

SIS INTERNATIONAL HOLDINGS LIMITED

Directors' report

Your directors present their report on the company for the year ended 31 March 2018. The company was incorporated on 10 July 2008. The current accounting year covers the 12 months ended 31 March 2018. The comparative covers the 12 months ended 31 March 2017.

Principal activities

The principal activities of the entity during the financial period were the holding company for International operations. The Company holds 100% shareholding in SIS Asia Pacific Holdings Limited, a Company incorporated in Malta.

Review of operations

The operating profit for the period ended 31 March 2018 was AUD NIL (previous year – AUD NIL).

Dividends

The directors declared a dividend of AUD NIL (previous year – AUD NIL).

Directors

The following persons were directors during the whole of the financial period and up to the date of this report:

Ravindra Kishore Sinha

Rita Kishore Sinha

Rituraj Kishore Sinha

Directors' Responsibility Statement

The Directors of your Company hereby confirm that:

- In the preparation of the Accounts for the period ended March 31, 2018 the Accounting Standards issued by the Institute of Chartered Accountants of India ("ICAI") have been followed along with proper explanation relating to material departures;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial period and of the Profit and Loss of the Company for the period;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the Annual Accounts on a going concern basis.

For and on Behalf of the Board of Directors



Ravindra Kishore Sinha



Rituraj Kishore Sinha

New Delhi

May 08, 2018

Registered Office:

Marcy Building, 2nd Floor Purcell Estate

P.O. Box 2416, Road Town, Tortola

British Virgin Islands

SIS INTERNATIONAL HOLDINGS LIMITED

Auditors' report

To
The Member of
SIS INTERNATIONAL HOLDINGS LIMITED
Marcy Building, 2ND Floor, Purcell Estate,
P O Box 2416, Road Town,
Tortola, British Virgin Islands.

We have audited the attached Balance Sheet of SIS INTERNATIONAL HOLDINGS LIMITED as at 31st March 2018 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our Audit.

We conducted our audit in accordance with auditing standards generally accepted. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management and the overall financial statement presentation.

We believe that our audit provides a reasonable basis for our opinion.

We further report that:-

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion proper books of account have been kept by the Company so far as appears from our examination of those books.
3. The Balance Sheet, Profit and Loss Account, and Cash Flow Statement, dealt with by this report are in agreement with the books of account.
4. In our opinion and to the best of our information and according to the explanations given to us the said accounts give the information in the appropriate manner and give a true and fair view in conformity with the accounting principles generally accepted:
 - a) In the case of Balance Sheet, of the state of affairs of the company as at 31st March, 2018
 - b) In the case of the Profit and Loss Account, of the profit for the year ended on that date.
 - c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date

PLACE: NEW DELHI
DATE: May 08, 2018

A. MITRA & ASSOCIATES
CHARTERED ACCOUNTANTS


(A. K. MITRA)
PARTNER

Membership no. 015230

SIS INTERNATIONAL HOLDINGS LIMITED

Balance Sheet as at 31 March 2018 (All figures in AUD)

	Schedule	As at March 31, 2018	As at March 31, 2017
SOURCES OF FUNDS			
Shareholders' Funds			
Capital	1	4,000,000	4,000,000
Reserves and surplus	2	490	490
		4,000,490	4,000,490
TOTAL		4,000,490	4,000,490
APPLICATION OF FUNDS			
Investments	3	4,000,000	4,000,000
Current Assets, Loans and Advances			
Cash and bank balances	4	1	21
Loans and advances	5	8,118	2,503
		8,119	2,504
Less: Current Liabilities and Provisions			
Current liabilities	6	7,629	2,014
		7,629	2,014
Net current assets		490	490
TOTAL		4,000,490	4,000,490

Significant Accounting Policies and Notes to Accounts 7

The schedules referred to above and notes to accounts form an integral part of the Balance Sheet

Certified in terms of our separate report of even date

For A. Mitra & Associates

Chartered Accountants



A. K. Mitra

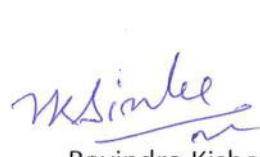
Partner

Membership No. 015230

New Delhi

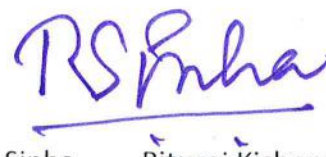
May 08, 2018

For and on behalf of the Board



Ravindra Kishore Sinha

Director



Rituraj Kishore Sinha

Director

SIS INTERNATIONAL HOLDINGS LIMITED

Profit and Loss Account for the year ended 31 March 2018 (All figures in AUD)

	Year ended March 31, 2018	Year ended March 31, 2017
INCOME		
Exchange Gain	0	0
Dividends received	0	0
Total	0	0
EXPENDITURE		
Administration and Management Expenses	5,615	4,516
Less: Recharged/allocated to subsidiaries	-5,615	-4,516
Total	0	0
Net Profit/(Loss) for the year/period	0	0

