

Zenros ApS
H. C. Jeppesens Alle 9, 2670 Greve

CVR-nr. 34 20 96 42

Annual report 2019/2020

1st July 2019 - 30th June 2020
(8th financial year)

Approved at the ordinary
annual general meeting 12/11-2020

Chairman
Lars Melvin Scharf

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Company information

Company:

Zenros ApS
H. C. Jeppesens Alle 9
2670 Greve

CVR-nr.: 34 20 96 42
Registered company address: Greve

Board of directors:

Alistair Robert Ballantyne Forbes
Mariners Place
3 Roseville Street
Dartmouth
Devon TQ6 9 QH
Storbritannien

Lars Melvin Scharf
H. C. Jeppesens Alle 9
2670 Greve

Manish Chugh
A/P. Sec No. 27 PL. No. 415
Pradhikaran Nigdi
Pune
Indien

Prem Kumar
P. O. Box 122834
Dubai
UAE

Company information

Executive board:

Lars Melvin Scharf
H. C. Jeppesens Alle 9
2670 Greve

Auditor:

Revisionsfirmaet Jan Kristensen, Registreret Revisionsanpartsselskab

Management endorsement

The board of directors and the executive board have today presented the Annual Report 2019/2020 for Zenros ApS.

The Annual Report has been prepared in accordance with the Danish Financial Statements Act. We consider the accounting policies to be appropriate so that the financial statements give a true and fair view of the assets, liabilities, financial position and profit.

The Annual Report is recommended for approval for the Annual General Meeting.

Greve, 4th November 2020

Executive board:

Lars Melvin Scharf

Board of directors:

Alistair Robert Ballentyne Forbes

Lars Melvin Scharf

Manish Chugh

Prem Kumar

The Independent Auditor's report

To the shareholders of Zenros ApS:

Opinion:

We have audited the financial statements of Zenros ApS for the financial year 1st July 2019 - 30th June 2020, which comprise income statement, balance sheet and notes, including a summary of significant accounting policies, for the company. The financial statements are prepared in accordance with the Danish Financial Statements Act.

In our opinion, the financial statements give a true and fair view of the company's financial position as at 30th of June 2020 and of the result of the company's operations for the financial year 1st July 2019 to the 30th June 2020, in accordance with the Danish Financial Statements Act.

Basis for conclusion:

We conducted our audit in accordance with International Standards on Auditing (ISAs) and the additional requirements applicable in Denmark. Our responsibilities under those standards and requirements 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) and the additional requirements applicable in Denmark, and we have fulfilled our other ethical responsibilities in accordance with these rules and requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern:

We draw attention to Note 9 in the financial statements, which states that the Company's ability to carry out its operations and fulfill its financial obligations is depending on sufficient capital resources. It is uncertain if the existing credit facilities can be retained. According to management's opinion undertaking about this will be obtained. In the light of this, budgets have been prepared. This information indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

The Independent Auditor's report

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 Danish Financial Statements Act and such internal control as Management determines is necessary to enable the preparation of the financial statements that are free from material misstatement whether due to fraud or error.

In preparing the financial statements, Management 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 in preparing the financial statements unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements:

Our objectives are to obtain assurance about whether the financial statements as a whole are free from material misstatements, 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 ISA's and the additional requirements applicable in Denmark 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 of accounting information taken on the basis of these financial statements.

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

- Identify and assess the risk 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.

The Independent Auditor's report

- 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 management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparing the financial statements 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 contents of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance 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.

Statement on the Management's review:

Management is responsible for Management's Review.

Our opinion on the Financial Statements does not cover Management's Review, and we do not express any form of assurance conclusion thereon.

The Independent Auditor's report

In connection with our extended review of the Financial Statements, our responsibility is to read Management's Review and, in doing so, consider whether Management's Review is materially inconsistent with the Financial Statements or our knowledge obtained during the extended review, or otherwise appears to be materially misstated.

Moreover, it is our responsibility to consider whether Management's Review provides the information required under the Danish Financial Statements Act.

Based on the work we have performed, we conclude that Management's Review is in accordance with the Financial Statements and has been prepared in accordance with the requirements of the Danish Financial Statement Act. We did not identify any material misstatement of Management's Review.

