

Independent Auditor's Review Report on the Consolidated Quarterly and Half Yearly Financial Results of Security and Intelligence Services (India) Limited pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To
**The Board of Directors of
Security and Intelligence Services (India) Limited**

We have reviewed the accompanying statement of unaudited consolidated financial results ("Statement") of Security and Intelligence Services (India) Limited ("the Parent"), its subsidiaries (collectively referred to as "the Group"), its associates and joint ventures as listed in Note 1 to the Statement for the quarter and half year ended September 30, 2018 attached herewith, being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

This Statement is the responsibility of the Parent's Management and has been approved by the Board of Directors at its meeting held on October 24, 2018. This statement has been compiled from the related interim consolidated financial statements which has been prepared in accordance with Indian Accounting Standard 34, "Interim Financial Reporting" prescribed under Section 133 of Companies Act, 2013, read with relevant rules issued thereafter and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial results based on our review.

We conducted our review in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance about whether the financial results are free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

We did not review the financials result and financial information, in respect of 29 subsidiaries whose Ind-AS financial results include total assets of INR 20,897.58 Mn and net assets of INR 7888.22 Mn as at September 30, 2018, total revenue from operations of INR 10,905.44 Mn and INR 21,412.80 Mn and total net profit after tax of INR 331.87 Mn and INR 620.97 Mn for the quarter and the six months ended September 30, 2018 respectively. These Ind-AS financial results and other financial information have been reviewed by other auditors, which financial results, other financial information and limited review reports have been furnished to us by the Parent's management. The consolidated Ind-AS financial results also include the group's share of net loss of INR 46.23 Mn and INR 89.26 Mn for the quarter and the six months ended September 30, 2018, as considered in the consolidated Ind-AS financial results, in respect of 5 associates, whose financial results, other financial information have been reviewed by another auditor and whose report has been furnished to us by the Parent's management. Our opinion, in so far as it relates to the affairs of such subsidiaries and associates is based solely on reports of other auditors. Our opinion is not qualified in respect of this matter.

Certain of these subsidiaries and associates/joint ventures are located outside India whose financial results have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been reviewed by other auditors under generally accepted standards applicable in their respective countries. The Parent's management has converted the financial results of such subsidiaries and associates/joint ventures from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have reviewed these conversion adjustments made by the Parent's management. Our opinion in so far as it relates to the affairs of such subsidiaries and associates/joint ventures is based on the report of other auditors and the conversion adjustments prepared by the Parent's management and reviewed by us.

Based on our review conducted as above and based on the consideration of the reports of other auditors on the unaudited separate quarterly and half yearly financial results and on the other financial information of subsidiaries and associates/joint ventures, nothing has come to our attention that causes us to believe that the accompanying Statement of unaudited consolidated financial results prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards specified under Section 133 of the Companies Act, 2013 ("Ind-AS") read with



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relevant rules issued thereunder and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Saxena & Saxena
Chartered Accountants
(Firm Regn. No.006103N)



CA. D.K. Saxena
(Partner)
M. No. 82118



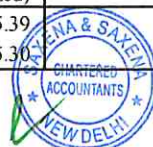
Place: - New Delhi
Date: - October 24, 2018

Security and Intelligence Services (India) Limited
Registered office : Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna - 800010
CIN: L75230BR1985PLC002083

Part I- Statement of unaudited consolidated financial results for the quarter and half year ended September 30, 2018

