JCI LIMITED

(Registration number 1894/000854/06)

AUDITED GROUP ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

JCI LIMITED

(Registration number 1894/000854/06)

GROUP ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

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The reports and statements set out below comprise the Group Annual Financial Statements presented to the shareholders:

JCI LIMITED

(Registration number 1894/000854/06)

CORPORATE INFORMATION

Directors

P R S Thomas	Independent chairman
P H Gray	Chief executive officer
L A Maxwell (resigned 14 March 2013)	Financial director
D M P S Daly	Independent non-executive director

Company Secretary and Registered Office of JCI Limited ("JCI" or "the Company")

(Registration number 1894/000854/06)
D H Eurelle
Suite 501C, 5th Floor, 122 Pybus Road, Sandton, 2146
(PO Box 650412, Benmore, 2010)
Telephone: +27 (0)11 783 3373
Website: www.jci.co.za

Attorneys

Tughendaft Wapnick Banchetti & Partners
20th Floor, Sandton City Office Tower
5th Street, Johannesburg, 2196

South African Transfer Secretaries

Computershare Investor Services Proprietary Limited
(Registration number 2004/003647/07)
Ground Floor, 70 Marshall Street, Johannesburg, 2001
(PO Box 61051, Marshalltown, 2107)

United Kingdom Secretaries

JCI (London) Limited
Suite 31,
Second Floor
107 Cheapside
London
EC2V 6DN
United Kingdom
Telephone: +44 (0)20 7796 8644
Facsimile: +44 (0)20 7796 8645

United Kingdom Registrars

Capita Registrars
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

Auditors

KPMG Inc.
Registered Accountants and Auditors
(Registration No. 1999/012543/21)
KPMG Crescent, 85 Empire Road, Parktown, 2193
(Private Bag 9, Parkview, 2122)

JCI LIMITED

(Registration number 1894/000854/06)

REPORT OF THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER TO THE SHAREHOLDERS FOR THE YEAR ENDED 31 MARCH 2013

We present this Report to the Shareholders as part of the Group Annual Financial Statements for the year ended 31 March 2013.

1. ASSETS AND LIABILITIES OF JCI AT 31 MARCH 2013

The JCI Group, with the exception of Boschendal, no longer conducts trading operations and is best described as the holder of:

- a 49.0% interest in Boschendal Proprietary Limited ("Boschendal"), which is primarily a farming operation and property development in its early stages, with a carrying value of R160 million;
- shares held in Village Main Reef Limited ("VMR") with a carrying value of R18 million;

The Group also had accounts receivable of R1.7 million and cash resources of R1.6 million.
The group's liabilities were comprised of a loan of R80.3 million from Investec Bank, trade payables and provisions totaling R12.5 million and an estimated tax liability of R25 million.

For the reasons set out in the Directors' Report under the going concern note, it has not been possible to arrive at an exact number for the amount of the tax liability and the directors have provided an amount which they believe to be conservative.

In addition, there are various legal claims in process against a number of third parties including the previous auditors of the Group. The outcome of these claims is not certain and no recoveries have been provided for in the Group's Annual Financial Statements.

There is also a legal claim against the Company which is dealt with under the going concern note in the Directors' Report and in note 29.1 on page 30 of the annual report.

2. BOSCHENDAL

2.1 Shareholding and funding

At the beginning of the financial year the Group held a 62.67% controlling shareholding in Boschendal with IFA Boschendal Investments Proprietary Limited ("IFA") holding the remainder of the shares.

The level of funding required by Boschendal to properly operate and develop its business was, given that no commercial funding was available to Boschendal, beyond the means and capability of JCI and IFA.

During the year IFA sold its 37.33% interest in Boschendal to Canombys Limited ("Canombys") which also injected R80 million into Boschendal, *inter alia,* in subscription for new shares such that Canombys' shareholding increased to 51.0% of the issued share capital of Boschendal with JCI's shareholding being reduced to 49,0%.

The number of shares held by JCI in Boschendal remained the same, but JCI's percentage shareholding reduced.

The introduction of Canombys, which is a wholly owned subsidiary of a large private offshore group, as the majority shareholder resulted in Boschendal's commercial bankers extending the company a revolving credit facility of R125 million, with repayment terms to be renegotiated in four years' time. This has enabled Boschendal to operate its business and exploit new opportunities.

Boschendal has accordingly been accounted for as a subsidiary up to 18 September 2012 when the above transaction took place and for the remainder of the year Boschendal has been accounted for as an associate company and its loss for the period has been equity accounted in the group financial statements. At year end the Board of Directors took the decision to value the investment in Boschnedal at the proposed disposal value as detailed below.

The Board of Directors has previously proposed that the investment in Boschendal be sold or distributed to JCI's shareholders as a dividend *in specie*.

Subsequent to the financial year end the group has entered into agreements for the sale of the shares in Boschendal encompassing the following:

- The disposal by the Group of 14% of its equity interest in Boschendal to Canombys, leaving JCI with a 35% shareholding;
- An internal restructuring of the JCI Group whereby JCI's remaining indirect 35% equity interest in Boschendal (after the disposal to Canombys) will be sold to a new company ("Newco"); and
- A non-renounceable offer to all JCI shareholders to take up shares in Newco.

2.2 The Canombys and Newco Disposal

Boschendal called for a Rights Offer to raise R80,000,000 to fund various capital expenditure projects and to repay a portion of its debt. JCIIF, as a 49% shareholder in Boschendal, was required to contribute R39,200,000 in terms of the Boschendal Rights Offer or face dilution of its equity interest in Boschendal which is anticipated to reduce value for JCI Shareholders.

Neither JCCIF nor JCI had sufficient cash available and therefore, in order to raise the necessary funding for the Boschendal Rights Offer, JCI agreed to the Canombys Disposal on the terms set out in the Canombys Disposal Agreement and utilised R28,000,000 of the Canombys Disposal proceeds to follow its remaining 35% proportional share of the Boschendal Rights Offer. The Canombys Disposal was implemented subject to Canombys agreeing to the Boschendal Shareholders' Agreement Amendments.

BOSCHENDAL (continued)

Following the Canombys Disposal, and as per previous communications to JCI Shareholders, the Board wishes to progress the wind down of JCI and is proposing the following transactions:

The Newco Disposal – whereby JCIIF will dispose of its remaining 35% equity interest in Boschendal to Newco for R142,285,714 as part of an internal JCI restructuring on the terms set out in the Newco Disposal Agreement; and

The Newco Offer – the non-renounceable offer by JCI to raise R150,000,000 through the issue of a total of 3,356,266,465 Newco Offer Shares at an Issue Price of R0.0446925 per Newco Offer Share to be extended to all Qualifying JCI Shareholders in the ratio of 1 Newco Offer Share for every 1 JCI Share held on the Newco Offer Record Date.

The price of the Newco disposal includes the recovery of the R28,000,000 capital contribution to Boschendal paid by JCI as per the rights offer above.

2.3 The Canombys Disposal

In order for Boschendal to proceed timeously with its strategic initiatives and further strengthen its balance sheet, Boschendal required the injection of the R80,000,000 proceeds from the Boschendal Rights Offer before 30 June 2014.

To ensure that JCI avoided the dilution of its 49% interest in Boschendal, Boschendalagreed to dispose of a 14% equity interest in Boschendal to Canombys at the same value per Boschendal Share as the Newco Disposal adjusted for the increase in the value per Boschendal Share on account of the cash proceeds raised by Boschendal through the Boschendal Rights Offer. The Canombys Disposal was agreed with Canombys on the condition that Canombys agreed to amend the Boschendal Shareholders' Agreement. In addition, Canombys has agreed to Newco's name being changed to Boschendal Investment Company Proprietary Limited.

Accordingly, JCIIF and Canombys concluded the Canombys Disposal Agreement whereby JCIIF disposed of a 14% equity interest in Boschendal to Canombys for R45,714,286. The sale was not subject to any warranties other than JCIIF warranting that it is the sole registered and beneficial owner of the Boschendal Shares and that it was free to transfer the shares without any encumbrances.