Søborg, 4th November 2020

REVISIONSFIRMAET JAN KRISTENSEN
REGISTRERET REVISIONSANPARTSSELSKAB
CVR-nr. 35 38 36 46

Steen Storm Winther
registered public accountant
MNE-nr.: mne33715

Management report

Essential business activities:

The company's essential business activities are to develop and sell energy saving systems for buildings.

Development of operations and financial position:

In the financial year 2019/2020 the company has realised a profit(loss) before tax amounted to TDKK -432 compared to TDKK 121 the year before. Profit(loss) after tax amounted to TDKK -348 compared to TDKK 95 the year before. The company's equity equals TDKK 2.861.

Special factors relating to the financial year:

The Company's ability to carry out its operations and fulfill its financial obligations is depending on sufficient capital resources. It is uncertain if the existing credit facilities can be retained. According to management's opinion undertaking about this will be obtained. In the light of this, budgets have been prepared. Consequently according to the management, it is fair and justifiable to present the financial statements under the going concern basis of accounting.

Events after the reporting period:

Except from the abovementioned no events have occurred after the reporting period that could significantly effect the Company's financial position.

Applied Accounting Policy

The annual report has been prepared in accordance with the provisions for Class B companies.

Pursuant to the exemptions provided for in the Danish Financial Statements Act section 32, the company has prepared the income statement in condensed form, so that the composition of gross profit is not shown.

General about recognition and measurement:

Assets are recognised in the balance sheet when it is probable that future economic benefits will flow to the Company and the assets can be measured reliably.

Liabilities are recognised in the balance sheet when the Company as a result of a past event has a legal or actual obligation and it is probable that future economic benefits will flow from the Company and the value of the liability can be measured reliably.

Assets and liabilities are initially recognised at cost price. Measurement has subsequently taken place as described for each item below.

By recognition and measurement predictable losses and risks, that arise before preparation of the annual report, are taken into account and which confirm or invalidate conditions existing at the balance sheet date.

In the income statement, income is recognised as it is earned, whereas costs are recognised with the amounts relating to the financial year. Value adjustments of financial assets and liabilities are recognised in the income statement as financial income or financial expenses.

Income Statement:

Gross profit:

"Gross profit" includes "revenue", "Costs of goods sold/Third-party contracts", "Other operating income" and "Other external costs".

Revenue:

Revenue is recognised in the income statement as the work is performed, whereby the revenue corresponds to the selling price for the work performed. Revenue is recognised ex VAT.

Accounting Policies - continued

Cost of goods sold/Foreign work:

Cost of goods sold and foreign work are related to the revenue of the year.

Other operating income:

Other operating income include income of secondary character relative to the company's essential business activities.

Other external costs:

Other external costs include costs for distribution, sales, advertisement, administration, office rent, loss on debtors etc.

Staff costs:

Staff costs include wages and salaries as well as social spending etc. to the company's staff.

Financial entries:

Financial entries include interest income and expenses, realized and unrealized capital gain and loss concerning debt and transactions in foreign currency, and surcharges and refunds in connection with taxes.

Tax:

Tax on the taxable income is allocated by 22,0%. Additions, deductions and allowances relating to tax are included under financial entries.

Deferred tax is allocated with 22,0% of all temporary differences between book values and tax values. Adjustment of deferred tax is included in the income statement under "Tax on net profit for the year".

Deferred tax assets, including the tax value of tax loss carried forward, are recognised at the value at which the asset is expected realised, either against deferred tax liabilities or as net assets.

Balance sheet:

Intangible fixed assets:

Fixed assets are recognized to acquisition price with deduction of accumulated depreciation. Depreciations are based on expected economic life of the assets, and essentially the following economic life's are used when calculating the depreciations:

Accounting Policies - continued

	<u>Useful</u>	<u>Residual value</u>
Development.....	10 år	0%

Development projects are recognised with direct costs.

Operating equipment and inventory with an acquisition price under DKK 14,100 are charged to the income statement in the year of acquisition.

Expenses for computer programmes (software) under DKK 14,100 and costs of development, customisation, etc. of computer systems are charged to the income statement in the year in which the expenditure is incurred.

Profit or loss on disposals of tangible and financial fixed assets is calculated as the difference between the selling price less selling costs and the book value at the time of sale. Profit or loss is recognised in the income statement under depreciation.