Sl. No.	Particulars	(Rupees in million except per share data)					
		Quarter ended			Six months ended		Year ended
		September 30, 2018	June 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017	March 31, 2018
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
	Income						
1	a) Revenue from Operations	16,902.10	16,113.75	14,599.64	33,015.85	27,034.64	58,333.73
	b) Other Income	47.44	56.21	38.04	103.65	71.29	147.53
	c) Other Gain/loss	3.21	1.28	206.83	4.49	207.34	217.91
	Total Income (a + b)	16,952.75	16,171.24	14,844.51	33,123.99	27,313.27	58,699.17
	Expenses						
2	a) Cost of materials consumed	58.39	56.56	42.81	114.95	96.06	204.43
	b) Purchases of Stock-in-Trade	6.98	9.95	4.27	16.93	17.16	55.35
	c) Changes in inventories of finished goods	78.27	56.46	2.38	134.73	-3.41	102.99
	d) Employee benefits expense	13,832.45	13,271.86	11,923.12	27,104.31	22,490.46	47,660.18
	e) Finance costs	184.62	168.17	220.39	352.79	447.58	924.83
	f) Depreciation and amortization expenses	159.44	132.68	140.77	292.12	252.19	559.73
	g) Other expenses	2,144.30	1,974.39	1,886.32	4,118.69	3,023.22	7,191.16
	Total expenses (a + b + c + d + e + f)	16,464.45	15,670.07	14,220.05	32,134.52	26,323.26	56,698.67
3	Profit before tax and exceptional items (1-2)	488.30	501.17	624.46	989.47	990.01	2,000.50
4	Share of (profit)/loss of associates	-46.23	-43.03	-25.04	-89.26	-76.33	-117.86
5	Profit before exceptional items and tax (3+4)	442.07	458.14	599.42	900.21	913.68	1,882.64
6	Exceptional items	0	0	0	0	0	8.33
7	Profit before tax (5-6)	442.07	458.14	599.42	900.21	913.68	1,874.31
8	Tax Expense						
	Current tax	66.75	168.57	103.08	235.32	228.54	597.26
	Deferred tax	-62.66	-105.25	-81.46	-167.91	-107.81	-353.94
	Tax expense for earlier periods	0.14	0	-11.35	0.13	-11.35	0.71
	Total Tax expense	4.23	63.32	10.28	67.55	109.39	244.03
9	Profit for the period (7-8)	437.84	394.82	589.14	832.66	804.29	1,630.28
10	Other Comprehensive income						
	Items that will be reclassified to profit or loss:						
	a) Foreign exchange gain/loss on monetary items included in Net Investment in a foreign subsidiary	98.67	33.47	-63.83	132.13	-108.28	-30.55
	b) Income tax relating to these items items that will not be reclassified to profit or loss	7.76	3.22	7.05	10.98	7.05	2.29
	Items that will not be reclassified to profit or loss:						
	a) Remeasurement of Defined benefits plan	47.10	-2.78	4.70	44.32	5.47	-8.19
	b) Income tax relating to these items	-16.59	1.04	-1.55	-15.55	-1.80	3.79
	Other Comprehensive income for the period (net of taxes)	136.94	34.95	-74.02	171.89	-97.55	-32.66
11	Total Comprehensive income for the period (9+10)	574.78	429.77	663.16	1,004.55	706.76	1,597.62
12	Non-Controlling Interest	-3.97	-3.79	-6.49	-7.76	-10.36	9.84
13	Total Comprehensive income attributable to owners (9-10)	578.75	433.56	669.65	1,012.31	717.12	1,587.78
14	Paid-up equity share capital (face value of Rs. 10 per share)	733.00	731.84	731.59	733.00	731.59	731.84
15	Reserves i.e. Other equity	10,668.10	10,003.80	9,456.27	10,668.10	9,456.27	9,551.20
16	Earnings Per Share (EPS)	(not annualized)	(not annualized)	(not annualized)	(not annualized)	(not annualized)	(annualized)
	(a) Basic (Rs)	5.98	5.39	8.36	11.38	11.64	22.77
	(b) Diluted (Rs)	5.89	5.30	8.21	11.19	11.45	22.36

Please see the accompanying notes to the financial results



Security and Intelligence Services (India) Limited
Registered office : Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna - 800010
CIN: L75230BR1985PLC002083

Statement of unaudited consolidated Assets and Liabilities as at September 30, 2018