2.4 The Newco Disposal

The Newco Disposal and the Newco Offer will ensure that:

JCI Shareholders are afforded the opportunity (but are not compelled) to retain a portion of, or increase, their exposure to the upside potential of Boschendal in a new vehicle independent of JCI by following their Entitlements in respect of the Newco Offer;

JCI, following receipt of the proceeds of the Canombys Disposal and the Newco Disposal, has sufficient cash to:

- repay all of its interest bearing debt which will eliminate the associated annual interest costs;
- deal with outstanding legal matters;
- wind down the business; and
- return excess cash to JCI Shareholders;

Newco will have sufficient cash to operate on a stand-alone basis without the need for further capital from shareholders, save for the need to fund likely further rights offers by Boschendal. Boschendal management have indicated that it is likely that they would look to raise further capital of R100,000,000 (Newco's share of which will be R35,000,000) to fund Boschendal's strategic initiatives.

2.5 Status of property development

Phase 1
Following approval from the Department of Agriculture an application was processed for subdivision and development of 19 Founder Estates, which approval was obtained in November 2008. Two of these Founder Estates have been sold. Sales and marketing has been suspended, as the directors of Boschendal believe that the rights of founder estates needs to be reconsidered and as they believe that sustainability of high prices will be achieved in a few years' time.

Phase 2
Important strides were made in 2011 in processing applications for the rezoning of land. Initially phase 2 had in excess of 1 100 units for development but it is now likely to be more in the region of 700 and, in fact, a footprint for the areas for development has now been identified and agreed upon. It is important to note that less than 4% of the whole Boschendal Estate's land will be rezoned for development. The application includes a hotel site as well as a small commercial site in addition to three residential villages, and a retirement village, which appears to be in great demand in the area. These proposed developments significantly retain the rural character of Boschendal.

Boschendal's independent advisors are optimistic that these rights will be granted by not later than 2017.

Ultimately this is a long term project which should result in attractive returns over an extended time frame.

REPORT OF THE CHAIRMAN AND THE CHIEF EXECUTIVE OFFICER TO SHAREHOLDERS FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

BOSCHENDAL (continued)

2.6 Farming

Boschendal has 650 hectares under current, or proposed, farming operations and remains an estate with extensive vineyards and orchards which require upgrading and development. A recent diversification into a Black Angus Cattle breeding program resulted in the farm being awarded best new breeder status. Further opportunities are considered on an ongoing basis: - including the introduction of cash crops. New plantings completed during the year include 20ha of plums and 16ha of new vineyard.

2.7 Hospitality and Tourism

A number of programmes are under way to re-energize the hospitality and tourism activities by a variety of functions and upgrades.

2.8 Future rights issue

Boschendal's plans call for a further rights issue of R100 million to be called during 2014. The board believes that no further rights issues will be required, save for the phase 2 property development.

3 MAJOR LEGAL MATTERS – SEE NOTE 29 ON PAGE 29

4 THE FUTURE OF JCI

4.2 JCI's listing

The company's listing was terminated by the Johannesburg Stock Exchange with effect from 16 April 2013.

4.3 Winding up

Following the sale of Boschendal, JCI's remaining assets (including legal actions and claims) will be realized, its liabilities settled, and it shall then be wound up.

APPRECIATION

We wish to express our appreciation to all parties whose contributions greatly assisted the Group's operation during the year and the preparation and completion of these Group Annual Financial Statements, particularly:

- all members of JCI's permanent and temporary staff;
- all members of the JCI board; and
- the company's auditors and legal advisors.

Finally, our appreciation to JCI's shareholders for their ongoing patience and support.

Peter Thomas
Chairman

Peter Gray
Chief Executive Officer

JCI LIMITED
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DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2013

1. INTRODUCTION

JCI Limited ("JCI" or "the Company") is incorporated in the Republic of South Africa with its registered address at Suite 501C, 5th Floor, 122 Pybus Road, Sandton, 2146.

The Group Annual Financial Statements for the year ended 31 March 2013 are comprised of the consolidated position of the Company and its subsidiaries (together referred to as "the Group").

2. CURRENT STATUS OF THE COMPANY

The company's shares on the Johannesburg Stock Exchange, were suspended in 2005. The Johannesburg Stock Exchange terminated the listing of the company's shares with effect from 16 April 2013.

3. FINANCIAL STATEMENTS AND BASIS OF PREPARATION

These financial statements are for the year ended 31 March 2013, with comparatives for 31 March 2012.

The Companies Act requires the Annual Financial Statements to be prepared in accordance with IFRS and the requirements of the Companies Act of South Africa. As noted in the Annual Financial Statements for 2012 it is not considered beneficial to the shareholders for the Group to prepare financial statements that comply with the requirements of IFRS and in the manner required by the Companies Act. Accordingly, these financial statements are prepared on a basis considered by the directors to be relevant in the unusual circumstances of the Group. The basis of preparation is described in note 1 to the Annual Financial Statements and is consistent with the basis of preparation for 2012, except where specifically mentioned.

4. GOING CONCERN

At 31 March 2013 the Group was solvent but illiquid with the total assets exceeding total liabilities as disclosed in the Annual Financial Statements by R63 million and current liabilities exceeding current assets by R115 million. The Group's major assets are comprised of the non-cash generating investment in Boschendal and the shares in VMR. The Group's liquidity requirements are satisfied by the short term funding from Investec Bank and from the sale of VMR shares.

Note 29.1 on page 29 describes the litigation with respect to the Hemispherx Biopharma, Inc claim amounting to US$188 million. In the event that the respondent succeeds in this action, the company and its subsidiaries will be unable to continue as going concerns.

The Group's legal advisors are confident that the above action against the Company will not succeed.

Extensive work has been done on the tax affairs of the group companies. Due to the complexity of the various past transactions and settlements within the JCI group, the company has sought legal advice on various tax issues. Because of the unusual circumstances in which the group finds itself, it is not possible to state the amount owing to or by South African Revenue Services with any degree of certainty until a settlement is achieved with the tax authorities. The reason for the uncertainty relates to the lack of records in certain prior years, which can have a material effect on the final amount. The group's tax advisors believe the amount included in the financial statements is realistic.

The proposed sale of Boschendal, as dealt with in detail elsewhere in the annual financial statements, is a major step as it will enable the group to pursue the various legal matters and to wind up the affairs of the group in an orderly manner.

The Board of Directors can therefore state, with an acceptable degree of certainty, that they are satisfied that the Group's funding requirements for the 12 months beyond the date of this report will be secured. Accordingly the Annual Financial Statements were prepared on a basis of accounting applicable to a going concern.

5. NON-CONSOLIDATED SUBSIDIARIES

Certain subsidiaries of the Group have not been consolidated in the Group Annual Financial Statements as they have inadequate accounting records and their assets and liabilities are immaterial to the group figures.

6. BORROWINGS

In terms of the Company's Articles of Association, its borrowing powers are unlimited. In the year under review, the Group primarily borrowed money from Investec to fund loans to Boschendal and to meet its ongoing operating costs.

7. SUBSEQUENT EVENTS

Subsequent to the financial year end the group has entered into agreements for the sale of the shares in Boschendal encompassing the following:

- The disposal by the Group of 14% of its equity interest in Boschendal to Canombys, leaving JCI with a 35% shareholding;
- An internal restructuring of the JCI Group whereby JCI's remaining indirect 35% equity interest in Boschendal (after the disposal to Canombys) will be sold to a new company ("Newco"); and
- A non-renounceable offer to all JCI shareholders to take up shares in Newco.

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DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

Details of these transactions and notice of the meeting to approve these transactions have been circulated to the shareholders

8. SHARE CAPITAL

Full details of the Company's authorised and issued share capital are set out in note 11 on page 29 to the consolidated financial statements.