Investments:

Investments in group enterprises are recognised according to the equity method.

In the income statement the net profit after tax of the group enterprises is included.

In the balance sheet the equity of the group enterprises is included.

The net revaluation of investments i group enterprises is allocated to "Net revaluation reserve according to the equity method"

Impairment of assets:

The book value of assets is recognised yearly for indication of impairment in addition to depreciations.

In case of indications of impairment, there will be an impairment test on each asset or each group of assets. There will be a write down to a lower recoverable amount if this is lower than the recognised value.

Accounting Policies - continued

Receivables:

Receivables are measured at amortised cost, which usually corresponds to the nominal value less provision for bad debts.

Liabilities:

Liabilities are recognised at amortized cost, which usually corresponds to the nominal value.

Calculation of foreign currencies:

Transactions in foreign currencies are initially recognised at the transaction date. Receivables, payables and other monetary items denominated in foreign currencies that have not been settled at the balance sheet date, are measured at the exchange rate at the balance sheet date. Exchange differences arising between the transaction date and the date of payment/the balance sheet date respectively are recognised in the income statement as financial entries.

Income Statement for the period 1st July 2019 - 30th June 2020

<u>Note</u>		2018/ 2019	<u>TDKK</u>
1	Gross profit.....	413.106	693
2	Staff costs.....	0	-2
3	Depreciation, amortisation and write-downs.....	-676.807	-560
	Profit before financial entries.....	-263.701	131
	Financial income.....	22.967	48
	Finance expenses arising from group enterprises.....	-90.499	0
	Other financial expenses.....	-100.458	-58
	Profit before tax.....	-431.691	121
4	Tax expense on ordinary activities.....	83.903	-26
	Profit (loss).....	-347.788	95
	Proposed distribution of net profit (loss) :		
	Proposed dividend.....	0	0
	Other statutory reserves.....	-133.747	432
	Retained loss.....	-214.041	-337
	Total distribution	-347.788	95

Balance Sheet as at 30th June 2020

Assets

<u>Note</u>		30/6 2019 <u>TDKK</u>
	Fixed assets:	
5	Intangible assets:	
	Completed development projects.....	4.073.923 4.751
	Intangible assets	<u>4.073.923 4.751</u>
	Investments:	
5	Long-term investments in group enterprises.....	0 0
	Deposits	575 60
	Total investments	<u>575 60</u>
	Total fixed assets	<u>4.074.498 4.811</u>
	Current assets:	
	Inventories.....	<u>0 178</u>
	Receivables:	
	Trade receivables	731.181 673
	Other receivables.....	160.059 186
	Prepayments.....	10.922 159
	Total receivables	<u>902.162 1.018</u>
	Cash.....	<u>145.821 17</u>
	Current assets total.....	<u>1.047.983 1.213</u>
	Assets total.....	<u>5.122.481 6.024</u>

Balance Sheet as at 30th June 2020

Liabilities and equity

<u>Note</u>		30/6	2019
			<u>TDKK</u>
6	Equity:		
	Share capital.....	1.300.000	1.212
	Retained earnings.....	674.394	-1.296
	Reserve for development expenditure.....	886.639	1.020
	Proposed dividend for the year.....	0	0
	Total equity	<u>2.861.033</u>	<u>936</u>
	Provision for liabilities:		
	Provisions for deferred tax.....	761.115	845
	Total provisions	<u>761.115</u>	<u>845</u>
	Liabilities:		
7	Long term liabilities:		
	Long-term subordinate loan capital.....	0	1.898
	Convertible, profit yielding or dividend yielding long-term debt instruments	0	373
	Total long-term liabilities	<u>0</u>	<u>2.271</u>
	Short term liabilities:		
	Credit institutions.....	525.092	494
	Trade payables.....	650.280	1.066
	Payables to associates.....	250.139	342
	Other payables.....	74.822	70
	Total short-term liabilities	<u>1.500.333</u>	<u>1.972</u>
	Total liabilities	<u>1.500.333</u>	<u>4.243</u>
	Total liabilities and equity	<u>5.122.481</u>	<u>6.024</u>
8	Pledges, securities and contingent liabilities		
10	Going concern		

Notes to Annual Report

1 **Gross Profit:**

The item includes an amount of TDKK 41 (TDKK 465 last year) regarding grants received from group enterprise and an amount of TDKK 536 (TDKK 0 last year) regarding grants received from others.