Particulars		(Rupees in million)	
		September 30, 2018 (Unaudited)	March 31, 2018 (Audited)
A	ASSETS		
	Non – Current Assets		
	Property, Plant and Equipment	1,455.53	1,267.02
	Capital work-in-progress	9.97	9.55
	Investment properties	0.00	0.00
	Goodwill	5,690.60	4,690.51
	Other Intangible Assets	1,350.63	1,212.69
	Intangible assets under Development	66.09	43.10
	Investments in associates and Joint ventures	584.83	673.96
	Financial Assets		
	(i) Investments	428.24	247.00
	(ii) Advances	0.00	0.00
	(iii) Others	454.83	539.27
	Deferred tax assets (net)	1,348.11	1,163.13
	Income tax Assets	1,249.27	941.64
	Other Non – Current Assets	95.27	209.76
	Total Non – Current Assets	12,733.37	10,997.62
	Current Assets		
	Inventories	174.15	141.52
	Financial Assets		
	(i) Trade Receivables	8,343.64	6,242.71
	(ii) Cash and Cash Equivalents	2,868.24	4,655.48
	(iii) Bank Balances other than in (ii) above	572.48	772.43
	(iv) Loans	4.80	4.20
	(v) Others	4,771.89	4,233.69
	Other Current Assets	1,932.02	893.21
	Assets classified as held for distribution to shareholders of subsidiaries	2.47	0.00
	Total Current Assets	18,669.69	16,943.24
	Total Assets	31,403.07	27,940.86
B	EQUITY AND LIABILITIES		
	Equity		
	Equity share capital	733.00	731.84
	Other Equity	10,668.10	9,551.20
	Equity attributable to owners	11,401.10	10,283.04
	Non-Controlling Interests	5.93	13.69
	Total Equity	11,407.03	10,296.73
	Liabilities		
	Non – Current Liabilities		
	Financial Liabilities		
	(i) Borrowings	3,903.84	3,763.23
	(ii) Other Financial Liabilities	2,857.51	2,695.65
	Provisions	1011.23	914.88
	Deferred tax liabilities	275.71	223.93
	Total Non- Current liabilities	8048.29	7,597.69
	Current Liabilities		
	Financial Liabilities		
	(i) Borrowings	2,747.18	1,597.82
	(ii) Trade Payables	861.59	806.36
	(iii) Others	2,695.96	2,114.99
	Other Current Liabilities	3,217.71	3,169.88
	Income tax liabilities	9.83	171.95
	Provisions	2,408.38	2185.45
	Liabilities classified as held for distribution to shareholders of subsidiaries	7.10	0.00
	Total Current Liabilities	11,947.75	10,046.44
	Total Liabilities	19,996.04	17,644.13
	Total Equity and Liabilities	31,403.07	27,940.86



Notes to the unaudited consolidated financial results:

1. The above results of Security and Intelligence Services (India) Ltd (the “Parent” or “Company”) including its subsidiaries (collectively known as the “Group”), its associates and its joint ventures are prepared in accordance with applicable accounting standards i.e. Ind-AS, prescribed under Section 133 of the Companies Act, 2013. The consolidated figures above include figures of subsidiary companies namely, Service Master Clean Limited, Tech SIS Limited, Terminix SIS India Private Limited, SIS Business Support Services Private Limited, Dusters Total Solutions Services Private Limited, SISCO Security Services Private Limited, SLV Security Services Pvt Ltd, SIS International Holdings Limited, SIS Asia Pacific Holdings Limited, SIS Australia Holdings Pty Ltd, SIS Australia Group Pty Ltd, SIS Group International Holdings Pty Ltd, MSS Strategic Medical and Rescue Pty Ltd, SIS MSS Security Holdings Pty Ltd, MSS Security Pty Ltd, Australian Security Connections Pty Ltd, Andwills Pty. Limited, SX Protective Services Pty. Ltd., Southern Cross Protection Pty. Ltd., Southern Cross FLM Pty Ltd, Southern Cross Loss Prevention Pty Ltd, Cage Security Alarms Pty. Limited, Cage Security Guard Services Pty Ltd, Eymet Security Consultants Pty Ltd, Askara Pty Ltd, Charter Customer Services Pty Ltd, Charter Security Protective Services Pty Ltd, Charter Security (NZ) Pty Limited, MSS AJG Pty Ltd, and the results of associates, viz., SIS Prosegur Alarm Monitoring & Response Services Private Limited, SIS Cash Services Private Limited, SIS Prosegur Holdings Private Limited, SIS Prosegur Cash Logistics Private Limited and Habitat Security Pty Ltd
2. The Statement of unaudited consolidated financial results (“the Statement”) of the Group, its associates and its joint ventures for the quarter and half year ended September 30, 2018 has been reviewed by the Audit Committee and, thereafter, approved by the Board of Directors at its meeting held on October 24, 2018.
3. The Consolidated results have been prepared in accordance with the principles and procedures of Indian Accounting Standards (“Ind AS”) as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013 read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 and other recognized accounting practices and policies.
4. Effective September 1, 2018, the Company acquired 51% of the outstanding equity shares of SLV Security Services Private Limited for an aggregate consideration of INR 505.00 million. In addition, the share purchase agreement (SPA), executed on August 1, 2018 provides for acquisition of 100% of the outstanding equity shares, by August 2020, in one or more tranches, and at a price to be determined according to a pre-agreed valuation formula. The Group has accounted for the acquisition on the assumption of 100% acquisition based on a put option and a forward contract entered into with the minority shareholders and ,accordingly, has recognized a liability of INR 253.96 million as at September 30, 2018 towards this acquisition.
5. Effective April 1, 2018, the Group adopted Ind AS 115 “Revenue from Contracts with Customers” using the cumulative catch-up transition method which is applied to contracts that were not completed as of April 1, 2018. Accordingly, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant on the financial statements.
6. During the year ended March 31, 2018, the Company completed an Initial Public Offering (IPO) of its shares consisting of a fresh offer of 4,444,785 equity shares of Rs. 10 each at a premium of Rs. 805 per share and an offer for sale of 5,120,619 equity shares of Rs. 10 each by the selling shareholders. The proceeds of the fresh offer component from the IPO amounted to Rs. 3,410.47 million (net of issue expenses). The equity shares of the Company were listed on NSE and BSE effective August 10, 2017.