9. DIVIDENDS

No dividends were declared during the year ended 31 March 2013 (2012: Nil)

10. CORPORATE GOVERNANCE

The Group and its Board of Directors are committed to the principles of good corporate governance and the maintenance of acceptable standards.

11. SUBSIDIARIES AND INVESTMENTS

Particulars of the major South African consolidated subsidiaries of the Group and its investments as at 31 March 2013 appear below:

Name of company	***Percentage held***
Boschendal Proprietary Limited	49%
Consolidated Mining Management Services Limited	100%
JCI Gold Limited	100%
JCI Investment Finance Proprietary Limited	100%

12. DIRECTORATE

Directors in office during the year ended 31 March 2013 were:

P R S Thomas	Independent chairman
P H Gray	Chief executive officer
L A Maxwell (resigned 14 March 2013)	Financial director
D M P S Daly	Independent non-executive director

13. DIRECTORS' INTEREST

There were no changes in the Board of Directors' interests, either directly or beneficially. No current director holds any shares in the company.

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

14. DIRECTORS' REMUNERATION

Cost to the Group in respect of directors for the year ended 31 March 2013 was as follows:

Director	Salary R'000	Directors' fees R'000	Company Contributions SDL and UIF R'000	TOTAL 2013 R'000	TOTAL 2012 R'000
Executive					
P H Gray	3 966	-	41	**4 007**	**5 077**
L A Maxwell*	2 910	-	31	**2 941**	**4 986**
TOTAL	**6 876**	**-**	**72**	**6 948**	**10 063**
Non-Executive					
P R S Thomas	-	975	10	**985**	**985**
JCI Limited	-	*595*	-	-	**-**
Subsidiaries	-	*380*	-	-	**-**
D M P S Daly (UK)	-	362	-	**362**	**434**
JCI Limited	-	*235*	-	-	**-**
Subsidiaries	-	*127*	-	-	**-**
H W Cochrane*	-	-	-	-	**284**
A C Nissen*	-	-	-	-	**183**
TOTAL	**-**	**1 319**	**10**	**1 347**	**1 886**
	6 876	**1 319**	**82**	**8 295**	**11 949**

***** HW Cochrane and AC Nissen resigned on 31 July 2011 and LA Maxwell resigned on 14 March 2013.

The company has consulted with Hay Group in setting the level of the directors' remuneration for the financial period ended 30 June 2014 and has set the directors' remuneration based on their recommendations.

Cost to the Group in respect of directors for the 15 months ended 30 June 2014, for approval by the shareholders at the AGM, was as follows:

Director	Salary R'000	Directors fees R'000	Leave pay R'000	Company Contributions – SDL and UIF R'000	TOTAL R'000
P H Gray	2 400	-	-	26	**2 426**
L A Maxwell	320	-	176	5	**501**
	2 720	**-**	**176**	**31**	**2 927**
P R S Thomas	-	1 344	-	14	**1 358**
D M P S Daly (UK)	-	362	-	-	**362**
TOTAL	-	**1 706**	-	**14**	**1 720**
Paid by the Company	**2 720**	**1 706**	**-**	**45**	**4 647**

15.DIRECTORS ATTENDANCE AT THE BOARD MEETINGS DURING THE YEAR UNDER REVIEW

Number of meetings held during the year	**6**
Director	Attendance
P R S Thomas (Independent chairman) Appointed 12 September 2005; Appointed Chairman 31 July 2008	6 of 6
P H Gray (Chief executive officer Appointed 24 August 2005	6 of 6
L A Maxwell (Financial director) Appointed 13 December 2006; Resigned 14 March 2013	5 of 6
D M P S Daly (Independent non-executive) Appointed 23 August 2010	6 of 6

16. COMPANY SECRETARY

The Board is responsible for the appointment of the Company Secretary, who is responsible for the duties set out in the Companies Act and for compliance with the JSE Listings Requirements.

D H Eurelle, who was appointed on 01 November 2011, replaced D O Jones (BA LLB), who resigned with effect from 31 October 2010.

The Company's business and postal address is as follows:

Suite 501C, 122 Pybus Road, Sandton, 2146
(PO Box 650412, Benmore, 2010)

17. AUDITORS

KPMG Inc. will continue in office in accordance with Section 90 of the Companies Act.

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2013 (CONTINUED)

18. UNITED KINGDOM SECRETARIES

JCI (London) Limited acted as secretaries to the Group in the United Kingdom for the year under review.

19. UNITED KINGDOM REGISTRARS

Capita Registrars Limited acted as registrars and transfer agents in the United Kingdom for the year under review.

20. AUDIT COMMITTEE

This Committee comprised two non-executive directors, being P R S Thomas (non-executive director), D M P S Daly (non-executive director), and L A Maxwell (financial director) (resigned with effect from 14 March 2013), and its responsibilities include the review of the Annual Financial Statements. The Committee meets when necessary or appropriate.

The Committee is satisfied that the auditor was independent as is required in terms of Section 94 of the Companies Act. Numerous formal and informal audit and legal committee meetings were held during the year.

21. NOMINATION AND REMUNERATION COMMITTEE

This Committee comprises the Chairman and Chief Executive Officer who meet when necessary or appropriate.

22.COMPLIANCE WITH KING III

The Company which is in the process of winding down, has a total staff complement of six persons, inclusive of directors. As a consequence, the Company can only comply with King III as far as is practical and reasonable in the circumstances.

23. SOCIAL AND ETHICS COMMITTEE

The Company does not have a social and ethics committee as it is in the process of winding down (refer to note 22 above).

24. COMPANY STAND ALONE ANNUAL FINANCIAL STATEMENTS

The directors do not consider the Company's stand-alone Annual Financial Statements to be relevant, and they are therefore not presented.

DIRECTORS' RESPONSIBILITY STATEMENT FOR THE YEAR ENDED 31 MARCH 2013

The directors are responsible for the preparation and fair presentation of Group Annual Financial Statements of JCI Limited ("JCI") comprising the statement of financial position at 31 March 2013 and the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year ended 31 March 2013 and the notes to the consolidated financial statements, which include a summary of significant accounting policies and other explanatory notes, as set out on pages 14 to 37, in accordance with International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act of South Africa ("the Companies Act"). In addition, the directors are responsible for preparing the Directors' Report.

The Directors' Report states that the directors are unable to prepare financial statements on this basis and that the Group, whilst endeavouring to comply with IFRS and the Companies Act where practicable, have adopted the basis of preparation set out in note 1 to the Group Annual Financial Statements in the unusual circumstances described in the Directors' Report.

The directors' responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of these financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

The directors' responsibility also includes maintaining adequate accounting records and an effective system of risk management.

The Board of Directors has made an assessment of the Group's ability to continue as a going concern, and as noted in the Directors' Report in paragraph 4 on page 5, funding is required as the Group, while solvent, remains illiquid.

The Annual Financial Statements of JCI have been audited in compliance with Section 30 of the Companies Act.

The auditor is responsible for reporting on whether the Group Annual Financial Statements are prepared in accordance with the bases of preparation described in note 1.

Approval of the Group Annual Financial Statements

The Group Annual Financial Statements of JCI, as identified in the first paragraph of this report were approved and published by the Board of Directors on ____________________ and signed on its behalf by:

P R S Thomas	**P H Gray**
Independent non-executive chairman	Chief executive officer

Johannesburg,
South Africa

COMPANY SECRETARY REPORT

In my capacity as Company Secretary, I hereby certify that for the year ended 31 March 2013, the Company has filed all such returns and notices as are required by the Companies Act 71 of 2008 and that all such returns and notices appear to be true, correct and up to date.

