



# IDFC General Partners Limited

## BOARD OF DIRECTORS

- Kevin Brennan
- Keith Dorrian
- Karen Haith

## AUDITORS

- Deloitte LLP

## REGISTERED OFFICE

1 Royal Plaza  
Royal Avenue  
St Peter Port  
Guernsey  
GY1 2HL

The Directors present their Report and the Audited Financial Statements of IDFC General Partners Limited ("the Company") for the year ended March 31, 2011.

### HISTORY

The Company was incorporated in Guernsey on June 26, 2009 and commenced activity on October 28, 2009.

### ACTIVITIES

The Company is the General Partner of a private equity fund, Emerging Markets Private Equity Fund, L.P. (the "Partnership"), a Limited Partnership registered in Guernsey. The Company is not regulated as it forms part of a group arrangement.

### RESULTS AND DIVIDENDS

No dividend was declared during the year (2010: Nil), in accordance with Clause 13 of the Articles of Association.

### DIRECTORS

The directors of the Company during the year were as set out on page 2.

### SECRETARY

The Secretary of the Company who has served for the whole year is Ipes (Guernsey) Limited (formerly International Private Equity Services Limited).

### DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors:

- properly select and apply accounting policies;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;

- provide additional disclosures when compliance with the specific requirements in IFRSs are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the company's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies (Guernsey) Law, 2008. 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.

### GOING CONCERN

Pursuant to the Amended and Restated Limited Partnership Agreement dated October 28, 2009 of the Partnership, the expenses of the Company are borne by the Partnership in lieu of payment of fees.

On this basis it is therefore deemed that the Company is a going concern.

### INDEPENDENT AUDITOR

So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 249 of the Companies (Guernsey) Law, 2008.

The auditor, Deloitte LLP has indicated its willingness to continue in office. A resolution to re-appoint Deloitte LLP as auditor will be proposed at the next Annual General Meeting.

**KEVIN BRENNAN**  
Director

**KAREN HAITH**  
Director

April 15, 2011

## **Independent Auditors' Report to the Members of IDFC General Partners Limited**

We have audited the financial statements of IDFC GENERAL PARTNERS LIMITED for the year ended March 31, 2011 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and Statement of Cash Flows and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs).

This report is made solely to the company's members, as a body, in accordance with Section 262 of the Companies (Guernsey) Law, 2008. 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.

### **Respective responsibilities of directors and auditor**

As explained more fully in the Directors' Responsibilities Statement, 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

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.

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at March 31, 2011 and of its result for the year then ended;
- have been properly prepared in accordance with IFRSs and
- have been prepared in accordance with the requirements of the Companies (Guernsey) Law, 2008.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations we require for our audit.

### **DELOITTE LLP**

Chartered Accountants

St. Peter Port, Guernsey

April 15, 2011

**STATEMENT OF COMPREHENSIVE INCOME**

FOR THE YEAR ENDED MARCH 31, 2011

		YEAR TO MARCH 31, 2011		JUNE 26, 2009 TO MARCH 31, 2010	
	NOTE ↘	USD	USD	USD	USD
<b>INCOME</b>			-		-
Expenditure	4	-	-	-	-
Total Comprehensive result for the year/period			-		-

The notes on pages 11 to 15 form part of these Financial Statements

# STATEMENT OF FINANCIAL POSITION

AS AT MARCH 31, 2011

		2011	2011	2010	2010
	NOTES ↘	USD	USD	USD	USD
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	2	16,500		16,489	
Trade and other receivables	5	-		11	
Total Current Assets			16,500		16,500
Total Assets			16,500		16,500
<b>EQUITY AND LIABILITIES</b>					
Share capital	6	16,500		16,500	
			16,500		16,500
Total Equity and Liabilities			16,500		16,500

The Financial Statements on pages 7 to 14 were approved by the Board of Directors on April 15, 2011 and are signed on their behalf by:-

