limited** on pages 6 to 17 which comprise the balance sheet as at 31 December 2008, the income statement, the statement of changes in equity and the statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

This report is made solely to the Company's members, as a body. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Directors' responsibility for the financial statements

The Company's directors are responsible for the preparation and fair presentation of these financial statements in accordance with Generally Accepted Accounting Standards accepted in Seychelles and in compliance with the requirements of the Seychelles Companies Act 1972. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatements, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error. In making those assessments, the auditors consider internal controls relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, 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.

L'UNION ESTATE COMPANY LIMITED

Report on the financial statements (Continued)

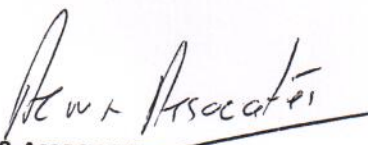
Opinion

In our opinion, the financial statements on pages 6 to 17 give a true and fair view of the financial position of the Company at 31 December 2008 and of its financial performance and cash flows for the year then ended in accordance with Generally Accepted Accounting Standards applicable in Seychelles and comply with the Seychelles Companies Act 1972.

Report on other legal and regulatory requirements

Companies Act 1972

- We have no relationship with or interests in the Company other than in our capacity as auditors and dealings with the Company in the ordinary course of business.
- We have obtained all the information and explanations we have required.
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.


ACM & ASSOCIATES

P O BOX 1289

VICTORIA

Date:

ACM & Associates Chartered Certified Accountants
Rm 128 Oceangate House P. O. Box 1289
Victoria, Mahe, Seychelles
Tel: 610123 FAX: 610122
Email: acm@seychelles.sc

L'UNION ESTATE COMPANY LIMITED

BALANCE SHEET – DECEMBER 31, 2008

	<u>Notes</u>	<u>2008</u>	<u>2007</u>
		SR	SR (Re-stated)
NON-CURRENT ASSETS			
Property, plant and equipment	5	<u>7,360,281</u>	<u>6,466,767</u>
CURRENT ASSETS			
Inventories and work in progress	6	<u>388,975</u>	<u>1,043,322</u>
Trade and other receivables	7	<u>2,995,800</u>	<u>2,808,426</u>
Cash at bank and in hand		<u>1,347,673</u>	<u>1,039,240</u>
		<u>4,732,448</u>	<u>4,890,988</u>
TOTAL ASSETS		<u>12,092,729</u>	<u>11,357,755</u>
EQUITY AND LIABILITIES			
EQUITY			
Issued share capital	8	<u>7,292,500</u>	<u>7,292,500</u>
Reserves		<u>1,129,073</u>	<u>1,240,587</u>
Retained earnings		<u>(6,206,118)</u>	<u>(6,364,543)</u>
TOTAL EQUITY		<u>2,215,455</u>	<u>2,168,544</u>
CURRENT LIABILITIES			
Trade and other payables	9	<u>6,995,316</u>	<u>5,305,016</u>
Bank overdraft		<u>681</u>	<u>842,445</u>
		<u>6,995,997</u>	<u>6,147,461</u>
NON-CURRENT LIABILITIES			
Government grant	10	<u>2,881,277</u>	<u>3,041,750</u>
TOTAL LIABILITIES		<u>9,877,274</u>	<u>9,189,211</u>
TOTAL EQUITY AND LIABILITIES		<u>12,092,729</u>	<u>11,357,755</u>

These financial statements have been approved for issue by the board on 26th January 2009.

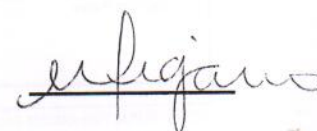
Directors

Signature

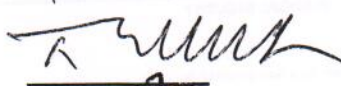
F. Shroff



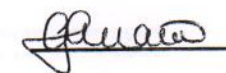
M. Figaro



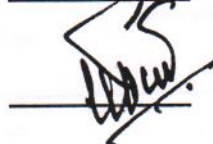
A. Moustache



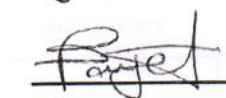
G. Quatre



G. Payet



P. Payet



L'UNION ESTATE COMPANY LIMITED

INCOME STATEMENT – YEAR ENDED DECEMBER 31, 2008

	<u>Notes</u>	<u>2008</u>	<u>2007</u>
		SR	SR
Turnover	4(j)	1,594,473	876,221
Cost of sales		(892,487)	(910,260)
Gross profit		701,987	(34,039)
Other income		5,184,837	5,197,007
Profit on disposal of land		60,000	260,000
Total income		5,946,824	5,422,968
Administrative and general expenses		(6,060,386)	(5,313,975)
Operating profit/(loss) and profit/(loss) before tax		(113,562)	108,993
Tax		-	-
Profit/(loss)for the year		(113,562)	108,993