D H Eurelle
Company Secretary

Johannesburg,
South Africa

STATEMENT OF FINANCIAL POSITION AT 31 MARCH 2013

	Note	Group 2013 R'000	Group 2012 R'000
Assets			
Non-current assets			
Biological assets	3	-	37 402
Property, plant and equipment	4	51	414 125
Investment in Boschendal	5	160 000	-
Cost of control	6	-	6 795
Listed shares	7	17 908	96 720
		177 959	**555 042**
Current assets			
Other financial assets	8	-	1 536
Inventories	9	-	132 264
Trade and other receivables	10	1 739	76 838
Cash and cash equivalents	11	1 641	12 545
		3 380	**223 183**
Total assets		**181 339**	**778 225**
Equity and Liabilities			
Equity			
Share capital and premium	12	2 108 000	2 108 000
Reserves		(71 105)	(99 115)
Accumulated loss		(1 974 012)	(1 720 732)
		62 883	288 153
Non-controlling interest		-	(2 853)
		62 883	**285 300**
Liabilities			
Non-current liabilities			
Other financial liabilities	13	-	167 050
		-	**167 050**
Current liabilities			
Other financial liabilities	13	80 301	245 754
Current tax payable	14	25 000	56 228
Provisions	15	609	7 776
Trade and other payables	16	12 546	16 117
		118 456	**325 875**
Total liabilities		**118 456**	**492 925**
Total equity and liabilities		**181 339**	**778 225**

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GROUP ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

STATEMENT OF COMPREHENSIVE INCOME

	Note	Group 2013 R'000	Group 2012 R'000
Revenue	17	2 756	10 516
Cost of sales		-	(1 571)
Gross profit		**2 756**	**8 945**
Other income	18	9 973	64 770
Operating expenses		(52 510)	(80 147)
Operating loss	19	**(39 781)**	**(6 432)**
Loss on deconsolidation of Boschendal		(13 732)	-
Impairment of Investment in Boschendal	6	(144 547)	-
Loss on sale of the VMR Shares		(5 794)	-
Share of Boschendal loss equity accounted		(9 728)	-
Investment Income	20	13 999	-
Finance Cost	21	(3 476)	-
Loss before taxation		**(203 059)**	**(34 322)**
Taxation	22	27 065	(6 561)
Loss for the year		**(175 993)**	**(41 138)**
Impairment of VMR shares	8	(59 297)	**-**
Total comprehensive loss		**(235 291)**	**(41 138)**
Loss attributable to:			
Owners of the parent:		(231 563)	(24 511)
Non-controlling interest		(3 728)	(16 627)
		(235 291)	**(41 138)**
Total comprehensive loss attributable to:			
Owners of the parent		(231 563)	(24 511)
Non-controlling interest		(3 728)	(16 627)
		(235 291)	**(41 138)**

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GROUP ANNUAL FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Total share capital	Foreign currency translation reserve	Treasury shares	Total reserves	Accumu-lated loss	Total attributable to equity holders of the Group	Non-controlling interest	Total equity
	R'000	**R'000**	**R'000**	**R'000**	**R'000**	**R'000**	**R'000**	**R'000**	**R'000**	**R'000**
Balance at 01 April 2011	**37 805**	**2 070 195**	**2 108 000**	**(63 691)**	**(38 182)**	**(101 873)**	**(1 816 615)**	**189 512**	**13 774**	**203 286**
Restatement	-	-	-	-	-	-	63 586	63 586	-	63 586
Restated balance at 1 April 2011	**37 805**	**2 070 195**	**2 108 000**	**(63 691)**	**(38 182)**	**(101 873)**	**(1 753 029)**	**253 098**	**13 774**	**266 872**
Income from non-consolidated loans recycled as a result of liquidation or deregistration	-	-	-	-	-	-	59 566	59 566	-	59 566
Profit / (loss) for the year	-	-	-	-	-	-	(24 511)	(24 511)	(16 627)	(41 138)
Impairment of treasury shares	-	-	-	-	2 758	2 758	(2 758)	-	-	-
Total changes in equity	-	-	-	-	2 758	2 758	32 297	35 055	(16 627)	18 428
Balance at 1 April 2012	**37 805**	**2 070 195**	**2 108 000**	**(63 691)**	**(35 424)**	**(99 115)**	(1 720 732)	**288 153**	**(2 853)**	**285 300**
Income from non-consolidated loans	-	-	-	-	-	-	-	-	-	-
recycled as a result of liquidation or deregistration	-	-	-	-	-	-	6 293	6 293	-	6 293
Loss for the year	-	-	-	-	-	-	(231 563)	(231 563)	(3 728)	(235 291)
Impairment of treasury shares	-	-	-	-	28 010	28 010	(28 010)	-	-	-
Deconsolidation of subsidiary	-	-	-	-	-	-	-	-	6 581	6 581
Total changes in equity	-	-	-	-	-	-	(253 280	(225 270)	2 853	(222 417)
Balance at 31 March 2013	**37 805**	**2 070 195**	**2 108 000**	**(63 691)**	**(7 414)**	**(71 105)**	**(1 974 012)**	**62 883**	-	**62 883**

.

STATEMENT OF CASH FLOWS

	Note	Group 2013 R'000	Group 2012 R'000
Cash flows from operating activities			
Cash utilized in operations	24	(27 763)	(71 747)
Investment income		235	6 561
Dividends received		13 764	-
Finance costs		(3 476)	(34 451)
Tax paid	25	-	(280)
Net cash from operating activities		**(17 240)**	**(99 917)**
Cash flows from investing activities			
Sale of other financial assets		13 721	17 428
Purchase of biological assets		-	(12 355)
Purchase of property, plant and equipment		(6)	(9 785)
Sale of property, plant and equipment	26	-	1 721
Investment in Boschendal		(9 697)	-
Cash receipts from non-consolidated Group loans repaid		1 536	23 818
Net cash from investing activities		**5 554**	**20 827**
Cash flows from financing activities			
Non-Group loans advanced by lenders		7 770	44 539
Non-Group loans repaid to lenders		-	(2 918)
Group loans repaid		(6 988)	-
Finance lease obligations		-	(7)
Net cash from financing activities		**782**	**41 614**
Total cash investment for the year		(10 904)	(37 476)
Cash excluded in respect of foreign subsidiaries not consolidated		-	18 437
Cash at the beginning of the year		12 545	31 584
Total cash at end of the year		**1 641**	**12 545**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Reporting entity

JCI Limited (the "Company") is domiciled and incorporated in the Republic of South Africa. The consolidated financial statements of the Group for the year ended 31 March 2013 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities"). With the exception of Boschendal, the Group has no operating businesses, and remains the holder of unrelated investments, in listed and unlisted shares and property.

1. Basis of preparation

The Companies Act requires the Annual Financial Statements to be prepared in accordance with IFRS and the requirements of the Companies Act of South Africa. Due to the lack of records in past years and the imminent disposal of the remaining assets of the group and the anticipated wind down of the company's operations, it is not considered beneficial to the shareholders for the Group to prepare financial statements that comply with the requirements of IFRS and in the manner required by the Companies Act.

The specific bases applied to the major assets and liabilities of the group at 31 March 2013 are as follows:

Investment in Boschendal

The results of Boschendal have been consolidated up to 31 August 2012 at which date the group's shareholding reduced from 62.67% to 49% and the investment in Boschendal was deconsolidated at that date. The investment was treated as an associate company for the remainder of the financial year with the group's share of the loss of Boschendal being equity accounted in the group's financial statements.

In view of the anticipated sale of Boschendal, the value of the investment has been impaired at the year end to the amount to be realized on the sale in terms of the sale agreements that have been entered into and put to the shareholders for approval.

Investment in Village Main Reef Limited "The VMR shares"

In view of the sharp decline since the year end in the market price of the group's only material listed investment, the investment has been valued as follows:

To the extent that the investments have been sold subsequent to the financial year end at the amount realized on the sales.

For the remainder of the investments at the Volume Weighted Average Price over the most recent period of 90 days prior to the issuing of the financial statements.