		2018/ 2019
		<u>TDKK</u>

2 **Staff costs:**

Salaries	0	0
Pensions	0	0
Other social security costs	0	2
	0	2

		2018/ 2019
		<u>TDKK</u>
Average number of employed persons.....	1	1

		2018/ 2019
		<u>TDKK</u>

3 **Depreciation, amortisation and write-downs:**

Depreciations.....	676.807	560
	676.807	560

4 **Company tax:**

Specification of company tax:

Tax of taxable income for the year.....	0	0
Regulation of provision for deferred tax	-83.903	26
	-83.903	26

Notes to Annual Report

5 Assets overview:

	Finished development projects
Acquisition price 1st July 2019.....	6.765.952
Acquisitions of the year.....	0
Disposals of the year at cost price.....	0
Acquisition price 30th June 2020.....	<u>6.765.952</u>
Depreciations 1st July 2019.....	2.015.434
Depreciations and writedowns of the year.....	676.595
Depreciations and writedowns regarding disposal of the year.....	0
Depreciations and writedowns 30th June 2020.....	<u>2.692.029</u>
Book value 30th June 2020.....	<u>4.073.923</u>

Notes to Annual Report

5 Assets overview:

	Investment in group enter- prises
	prises
Cost as at 1st July 2019.....	0
Acquisitions of the year.....	90.500
Disposals of the year at cost price.....	-90.500
Cost as at 30th June 2020.....	0
Adjustment of value 1st July 2019.....	0
Income from investments in associates.....	0
Dividend from investments in associates.....	0
Adjustment to year-end value.....	0
Adjustment of value, disposals.....	0
Adjustment of value 30th June 2020.....	0
Book value 30th June 2020.....	0

6 Equity:

	Share- capital	Reserve for deve- lopment costs	Retained earnings
	capital	lopment costs	earnings
Total as at 1st July 2019.....	1.211.749	1.020.386	-1.296.441
Capital increase.....	88.251	0	2.184.876
Profit of the year.....	0	0	-347.788
Depreciations of development costs.....	0	-133.747	133.747
Paid dividend.....	0	0	0
Dividend of the year.....	0	0	0
Total as at 30th June 2020.....	1.300.000	886.639	674.394

Notes to Annual Report

6 Equity:	<u>Suggested dividend</u>
Total as at 1st July 2019.....	0
Profit of the year.....	0
Depreciations of development costs.....	0
Paid dividend.....	0
Dividend of the year.....	<u>0</u>
Total as at 30th June 2020.....	<u>0</u>

Change in share capital:

Financial year 2012/2013.....	644.287
Financial year 2013/2014.....	160.000
Financial year 2014/2015.....	796.040
Financial year 2015/2016.....	-800.164
Financial year 2015/2016.....	411.586
Financial year 2019/2020.....	<u>88.251</u>
Total as at 30th June 2020.....	<u>1.300.000</u>

7 **Long term liabilities:**

DKK 0 will be due later than 5 years from the balance sheet date.

8 **Pledges, securities and contingent liabilities:**

A letter of indemnity in the amount of DKK 500.000 secured on company assets. The company assets include stock, goodwill, domain name and rights according to the law of patents, the law of trademarks, the law of designs, the law of utility models, the law of patterns, the law of copyrights and the law of the production of semiconductor products design (Topography).

The group's entities are jointly taxed and are subject to unlimited, joint and several liability together with the other jointly taxed entities, for the total income tax and for any obligations to withhold tax at source on interest, royalty and dividends for the jointly taxed entities. The total corporate tax to be paid/to be received is shown in the annual report 2019/2020 for Zenros Group Holding ApS.

Notes to Annual Report

9 Going concern:

The Company's ability to carry out its operations and fulfill its financial obligations is depending on sufficient capital resources. It is uncertain if the existing credit facilities can be retained. According to management's opinion undertaking about this will be obtained. In the light of this, budgets have been prepared. Consequently according to the management, it is fair and justifiable to present the financial statements under the going concern basis of accounting.