Details of the utilisation of IPO proceeds are as follows:

Particulars	Net proceeds as per prospectus
Gross proceeds of the Issue	3622.5
Less: Estimated offer related expenses in relation to the Issue	233.82
Net Proceeds	3388.68
Add: Saving in offer related expenses	21.79
Total	3410.47



Particulars	Projected utilization of funds as per prospectus	Utilised upto September 30, 2018	Unutilised amount as on September 30, 2018
a. Prepayment & repayment of Debts of company	2,000.00	2,000.00	Nil
b. Funding working capital requirements of the company	600.00	600.00	Nil
c. General corporate purposes	788.70		
Add : Saving in offer related expenses	21.79		
	810.47	810.47	Nil
Total	3,410.47	3,410.47	Nil

7. On April 13, 2018, the Parent has issued 1,500 Secured Rated Listed Redeemable Non-Convertible Debentures (“the Debentures”) of face value of INR 1.00 million each, aggregating to INR 1,500 million, on a private placement basis. As per the terms of the issue, the net proceeds shall be utilized towards payment of existing outstanding loans of the company, financing of purchase of a business by way of slump sale or acquisition/purchase of shares of a company, working capital requirements and general corporate purposes. The Debentures carry a coupon rate of 9.50% p.a. payable annually and are redeemable at par after 3 years from the date of allotment. The Debentures are secured by way of security created over the Company’s entire shareholding in one of its subsidiary companies.
8. During the quarter ended September 30, 2018, upon exercise of vested stock options by the eligible employees, the Company has allotted 116,578 equity shares of Rs. 10 each. Consequent to the said allotment, the paid-up equity share capital of the Company stands increased from INR 731,837,850 divided into 73,183,785 equity shares to INR 733,003,630 divided into 73,300,363 equity shares.
9. The following changes in the board of directors took place subsequent to the quarter ended September 30, 2018:
 - i. Mr. Jayanta Kumar Basu, Nominee Director has resigned as a Director effective October 9, 2018 due to pre-occupations.
10. The Company does not have any exceptional items to report for the above periods.