The financial statements have further been prepared on the basis described below. The financial statements include:

- All significant assets – assets are recorded where the directors have been able to establish legal title to the asset, and the Group is able to benefit from that asset (either whilst held or on disposal).
- Contingent assets – contingent assets are disclosed where the directors are in the process of establishing legal title to the asset or certain cash flows relating to that asset.
- All significant liabilities – liabilities are recorded where the directors have established that there is a legal obligation to make a payment .
- Contingent liabilities – contingent liabilities are disclosed where the legal obligation to make a payment has not been established and where the directors believe that there is a reasonable possibility of defending the claim.
- All foreign subsidiaries and all dormant local subsidiaries have been excluded from the consolidation of the Group as the directors determined that they do not contain material assets or liabilities and are all, except for JCI (London) Limited and St James's Corporate Services Limited, in a process of deregistration and/or windup. JCI (London) Limited and St James's Corporate Services Limited continue to operate, but have no material assets or liabilities.

Assets are classified as current where the directors expect to realize the asset in the next twelve months. Liabilities are classified as current where there is an obligation to settle in the next twelve months, or where law requires settlement in the event that the counterparty demands repayment. In all other circumstances, assets and liabilities are classified as non-current.

The following assumptions were made in the preparation of the statement of cash flows:

- Unless specific evidence indicated to the contrary, the assumption was that movements between the 2012 and 2013 assets and liabilities represented cash flows.
- Unless specific evidence indicated to the contrary, interest income, dividends received and finance costs per the statement of comprehensive income were assumed to be received / settled in cash in the current financial year.

As a result of the above assumptions, the amounts as disclosed in the statement of cash flows may not represent actual cash flows.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

1.1 Going concern

The valuations included in the financial statements presume that the Group will continue as a going concern, and will therefore be able to recognize assets and settle liabilities in the ordinary course of business.

1.2 Reporting currency

The Company is domiciled in the Republic of South Africa and the consolidated financial statements of the Group are presented in South African Rand which is the currency in which the significant transactions of the company occur. All financial information presented has been rounded to the nearest thousand Rand.

1.3 Significant judgements and sources of estimation

In preparing the Group financial statements management is required to make estimates and assumptions that affect the amounts represented in the Group financial statements and related disclosures. Use of available information and the application of judgement is inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the Group financial statements. Significant judgements include:

1.4 Consolidation

Basis of consolidation

The Group financial statements, except as otherwise disclosed in the Directors' Report, incorporate controlled entities for which financial records are available. Those entities with no or inadequate accounting records are not included in the consolidation.

Control exists when the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The power to govern is demonstrated by legal ownership of the shares in the company.

The results of consolidated subsidiaries are included in the Group financial statements from the legal date of acquisition to the legal date of disposal, which is when there is a transfer of the risks and rewards relating to the investment.

For consolidated subsidiaries:

Adjustments are made when necessary to the Group financial statements of subsidiaries to bring their bases of preparation in line with those of the Group. All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Interests in the net assets of consolidated subsidiaries which are held other than by the Group are identified and recognized separately from the Group's interest, and are recognized within equity as a non-controlling interest. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest in their proportion. Profit or loss is divided into that portion in which the Group has an interest, and the interest of the other shareholders based on the relevant legal shareholding.

Transactions which result in changes in ownership levels, where the Group has control of the subsidiary both before and after the transaction are regarded as equity transactions and are recognized directly in the statement of changes in equity.

The difference between the fair value of consideration paid or received and the movement in non-controlling interest for such transactions is recognized in equity attributable to the owners of the parent.

Where a subsidiary is disposed of any difference between the net assets sold and the proceeds received is included in profit or loss and as part of operating profit/loss. The proceeds on disposal are determined with reference to the sale agreement, where relevant.

1.7 Foreign currency transactions and balances

Transactions in currencies other than Rand are translated at the rate at the date of the transaction. Foreign currency balances are translated at the year-end rate

1.8 Foreign currency translation for consolidation

Foreign subsidiaries which retain their accounting records in currencies other than Rand are translated into Rand for the purposes of consolidation. The results for the year are translated at the average exchange rate for the year and assets and liabilities at the exchange rate at the reporting date. Any difference arising on applying this translation method are shown as a separate reserve in equity – the foreign currency translation reserve, and any changes during the year are shown as part of other comprehensive income.

1.9 Assets – general

Except where otherwise noted, assets are initially recorded at cost, and are subsequently carried at the lower of cost or net recognized value. Cost is determined by reference to invoices received for the asset or the contractual arrangement, together with any directly related transaction costs. Where there is no documentation available to support a cost, the asset is recognized at nil.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

1.10 Property, plant and equipment (primarily Boschendal)

Land is not depreciated. Property, plant and equipment is initially recognized at cost, and is subsequently carried at cost less accumulated depreciation.

Property, plant and equipment are depreciated on the straight-line basis over their useful lives (as disclosed below) to a nil value. Useful lives are continuously reassessed and revised where necessary. Land is not depreciated. Depreciation is included in operating expenses.

Item	Useful life
Buildings	20 years
Plant and machinery	10 – 20 years
Furniture and fixtures	5 – 8 years
Motor vehicles	5 years
Office equipment	1 – 5 years
IT equipment	2 – 5 years

The depreciation charge for each period is recognized in profit or loss as part of operating expenses. When property, plant and equipment is sold, any gain or loss arising is included in profit (as other income) or loss (as part of operating expenses). The gain or loss is determined as the difference between the disposal proceeds (net of transaction costs) and the carrying amount of the item. A disposal is recorded when risks and rewards of ownership transfer in accordance with the sale contract.

1.11 Financial assets

Financial assets are contracts which will be settled in cash or represents an ownership in another entity which is not sufficient for control. Financial assets are recognized when the contractual rights come into force or legal title passes. Financial instruments are derecognized where the contractual rights expire or there is a transfer of legal title.

Financial assets are classified into the following categories:

Available for sale

These assets are recorded at cost on acquisition and subsequently at the closing share price at year end. These gains or losses are recorded in a reserve (fair value adjustment assets available for sale reserve). These gains are shown as other comprehensive income, being gains not recorded as part of profit or loss. Where there are losses when compared to cost and the losses are expected to exist for an extended period, any gains previously recorded are removed from reserves and recognized in profit or loss. Losses are thereafter recognized in profit or loss. The losses and gains removed from reserves are recorded in the profit or loss as part of the fair value adjustments line.

For the listed shares in VMR the fair value has been determined as indicated in note 1 above.

Loans and receivables

Loans and receivables consist of trade and other receivables. Loans and receivables are carried at the lower of the face value (per the agreement) or the net recognized value. Where the agreement provides for interest, interest is accrued at the rate and on the basis provided in the agreement.

Cash and cash equivalents

Cash and cash equivalents are initially recognized at and subsequently measured at cost.

1.12 JCI Investment Finance Proprietary Limited – a special purpose vehicle ("SPV")

JCI Investment Finance Proprietary Limited ("JCIIF") was formed as an SPV specifically to provide Investec the security it required (by way of the encumbrance of certain assets within the JCI Group) for the funding lent to the JCI Group in order to fund its operational and structural requirements.

JCIIF remains active and its main asset is Boschendal. All shares in JCIIF remain pledged to Investec for the Investec loan (Refer to note 13 on page 25..

1.13 Prepayments

Amounts paid in advance of being incurred are recognized as prepayments. The prepayment is released to profit and loss once the expense has accrued.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

1.14 Non-current assets held for sale

Where the directors have decided to dispose of a non-current asset, in the following year they are shown separately on the statement of financial position. Non-current assets held for sale are measured at the lower of its carrying amount (as determined under the policy relevant to that asset) or net recognized value. The profit or loss on sale is recorded as the difference between the sale proceeds per the contract and the carrying value of the assets sold. The profit or loss is included in operating profit or loss.

1.15 Financial liabilities

Financial liabilities are contractual obligations which will be settled in cash. Financial instruments are recognized when the contractual obligations come into force. Financial liabilities are recognized20d where the contractual obligations expire.

Financial liabilities consist of finance lease obligations, other financial liabilities and trade and other payables.