L'UNION ESTATE COMPANY LIMITED

STATEMENT OF CHANGES IN EQUITY – YEAR ENDED DECEMBER 31, 2008

	Issued share capital	Revenue deficit	Total
	SR	SR	SR
Balance at January 1, 2007	7,292,500	(6,473,536)	818,964
Profit for the year	-	108,993	108,993
Balance at 31 December 2007	<u>7,292,500</u>	<u>(6,364,543)</u>	<u>927,957</u>
Balance at January 1, 2008	7,292,500	(6,364,543)	927,957
Profit and loss appropriation account	-	271,987	-
Loss for the year	-	(113,562)	(113,562)
Balance at 31 December 2008	<u>7,292,500</u>	<u>(6,206,118)</u>	<u>814,395</u>

L'UNION ESTATE COMPANY LIMITED

STATEMENT OF CASH FLOWS – YEAR ENDED DECEMBER 31, 2008

	2008	2007
OPERATING ACTIVITIES	SR	SR
Profit before tax	(113,561)	108,993
<i>Adjustment for:</i>		
- Depreciation	604,672	501,637
- Profit on disposal of land	(60,000)	(260,000)
- Interest	55,871	55,511
<i>Operating profit before working capital changes:-</i>	486,982	406,141
Inventories and work in progress	654,347	(926,592)
Accounts receivable	(187,373)	316,600
Deposits	-	61,875
Accounts payable	1,690,300	330,631
Cash outflow from operations	2,157,274	(217,486)
Interest received	-	15,154
Interest paid	(55,871)	(70,665)
Net cash flow from operations	2,588,385	133,144
INVESTING ACTIVITIES		
Proceeds from disposal of land	60,000	260,000
Depreciation written back	271,987	211,294
Decrease in capital reserve	(111,514)	(86,631)
Decrease in Government Grants	(160,472)	(124,664)
Purchase of fixed assets	(1,498,187)	(431,175)
Net cash flow from Investing activities	(1,438,186)	(171,176)
FINANCING ACTIVITIES		
Net cash flow from financing activities	-	-
Net movement in cash and cash equivalents	1,150,198	(38,032)
Cash and cash equivalents at January 1,	196,794	234,826
Cash and cash equivalents at December 31,	1,346,992	196,794
Represented by:-		
Cash in hand and at bank	1,347,673	1,039,240
Bank overdraft	(681)	(842,446)
	1,346,992	196,794

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

The Company was incorporated and domiciled in the Republic of Seychelles under the Companies Act 1972.

The principal activities of the Company have remained unchanged since the previous year which is to engage in agricultural activities, growing fruits and vegetables and farming animals.

2. BASIS OF PREPARATION

The financial statements which have been prepared under the historical cost convention are presented in Seychelles Rupees.

Statement of compliance

The financial statements of L'Union Estate Company Limited have been prepared in accordance with the generally accepted accounting standards applicable in the Republic of Seychelles.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) PLANT AND EQUIPMENT

Plant and equipment is stated at cost less accumulated depreciation and / or accumulated impairment losses if any. Such costs include the cost of replacing the part of plant and equipment when the cost is incurred, if the recognition criteria are met. Likewise, when a major inspection is carried out, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repairs and maintenance are recognised in the profit or loss as incurred.

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

a) PROPERTY, PLANT AND EQUIPMENT

Any revaluation surplus is credited to the assets revaluation reserve included in the equity section of the balance sheet, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

Depreciation is calculated on a straight line basis over the useful life of the asset as follows:

• Motor Vehicle	4 years
• Equipment	4 years
• Furniture and fittings	4 years
• Computer equipment	3 years
• Fixtures and fittings	4 years

b) ACCOUNTS RECEIVABLES

Accounts receivable are stated at original invoice amount less a provision for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when there is no possibility of recovery.

c) INVENTORIES

Inventories are valued at the lower of costs or net realizable value. Costs incurred in bringing each product to its present condition and location, are accounted for as follows:

- **Raw materials:** purchase costs on a first in first out basis;
- **Finished goods and work in progress:** costs of direct material and labour and a proportion of manufacturing overheads based on normal operating capacity but excluding borrowing costs.

d) CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise bank balances, including bank overdrafts and short-term deposits with an original maturity of three months or less.

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

4. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

e) FOREIGN CURRENCY TRANSLATION

Transactions in foreign currencies are initially recorded at the functional currency rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to the functional currency at rate of exchange ruling at the balance sheet date. The assets and liabilities of foreign operations are translated into Seychelles Rupees (SR) at the rate of exchange prevailing at the transaction date and their income statements are translated at exchange rates prevailing at the date of the transactions.

f) ACCOUNTS PAYABLES AND ACCRUALS

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether billed by the supplier or not.

g) PROVISIONS

Provisions are recognised when the Company has an obligation arising from a past event, and the costs to settle the obligation are both probable and reliably measureable.

h) IMPAIRMENT

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset is impaired. A financial asset is deemed to be impaired 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 and that loss event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

i) TAX

The Company is liable to taxes in accordance with the tax regulations applicable in Seychelles.

j) REVENUE

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received. Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have passed to the buyer.

k) RELATED PARTIES

Related parties are parties that have control or significant influence over the reporting entity and parties that are controlled or significantly influenced by the reporting entity. Related parties can be corporate or individuals.