Directors of IDFC General Partners Limited

**KEVIN BRENNAN**

**KAREN HAITH**

The notes on pages 11 to 15 form part of these Financial Statements

## STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2011

	SHARE CAPITAL	DEFICIT	TOTAL
	USD	USD	USD
At April 1, 2010	16,500	-	16,500
Total Comprehensive result for the year	-	-	-
At March 31, 2011	16,500	-	16,500
At June 26, 2009	-	-	-
Issue of Shares	16,500	-	16,500
Total Comprehensive loss for the period	-	-	-
At March 31, 2010	16,500	-	16,500

The notes on pages 11 to 15 form part of these Financial Statements

# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2011

	YEAR TO		JUNE 26, 2009 TO	
	USD	MARCH 31, 2011	USD	MARCH 31, 2010
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Decrease/(Increase) in trade receivables	11		(11)	
<b>NET CASH (OUTFLOW) FROM OPERATING ACTIVITIES</b>		11		(11)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Proceeds from issue of shares	-		16,500	
<b>NET CASH INFLOW FROM FINANCING ACTIVITIES</b>		-		16,500
<b>NET INCREASE IN CASH AND CASH EQUIVALENTS</b>		11		16,489
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR/PERIOD</b>		16,489		-
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR/PERIOD</b>		16,500		16,489

The notes on pages 11 to 15 form part of these Financial Statements

## 1 Principal Activities

IDFC General Partners Limited (the "Company") is a company incorporated in Guernsey on June 26, 2009.

The principal activity of the Company is to act as General Partner to Emerging Markets Private Equity Fund, L.P. (the "Partnership"), a Limited Partnership registered in Guernsey.

## 2 Principal Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

### ADOPTION OF NEW AND REVISED STANDARDS

IAS 24 Related Party Disclosures became effective on January 1, 2011, the revision amended the definition of a related party. This did not effect these financial statements.

At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

STANDARD		EFFECTIVE DATE
IFRS 9	Financial Instruments	January 1, 2013

The General Partner does not expect that the adoption of these Standards and Interpretations in future periods will have a material impact on the financial statements of the Partnership.

### BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention and in accordance with applicable International Financial Reporting Standards.

Pursuant to the Amended and Restated Limited Partnership Agreement dated October 28, 2009 of the Partnership, the expenses of the Company are borne by the Partnership in lieu of payment of fees.

### GOING CONCERN

Pursuant to the Amended and Restated Limited Partnership Agreement dated October 28, 2009 of the Partnership, the expenses of the Company are borne by the Partnership in lieu of payment of fees.

On this basis, and given the financial position of the Company, it is therefore deemed that the Company is a going concern.

### BANK INTEREST

Bank interest is accounted for on an accruals basis.

### CASH AND CASH EQUIVALENTS

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts.

### FOREIGN EXCHANGE

Monetary assets and liabilities in currencies other than USD are translated into USD at the rate of exchange ruling at the statement of financial position date. Transactions in currencies other than USD are translated into USD at the rate of exchange ruling at the date of the transaction. Foreign exchange gains and losses resulting from settlement of such transactions and from the translation at year-end exchange rates are recognised in the Statement of Comprehensive Income for the year.

## 3 TAXATION

The Company has been taxed at the standard rate of 0%.

## 4 MATERIAL AGREEMENTS

### GENERAL PARTNER EXPENSES

The expenses of the Company are borne by Emerging Markets Private Equity Fund, L.P. (the "Partnership") in lieu of payment of fees from that partnership as provided for in the Amended and Restated Limited Partnership Agreement dated October 28, 2009. In this respect an amount of USD 91,952 (2010: USD 90,902) of expenses has been recorded in the Partnership's financial statements for the year ended March 31, 2011.