Financial liabilities are recorded at cost (determined by reference to the contractual arrangement). Where the agreement provides for interest, interest is accrued at the rate and on the basis provided in the agreement. This method is described as amortised cost.

1.16 Provisions

Provisions are determined according to the directors' best estimates at year end.

1.17 Current tax

Due to the complexity of the various past transactions and settlements within the JCI group, the company has sought legal advice on various tax issues. Because of the unusual circumstances in which the group finds itself, it is not possible to state the amount owing to or by South African Revenue Services with any degree of certainty until a settlement is achieved with the tax authorities. The reason for the uncertainty relates to the lack of records in certain prior years, which can have a material effect on the final amount. The group's tax advisors believe the amount included in the financial statements is realistic.

1.18 Share capital and premium

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognized as a deduction from equity, net of any tax effects.

When share capital is repurchased, the amount of the consideration paid (net of directly attributable costs), is recognized as a deduction from equity in the treasury share reserve. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to or from retained earnings.

1.19 Disposal of assets

The disposal of an asset in terms of an agreement of sale for such asset is only recorded once all suspensive conditions contained in such agreement of sale have been fulfilled. A potential impairment loss which may result on sale of such asset is postponed until the date such agreement becomes unconditional, unless other impairment indicators are present.

1.20 Treasury shares

Treasury shares are carried at the net asset value per share based on these financial statements .In the previous year the net asset value was based on the net asset value statement dated 23 July 2012.

1.21 Revenue

Revenue is measured at the amounts receivable for goods and services provided in the normal course of business, net of trade discounts, volume rebates and value added tax. Rental income from investment property is recognized in profit or loss on a straight-line basis over the term of the lease.

Revenue is recognized when persuasive evidence exists, usually in the form of an executed sale or service agreement, that the significant risks and rewards of ownership have been transferred to the buyer or the delivery of the service is complete, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably.

Other income includes profits on sale of investments, profits on sale of property, plant and equipment, profits on sales of subsidiaries, reversals of provisions and jewellery sales.

Any other income is recognized when the related goods or services have been delivered.

1.22 Investment income

Interest income is recognized, in profit or loss, in the manner and using the basis described in the relevant contract. Dividends

are recognized, in profit or loss, when the company's right to receive payment has been established.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

1.23 Finance costs

Finance costs are recognized, in profit or loss, in the manner and using the basis described in the relevant contract.

1.24 Other expenses

Other expenses are recognized when incurred. The amount recognized is based on the invoice amount or contract.

1.25 Cost of sales

Cost of sales relates to expenses that can be directly attributed to the goods or services provided when earning revenue.

2. Segment reporting

The Group has no operating businesses, and merely remains the holder of unrelated investments principally in listed and unlisted shares, segmental reporting is therefore not appropriate.

3. Biological assets

	2013			2012		
	Capitalised cost **R'000**	Accumulated Depreciation **R'000**	Carrying value **R'000**	Capitalised cost **R'000**	Accumulated depreciation **R'000**	Carrying value **R'000**
Group						
Livestock	-	-	-	1 322	-	1 322
Vineyards	-	-	-	37 607	(1 673)	35 934
Lavender	-	-	-	146	-	146
	-	-	-	**39 075**	**(1 673)**	**37 402**

Reconciliation of biological Assets – Group 2013

	Opening balance **R'000**	Deconsolidation of Boschendal **R'000**	Total **R'000**
Livestock	1 322	(1 322)	-
Vineyards	35 934	(35 934)	-
Lavender	146	(146)	-
	37 402	**(37 402)**	**-**

Reconciliation of biological Assets – Group 2012

	Opening Balance **R'000**	Additions/ Expansion R'000	Total **R'000**
Livestock	676	646	1 322
Vineyards	8 487	27 447	35 934
Lavender	146		146
	9 309	**28 093**	**37 402**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

4. Property, plant and equipment

	2013			2012		
	Cost R'000	Accumulated depreciation R'000	Carrying value R'000	Cost R'000	Accumulated depreciation R'000	Carrying value R'000
Group						
Land and buildings	-	-	-	410 932	(8 893)	402 039
Plant and machinery	-	-	-	10 368	(2 874)	7 494
Furniture and fixtures	886	(880)	6	6 999	(2 933)	4 066
Motor vehicles	-	-	-	1 508	(1 026)	482
Office equipment	-	-	-	470	(463)	7
IT equipment	97	(52)	45	1 522	(1 485)	37
	983	(932)	51	**431 799**	**(17 674)**	**414 125**

Reconciliation of property, plant and equipment – Group 2013	Opening balance R'000	Additions R'000	Loss of Control R'000	Depreciation/ impairment R'000	Carrying Value R'000
Land and buildings	402 039	-	(402 039)	-	-
Plant and machinery	7 494	-	(7 494)	-	-
Furniture and fixtures	4 066	-	(4 060)	-	6
Motor vehicles	482	-	(482)	-	-
Office equipment	7	-	(7)	-	-
IT equipment	37	8	-	-	45
	414 125	8	(414 082)		51

Reconciliation of property, plant and equipment – Group 2012	Opening balance R'000	Additions R'000	Disposals R'000	Depreciation/ impairment R'000	Total R'000
Land and buildings	401 045	2 089	(725)	(370)	402 039
Plant and machinery	-	7 672	-	(178)	7 494
Furniture and fixtures	4 412	-	(65)	(281)	4 066
Motor vehicles	817	-	(140)	(195)	482
Office equipment	283	-	(273)	(3)	7
IT equipment	83	24	-	(70)	37
	406 640	**9 785**	**(1 203)**	**(1 097)**	**414 125**

5. Investment in Boschendal

49% shareholding in Boschendal Proprietary Limited.	160 000	-
The shares have been sold subsequent to the financial year end and have been impaired to the final amount realized on sale as detailed below:		-
Carrying value of the investment in Boschendal at the time of deconsolidation	304 475	-
Less equity accounted share of loss for the year	(9 728)	-
Add amount contributed subsequent to the financial year end by way of a rights offer	9 800	
	304 547	-
Impairment to amount to be realized on sale of the investment	144 547	-
Value of shares based on anticipated selling price	160 000	-

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

6. Cost of control

	Cost R'000	Accumulated impairments and sale R'000	Carrying value R'000	Cost R'000	Accumulated impairment R'000	Carrying value R'000
GROUP						
Cost of control	**52 290**	**(52 290)**	-	**52 290**	**(45 495)**	**6 795**

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Reconciliation of cost of control – Group 2013	Opening Balance R'000	Loss of Control R'000	Total R'000
Cost of control	**6 795**	**(6 795)**	**-**

Reconciliation of cost of control – Group 2012	Opening balance R'000	Impairments R'000	Total R'000
Cost of control	**6 795**	**-**	**6 795**

7. Listed Shares

	Group 2013 R'000	2012 R'000
VMR shares	**17 908**	**96 720**

The details of the shares held in VMR are as follows:

The group held 49 600 000 shares in VMR at 31 March 2012 at a market value of R1,95 per share, resulting in a carrying value of R96 720 000

10 007 687 were sold during the year at a loss of R5 793 982, leaving 39 592 313 shares on hand at 31 March 2013 which, at the market value at that date of R1.12 per share, resulted in a carrying value of R44 343 391

For the reasons set out in note 1, the shares have been impaired as follows:

	2013 R'000	2012 R'000
Impairment of shares to market value at 31 March 2013	32 862	-
Further impairment of shares sold subsequent to year end based on the actual prices obtained on the sale of shares	20 644	-
Further impairment of the shares still on hand at the time of issuing this report based on the volume weighted average share price over the most recent period of 90 days	5 762	-
Total impairment of VMR shares	**59 297**	-

8. Other Financial Assets

	2013 R'000	2012 R'000
Non-Group loans	-	24 759
Impairment of loans and receivables	-	(23 223)
	-	**1 536**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

9. Inventories

Land and buildings for sale	-	131 697
Wine	-	38
Other inventories for resale	-	529
	-	**132 264**

10. Trade and other receivables

Trade receivables	-	60 832
Sundry debtors	34	11 029
Deposits	-	3 145
Prepayments	1 705	1 528
VAT	-	304
	1 739	**76 838**

11. Cash and cash equivalents

Cash and cash equivalents consist of:

Bank balances	1 611	11 560
Cash on hand	2	186
Other cash and cash equivalents	28	799
	1 641	**12 545**

All cash at bank and short term deposits are held at major banks.