For and on behalf of the Board of Directors of
Security and Intelligence Services (India) Limited

Rituraj Kishore Sinha
Managing Director



Place: New Delhi
Date: October 24, 2018

Security and Intelligence Services (India) Limited
Registered office : Annapoorna Bhawan, Telephone Exchange Road, Kurji, Patna - 620010
CIN: L75230BR1985PLC002083

Part I - Statement of unaudited consolidated financial results for the quarter and half year ended September 30, 2018

Particulars	(Rupees in millions)					
	Quarter ended			6 months ended		Year ended
	September 30, 2018	June 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017	March 31, 2018
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment revenue						
Security services - India	6,298.94	5,649.55	5,227.93	11,948.49	10,125.70	21,500.13
Security services - Australia	8,438.87	8,497.42	7,728.54	16,936.29	13,733.01	30,185.11
Facilities management	2,212.61	1,997.64	1,643.17	4,210.25	3,175.92	6,744.85
Less: Inter-segment elimination	-48.33	-30.86	0.00	-79.18	0.00	-96.36
Total revenue from operations	16,902.10	16,113.75	14,599.64	33,015.85	27,034.64	58,333.73
Segment EBITDA						
Security services - India	317.57	274.66	302.69	592.23	602.44	1,491.31
Security services - Australia	309.34	343.30	474.39	652.64	721.06	1,295.83
Facilities management	155.72	126.56	68.59	282.28	117.41	332.50
Less: Inter-segment elimination	-0.93	0.00	0.00	-0.93		4.85
Total EBITDA	781.70	744.52	845.68	1,526.22	1,440.91	3,124.49
Share of net profit / (loss) from associates	-46.23	-43.03	-25.04	-89.26	-76.33	-117.86
Other income and gains	50.66	55.00	0.00	105.66	0.00	350.02
Other gains / (losses) and effect of entries resulting from consolidation and business combination accounting	-63.52	-46.64	0.00	-110.16	0.00	-224.37
Finance costs	146.84	139.57	220.39	286.41	447.58	750.35
Depreciation	133.70	112.14	0.00	245.84	0.00	494.43
Unallocated corporate expenses	0.00	0.00	0.83	0.00	3.32	4.86
Exceptional items	0.00	0.00	0.00	0.00	0.00	-8.33
Total profit before tax	442.07	458.14	599.42	900.21	913.68	1,874.31
	As at	As at	As at	As at	As at	As at
	September 30,	June 30,	September 30,	September 30,	September 30,	March 31,
	2018	2018	2017	2018	2017	2018
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
Segment assets						
Security services - India	13,949.25	11,199.43	9,316.42	13,949.25	9,316.42	9,323.51
Security services - Australia	12,626.99	13,387.58	13,079.22	12,626.99	13,079.22	13,931.70
Facilities management	4,314.48	3,923.58	3,829.32	4,314.48	3,829.32	3,726.57
Unallocated	512.35	1,019.15	1,484.38	512.35	1,484.38	959.07
Total	31,403.07	29,529.75	27,709.34	31,403.07	27,709.34	27,940.86
Segment liabilities						
Security services - India	8,448.78	6,747.48	4,618.83	8,448.78	4,618.83	4,370.83
Security services - Australia	8,907.39	10,298.51	10,633.59	8,907.39	10,633.59	11,793.09
Facilities management	2,639.80	1,738.35	2,274.65	2,639.80	2,274.65	1,480.13
Unallocated	0.07	-	1.49	0.07	1.49	0.08
Total	19,996.04	18,784.34	17,528.56	19,996.04	17,528.56	17,644.13

The Company is currently focused on three business groups, viz., Security Services (India), Security Services (Australia) and Facility Management. The Company's organizational structure and governance processes are designed to support effective management of multiple businesses while retaining focus on each one of them. The Operating Segments have been reported in a manner consistent with the internal reporting provided to the Group Management Committee, which is the Chief Operating Decision Maker.



The business groups comprise the following:

- Security Services (India) – Guarding, Electronic security and home alarm monitoring and response services
- Security Services (Australia) – Guarding, Mobile patrols, Emergency medical response and rescue, Loss prevention and allied services
- Facilities Management – Housekeeping, Cleaning, Facility operation & management and Pest control services

For and on behalf of the Board of Directors of
Security and Intelligence Services (India) Limited

RSinha

Rituraj Kishore Sinha
Managing Director



Place: New Delhi
Date: October 24, 2018