## FUNCTIONS OF THE COMPANY

Section 6 of the Limited Partnership Agreement of the Partnership defines the functions of the Company in its capacity as the General Partner as being:

- the admittance of Limited Partners;
- consent to the transfer of interest between existing partners; or
- the transfer of interest to additional partners;
- the maintenance of proper books and records in accordance with IFRS and Guernsey law; and
- any further incidental business as required by the furtherance of the aims of the Limited Partnership Agreement.

Pursuant to Section 6.5, the expenses of the Partnership shall include but without limitation the costs and expenses of the General Partner, Investment Manager, Investment Consultant and any of their Associates in connection with or related to the formation of the Partnership; and all operational, statutory and regulatory costs and expenses of the General Partner.

To the extent that any of the fees, costs and expenses referred to above have been borne by the General Partner, such persons shall be entitled to be reimbursed out of the Partnership's Assets.

## ADMINISTRATION SERVICES AGREEMENT

Under the Secretarial and Administration Agreement dated October 28, 2009, Ipes (Guernsey) Limited (formerly International Private Equity Services Limited), provides secretarial, directors and administrative services to the Company and is entitled to receive administration fees, directors' fees and reimbursement of expenses as may be determined from time to time by the parties.

## 5 TRADE AND OTHER RECEIVABLES

	2011	2010
	USD	USD
Dues from the Partnership	-	11
	<b>-</b>	<b>11</b>

## 6 SHARE CAPITAL

	2011	2010
	USD	USD
Authorised:		
10,000 Ordinary Shares of \$ 1.65 each	16,500	16,500
	<b>16,500</b>	<b>16,500</b>

	2011	2010
	USD	USD
Issued and fully paid share capital:		
10,000 Ordinary Shares of \$ 1.65 each	16,500	16,500
	<b>16,500</b>	<b>16,500</b>

## 7 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The average monthly number of employees (including directors) was:

	2011	2010
	Number	Number
Directors	3	3
	<b>3</b>	<b>3</b>

There were no other employees apart from the directors.

	2011	2010
	USD	USD
Director's fee paid by the Limited Partnership	31,178	16,848
	<b>31,178</b>	<b>16,848</b>

## 8 STATEMENT OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

	YEAR TO MARCH 31, 2011	JUNE 26, 2009 TO MARCH 31, 2010
	USD	USD
Opening equity shareholders' funds	16,500	-
Share Capital issued	-	16,500
Total Comprehensive result for year/period	-	-
Closing equity shareholders' funds	16,500	16,500

## 9 CONTROLLING PARTY

The ultimate controlling party of the Company is considered to be IDFC Capital Limited previously known as IDFC-SSKI Limited who owns 100% of the Company.

## 10 COMMITMENTS

The Company has made a commitment to the Partnership of USD 1.

## 11 POST BALANCE SHEET EVENT

Pursuant to clause 7.9 of the Limited Partnership Agreement (the "LPA") of Emerging Markets Private Equity Fund, L.P. ("the Fund"), with effect from April 1, 2011, the investment powers of the Company were automatically suspended, as the Key Executive Test was not met following the departure of a number of the Key Executives of IDFC Capital (Singapore) Pte. Limited ("the Investment Manager").

The Company has been advised by the Investment Manager for the Partnership that they are seeking to appoint additional Key Executives in line with the LPA in order to ensure that the Key Executive Test is met, and upon appointment of said Key Executives, it is anticipated that the investment powers of the Company will be re-instated.

In line with Section 5.01 of the Authorised Closed Ended Investment Scheme Rules 2008 notification of the proposed change to the Investment Manager has been made to the Guernsey Financial Services Commission ("GFSC"), and a request that the licence of the Partnership be temporarily suspended. Once again, it is anticipated that following appointment of additional Key Executives, and the subsequent satisfactory approval of said additional Key Executives by the GFSC, a request will be submitted to re-instate the authorisation of the Partnership.

Whilst the authorisation of the Partnership is temporarily suspended, and the investment powers of the Company are suspended, the Company may not enter into any new investment, or accept any new investor into the Fund however the Fund will continue to meet its obligations to the underlying investments.