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

5. PROPERTY, PLANT AND EQUIPMENT

	Land and buildings	Plant and equipment	Motor vehicles	Total
<u>Costs</u>	SR	SR	SR	SR
Balance at January 1, 2008	14,199,877	4,246,628	862,538	19,309,043
Additions	1,216,741	152,878	128,568	1,498,187
Balance at December 31, 2008	15,416,618	4,399,506	991,106	20,807,230
<u>Depreciation</u>				
Balance at January 1, 2008	8,323,757	4,026,066	492,454	12,842,277
Charge for the year	381,170	110,887	112,615	604,672
Balance at December 31, 2008	8,704,927	4,136,953	605,069	13,446,949
Net book values:				
At December 31, 2007	5,876,120	220,562	370,084	6,466,766
At December 31, 2008	6,711,691	262,553	386,037	7,360,281
Freehold land and buildings at cost is analysed as follows:			2008	2007
			SR	SR
Freehold land			1,517,086	1,517,086
Buildings			13,899,532	12,682,791
			15,416,618	14,199,877

6. INVENTORIES

	2008	2007
	SR	SR
Inventories	388,975	-
Pond	-	350,000
Greenhouse	-	693,322
	388,975	1,043,322

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

7. TRADE RECEIVABLE

	2008	2007
	SR	SR
Trade receivables	2,907,520	2,720,146
Deposits	13,280	13,280
Advances	75,000	75,000
Total	2,995,800	2,808,426

8. ISSUED SHARE CAPITAL

AUTHORISED AND ISSUED SHARE CAPITAL

	2008	2007
	SR	SR
72,925 ordinary shares of SR 100 each	7,292,500	7,292,500

9. TRADE AND OTHER PAYABLES

	2008	2007
	SR	SR
		(Re-stated)
Trade payables	6,200,442	4,793,140
Deposits	794,875	511,875
Total	6,995,317	5,305,015

10. GOVERNMENT GRANT

	2008	2007
	SR	SR
		(Re-stated)
Balance at 1 January	3,041,750	3,166,414
Depreciation written back	(160,473)	(124,664)
Balance at 31 December	2,881,277	3,041,750

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)**11. TAXATION**

According to the tax laws applicable in Seychelles, the first SR 250,000 is exempted. The remaining taxable profit is charged at 40%.

12. OTHERS

Based on information provided, the Company did not have any contingent liabilities nor capital commitments contracted for, or approved by the Board of Directors as at December 31, 2008 (2007: nil).

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED DECEMBER 31, 2008

	2008 SR	2007 SR
Agricultural income	1,594,473	876,221
Cost of sales:		
Opening stock	-	117,450
Purchases	1,281,462	910,260
	<u>1,281,462</u>	<u>1,027,710</u>
Closing stock	(388,975)	(117,450)
	<u>892,487</u>	<u>910,260</u>
Gross Profit/(Loss)	701,987	(34,039)
Other Income:		
Government subvention	-	1,882,134
Rental Income	618,975	949,700
Miscellaneous income	17,950	11,750
Entrance fee	3,871,390	1,812,397
Road maintenance	499,220	388,800
Interest from banks	-	15,154
Landing fee	21,600	19,800
	<u>5,731,122</u>	<u>5,045,695</u>
Gross profit - Agricultural produce and others	5,731,122	5,045,695
Profit on disposal of land	60,000	260,000
Exchange Gain	155,702	117,273
	<u>5,946,824</u>	<u>5,422,968</u>
Total Income	5,946,824	5,422,968

L'UNION ESTATE COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED DECEMBER 31, 2008 (CONT'D)

	2008	2007
	SR	SR
Total Income (see page 16)	5,946,824	5,422,968
Overheads:		
Salaries and wages	2,841,607	2,276,284
Social security	541,113	570,883
Pension	62,900	52,800
Staff travelling	4,488	-
Compensation and leave pay	422,068	882,135
Printing and stationery	13,000	38,489
Telephone and fax	34,838	45,214
Licences	6,656	4,778
Legal and professionals fees	-	17,000
Insurance	1,250	1,910
Electricity and water	165,765	139,939
Fuel and oil	121,135	50,005
Freight transport	18,220	11,540
Sundry expenses	114,573	36,649
Audit Fee	35,295	30,588
Hired labour	192,040	71,334
Equipment Hire	237,945	180,492
Repairs and maintenance	406,784	288,042
Bank charges	86,394	43,592
Bank interest	55,871	70,665
Provision for doubtful debts	93,772	-
Depreciation	604,672	501,637
Total expenses	6,060,386	5,313,975
Net profit/(loss) before taxation	(113,562)	108,993