12. Share capital and premium

Authorised

3 800 000 000 (2012: 3 800 000 000) ordinary shares of 1 cent each	38 000	38 000

The unissued ordinary shares are under the control of the directors in terms of a resolution of members passed at the last annual general meeting. This authority remains in force until the next annual general meeting.

Issued

3 780 509 213 (2012: 3 780 509 213) ordinary shares of 1 cent each	37 805	37 805
Share premium	2 070 195	2 070 195
	2 108 000	**2 108 000**

The Group holds 424 242 748 (2012: 424 242 748) shares in JCI Limited.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

	Group 2013 R'000	Group 2012 R'000
13. Other financial liabilities		
Held at cost		
Nedbank Limited The loan bears interest at prime less 0.50% and is secured over first and second mortgage bonds in favour of Nedbank over all the land shown under note 5 and land and buildings for resale under note 8. The loan was repayable on 31 October 2012. The loan is further secured by a surety from JCI for R109 million and sureties from various Boschendal Founders Estates covering mortgage bonds.	-	173 223
IFA Boschendal Investments Proprietary Limited R50 million of the loan is interest free, the balance of the loan bears interest at prime overdraft interest rates less 1.00%. The loan is unsecured and has no fixed terms of repayment. All shareholder loans in Boschendal have been subordinated as security for the Nedbank loan.	-	160 062
Investec Bank Limited The loan is secured by a pledge of all shares in JCIIF, bears interest at varying rates and has no fixed terms of repayment.	80 301	72 531
Other non-consolidated Group loans The non-consolidated group loans comprises loans to the Lyons group of companies whose holding company is Lyons Financial Solutions Proprietary Limited, a wholly owned subsidiary of the JCI Group. Management has excluded the Lyons group from the Group consolidated accounts and therefore these loans do not eliminate. (Refer to the Basis of Preparation for an explanation.)	-	6 988
	80 301	**412 804**
Non-current liabilities		
At cost	-	167 050
Current liabilities		
At cost	80 301	245 754
	80 301	**412 804**

14. Current tax payable

The company has submitted the tax returns of all group companies up to date and will be meeting with South African Revenue Services (SARS) to finalize the amounts due to or from SARS. A provision has been raised based on what is believed by the directors to be the best estimate of the tax liability, taking account of opinions received from independent tax advisors.

15. Provisions

Reconciliation of provisions – Group 2013	Opening Balance	Loss of Control	Additions	Total
	R'000	**R'000**	**R'000**	**R'000**
Boschendal infrastructure	7 079	(7 079)	-	-
Leave pay provision	697	(697)	-	-
Legal proceedings			609	609
	7 776	**(7 776)**	**609**	**609**

Reconciliation of provisions – Group 2012	Opening balance **R'000**	Reversed during year	Total **R'000**
Boschendal infrastructure	8 097	(1 018)	7 079
Leave pay provision	783	(86)	697
	8 880	**(1 104)**	**7 776**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

	Group	
	2013 R'000	**2012 R'000**
16. Trade and other payables		
Trade payables	2 048	10 582
Audit fee accrual	680	-
Accrual for Boschendal Rights Issue	9 800	-
Sundry creditors	-	3 786
Unclaimed dividends – local shareholders	18	604
Accrued salary expenses	-	473
Accrued bonus	-	295
Deposits received	-	144
Amounts received in advance	-	120
VAT	-	113
	12 546	**16 117**

17. Revenue

Sale of goods and services	2 756	10 516

18. Other income

Profit on sale of investment	-	28 964
Revaluation of biological assets	-	15 738
Recoupment of pension fund payments	-	7 838
Reversal of R&E provision	-	6 252
Other income	10 051	828
Sale of gold jewellery	-	2 450
Profit on sale of property, plan and equipment	3	518
Rentals and recoveries	-	182
	10 054	**64 770**

19. Operating loss

Operating loss for the year includes the following:

Operating lease charges

Equipment	134	251
Premises	458	1 079
	592	**1 330**

Employee costs & Consulting Fees	7 197	23 713
Legal fees	5 804	11 563
Depreciation on property, plant and equipment	-	1 097
Impairment of other financial assets	-	359
Forensic expenses	-	185

20. Investment income

Dividend income		
Listed financial assets – local	13 764	-
Interest income		
Other	-	574
Bank	235	200
Loans	-	5 787
	235	**6 561**
	13 999	**6 561**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

	Group 2013 R'000	Group 2012 R'000
21. Finance costs		
Bank	3 476	21 619
Other interest paid	-	12 832
	3 476	**34 451**

22. Taxation

Major components of the tax expense / (credit)

	2013 R'000	2012 R'000
Local income tax	-	6 816
Adjustment to bring provision in line with current estimate	(30 251)	-
	(30 251)	**6 816**

The income tax rate of 28.00% in 2013 remained unchanged.

23. Auditors' remuneration

	2013 R'000	2012 R'000
Fees		
- Current year	680	-
- Prior years	3 387	7 553
	4 067	**7 553**

24. Cash utilized in operations

	2013 R'000	2012 R'000
Group share of loss before taxation	(258 628)	(34 322)
Adjustments for:		
Depreciation and amortization	-	1 097
Dividends received	(13 764)	-
Investment income	(235)	(6 561)
Finance costs	3 476	34 451
Fair value adjustments	59 297	-
Impairment of investment in Boschendal	144 547	359
Increase in biological assets	-	(15 738)
(Loss)/Profit on sale of investments	5 794	(28 964)
Profit on sale of property, plant and equipment	-	(518)
Loss on deconsolidation of subsidiary company	13 732	-
Reversal of R&E provision	-	(6 252)
Income from non-consolidated loans recycled as a result of liquidation or deregistration	6 293	59 566
Changes in working capital:		
(Increase) in inventories	-	(1 357)
(Increase) in trade and other receivables	10 933	(5 075)
(Decrease) / increase in trade and other payables	(183)	(54 146)
Increase / (decrease) in provisions	609	(1 104)
Net working capital in respect of foreign subsidiaries not consolidated	-	(13 183)
	(27 763)	**(71 747)**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

25. Tax paid

	Group 2013 R'000	Group 2012 R'000
Balance at beginning of the year	(52 065)	(49 692)
Adjustment to provision raised in prior year	27 065	(2 653)
Balance at end of the year	25 000	52 065
	-	**(280)**

26. Deconsolidation of Boschendal

The deconsolidation of Boschendal had the following effect on the statement of cash flows:

Biological assets	37 402
Property, plant and equipment	414 080
Cost of control	6 795
Inventories	132 264
Trade and other receivables	64 166
Non-Controlling interest	2 853
Other financial liabilities	(160 062)
Deferred tax	(4 163)
Other financial liabilities	(173 223)
Provisions	(7 776)
Trade and other payables	(3 727)
	308 582

27. Commitments

The Group has no significant commitments.

28. Related parties

Relationships

Shareholders with significant influence	Investec Bank Limited, Allan Gray Limited, Hawkhurst Investments Limited and Letseng Diamonds Limited
Common directorship	During the 2013 and 2012 financial years, certain directors had common directorships with Investec and Boschendal, and as a result, Investec and Boschendal have been identified as related parties.
Members of key management	The directors, and details of their emoluments are listed in the Directors' Report. Other than the directors, there were no other members of key Management during 2013 and 2012.

29. Litigation

29.1 HemispherxBiopharma Inc

On 21 December 2004, Hemispherx, a US based pharmaceutical company instituted a civil action in the United States against Brett Kebble, JCI, Hennie Buitendag and certain other parties under the United States Federal Securities law and for common law fraud.

Hemispherx *inter alia* alleged that its shares were manipulated "*for purposes of bringing about a hostile takeover of the company*".

The United States District Court for Southern Florida granted judgment ("the Judgement") against JCI on 11 August 2010 for US$188 million ("the Award").

On 27 June 2011 Hemispherx served an application on JCI in terms of which it requests the High Court of South Africa to recognize and enforce the judgement of the USA court, which application is being opposed by JCI.

All the parties agreed to refer the matter to Arbitration and the matter was set down for arbitration from 5 to 9 May 2014.

On 1 July 2014 the application by Hemispherx Biopharma Inc for the recognition in South Africa of the judgment of the United States District Court for the Southern District of Florida and for payment in terms thereof was dismissed by the arbitrators. An order was made in favour of JCI Limited, which order includes all costs of proceedings, including those incurred in the application in the South Gauteng High Court.

29.2 Black Bear Resources Limited

Black Bear Resources Limited brought an application for the winding up of JCI.

The application was dismissed on 26 May 2013.

Black Bear sought leave to appeal this judgment which was dismissed and subsequently lodged a petition to the President of the Supreme Court of Appeal to appeal the judgment which was similarly dismissed.

29.3 Charles Orbach & Company

JCI has issued summons against Charles Orbach & Company ("Orbach"). This is an action for damages arising out of various transactions which Orbach, as auditor to the Group, failed to identify as material irregularities and due to its failure to perform its statutory duties in a professional manner with reasonable care and skill.

29.4 Other Matters

The Group is pursuing other legal claims and recoveries, and is at various stages of assessment or process in regards thereto. Prudently, due to the uncertainty that attaches to such matters, the Group has not taken account of potential recoveries in respect thereof.

There are legal claims against Group companies. No provision has been made for these claims as the Group's legal advisors believe these claims are without merit.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

The parties are in agreement that this matter should be referred to arbitration. Negotiations are underway to determine whether this is possible and viable.

The directors have been advised by their legal advisors that prospects of successfully resisting the application or arbitration are good.

30. Subsidiaries

Particulars of the major South African consolidated subsidiaries of the Group at 31 March 2013 appear below:

Name of company

Consolidated Mining Management Services Limited
JCI Gold Limited
JCI Investment Finance Proprietary Limited

Certain subsidiaries of the Group have not been consolidated in the Group Annual Financial Statements:

(i) the Alongshore Resources group of companies as they have inadequate accounting records;

(ii) Tantco Global Proprietary Limited as, although the Company appears to hold a 66.00% investment therein, no accounting or statutory records could be found;

(iii) the Lyons group of companies as adequate books of account have not been maintained and the future of the Lyons group is uncertain; and

(iv) all of the Group's offshore subsidiaries as none of them contain material assets or liabilities, other than JCI Group intercompany loans and they are all, except for JCI (London) Limited and St James's Corporate Services Limited, in a process of deregistration and/or windup. JCI (London) Limited and St James's Corporate Services Limited continue to operate, but have no material assets or liabilities.

Foreign subsidiaries

The Company held shares, directly and indirectly in the following subsidiaries:

Name of company	***Held by***	***Country of incorporation***
Cape Verde (Proprietary) Limited	JCI Gold Limited	Swaziland
CM Jersey Limited	Consolidated Mining Corporation Limited	Jersey
Consolidated African Mines Australia Pty Limited [(2)]	Consolidated African Mines Jersey Limited	Australia
Consolidated African Mines Jersey Limited	JCI Limited	Jersey
Consolidated Bullion Limited [(1)]	JCI Limited	Isle of Man
Goldbrands Limited [(1)]	Consolidated Bullion Limited	Isle of Man
Goldspark Limited	Consolidated African Mines Jersey Limited	Australia
Discus Holdings Limited [(2)]	JCI Gold Limited	Liberia
Discus Limited [(1)]	JCI (Isle of Man) Limited	Isle of Man
JCI East Africa Company Limited [(1)]	Discus Holdings Limited	Isle of Man
JCI (Isle of Man) Limited [(2)]	Discus Holdings Limited	Isle of Man
JCI (London) Limited	JCI Gold Limited	United Kingdom
Johannesburg Consolidated Investment Namibia (Pty) Limited [(2)]	JCI Gold Limited	Namibia
Loom Limited [(1)]	Discus Holdings Limited	Isle of Man
Spindle Limited [(1)]	Discus Holdings Limited	Isle of Man
Ridek Corporation Limited [(2)]	Weston Investments Pty Limited	Australia
St James's Corporate Services Limited	JCI (London) Limited	United Kingdom
Weston Investments Pty Limited [(2)]	Consolidated African Mines Jersey Limited	Australia

[(1)] Liquidated / deregistered after year end
[(2)] Liquidation / deregistration process is underway

JCI LIMITED

(Registration number 1894/000854/06)

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31. SHAREHOLDERS ANALYSIS

Register date: 30 March 2013
Issued Share Capital 3 780 509 213

Shareholder spread		No of shareholders	%	No of shares	%
1 -	1 000 shares	8 871	59.17	1 983 403	0.05
1 001 -	10 000 shares	3 562	23.75	13 346 240	0.35
10 001 -	100 000 shares	1 896	12.64	63 377 235	1.68
100 001 -	1 000 000 shares	466	3.11	142 397 908	3.77
1 000 001 shares	and over	200	1.33	3 559 404 427	94.15
Total Shareholder Spread		**14 995**	**100.00**	**3 780 509 213**	**100.00**

Distribution of shareholders	No of shareholders	%	No of shares	%
Banks	136	0.91	1 154 348 604	30.53
Brokers	38	0.25	128 970 343	3.41
Close Corporations	144	0.96	14 512 840	0.38
Endowment Funds	33	0.22	18 658 834	0.49
Individuals	12 781	85.22	187 492 443	4.97
Insurance companies	9	0.06	13 248 450	0.35
Investment companies	4	0.03	3 312 487	0.09
Issuers' share scheme	1	0.01	1 966 436	0.05
Medical aid schemes	1	0.01	37 435	0.00
Mutual funds	40	0.27	514 839 245	13.62
Nominees and trusts	1 270	8.47	109 791 759	2.90
Other corporations	155	1.03	28 665 832	0.76
Own holdings	4	0.03	331 430 310	8.77
Pension funds	95	0.63	389 656 247	10.31
Private companies	193	1.29	134 876 053	3.57
Public companies	91	0.61	748 701 895	19.80
Total distribution of shareholders	**14 995**	**100.00**	**3 780 509 213**	**100.00**

Non-public and public shareholders	No of shareholders	%	No of shares	%
Non-public shareholders	**7**	**0.05**	**1 308 100 808**	**34.60**
Directors and associates	1	0.01	2 611	0.00
Strategic holdings (more than 10.00%)	1	0.01	883 798 318	23.38
Own Holdings	5	0.03	424 299 879	11.22
Public shareholders	**14 988**	**99.95**	**2 472 408 405**	**65.40**
Total non-public and public shareholders	**14 995**	**100.00**	**3 780 509 213**	**100.00**

Resident and non-resident shareholders	No of shareholders	%	No of shares	%
Resident	10 810	72.09	2 664 039 847	70.47
Non-resident	4 185	27.91	1 116 469 366	29.53
Total resident and non-resident shareholders	**14 995**	**100.00**	**3 780 509 213**	**100.00**

Beneficial shareholders holding 3% or more	No of shares	%
Investec Bank Limited	883 798 318	23.38
Black Bear Resources Limited	326 173 367	8.63
JCI Gold Limited	206 082 818	5.45
Letseng Diamonds Limited	187 266 534	4.95
Allan Gray Equity Fund	157 804 033	4.17
JCI Investment Finance Proprietary Limited	125 347 492	3.32
Hawkhurst Investments Limited	121 976 478	3.23