Significant Accounting Policies and Notes to Accounts 7

The schedules referred to above and notes to accounts form an integral part of the Profit and Loss Account

Certified in terms of our separate report of even date

For A. Mitra & Associates

Chartered Accountants

A. K. Mitra

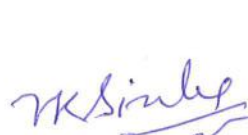
Partner

Membership No. 015230

New Delhi

May 08, 2018

For and on behalf of the Board



Ravindra Kishore Sinha

Director



Rituraj Kishore Sinha

Director

SIS INTERNATIONAL HOLDINGS LIMITED

Cash Flow Statement for the year ended 31 March 2018 (All figures in AUD)

	Year ended March 31, 2018	Year ended March 31, 2017
A. Cash flows from operating activities		
Net Profit before taxation and prior period items	0	0
Adjusted for:		
Dividend income	0	0
Operating income before working capital changes	0	0
Movement in working capital:		
Decrease/(increase) in loans and advances	-5,661	-66
(Decrease)/increase in current liabilities & provisions	5,661	46
	0	-20
Cash (used in)/generated from operations	0	-20
Net cash (used in)/generated from operating activities	0	-20
B. Cash flows from investing activities		
Dividends received from subsidiary company	0	0
Net cash used in investing activities	0	0
C. Cash flows from financing activities		
Dividends paid	0	0
Net cash generated from financing activities	0	0
Net change in cash and cash equivalents (A+B+C)	0	-20
Cash and cash equivalents at the beginning of the period/year	1	21
Cash and cash equivalents at the end of the period/year	1	1

Certified in terms of our separate report of even date
For A. Mitra & Associates
Chartered Accountants

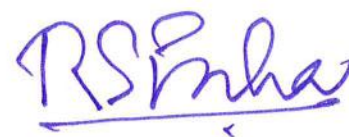


A. K. Mitra
Partner
Membership No. 015230
New Delhi
May 08, 2018

For and on behalf of the Board



Ravindra Kishore Sinha
Director



Rituraj Kishore Sinha
Director

SIS INTERNATIONAL HOLDINGS LIMITED

Schedules to the Balance Sheet as at 31 March 2018 (All figures in AUD except Share data)

	As at March 31, 2018	As at March 31, 2017
Schedule 1: Capital		
<u>Authorised capital</u>		
6,000,000 equity shares of AUD 1 each	-	-
41,200,000,000 equity shares of NIL par value	-	-
1 Convertible preference share of no par value (Note 2)	-	-
	-	-
<u>Issued and Subscribed capital</u>		
4,120,000 equity shares of AUD 1 each (Note 1)	-	-
4,079,000 equity shares of NIL par value (Note 1)	4,079,000	4,079,000
1 Convertible preference share of no par value	-	-
	4,079,000	4,079,000
<u>Paid up capital</u>		
4,000,000 equity shares of AUD 1 each fully paid up	-	-
4,000,000 equity shares NIL par value	4,000,000	4,000,000
	4,000,000	4,000,000

Notes:

1. Out of the above, 79,000 equity shares (previous year - 79,000 equity shares of AUD 1 each) have been issued and remaining unpaid and are payable by the holder at any time. During the year, NIL equity shares (previous year – 10,000 equity shares) issued to the holder of these shares were extinguished
2. During the year ended 31 March 2014, 1 convertible preference share was issued. This share is convertible, in accordance with the agreement entered into by the Company, its shareholders and the shareholders of the parent company, into a maximum of 99.99% of the total shareholding of the company outstanding after such conversion. These shares are, however, still lying unpaid.

Schedule 2: Reserves and Surplus

<u>Retained Earnings</u>		
Balance at the beginning of the year	490	490
Add: Transferred from Profit and Loss Account	0	0
Less: Dividends paid to shareholders	0	0
	490	490

Schedule 3: Investments

Long Term (At cost)

Trade investments (unquoted)

4,000,000 Equity Shares of AUD 1 each fully paid up in SIS Asia Pacific Holdings Limited	4,000,000	4,000,000
	4,000,000	4,000,000

SIS INTERNATIONAL HOLDINGS LIMITED

Schedules to the Balance Sheet as at 31 March 2018 *(All figures in AUD except Share data)*

	As at March 31, 2018	As at March 31, 2017
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Schedule 4: Cash and Bank Balances

Bank balances

-In current accounts

1	1
1	1

Schedule 5: Loans and Advances

(Unsecured - considered good)

Receivables from Related parties

8,118	2,503
8,118	2,503

Schedule 6: Current Liabilities

Other liabilities

7,629	2,014
7,629	2,014



SIS INTERNATIONAL HOLDINGS LIMITED

Schedule – 7: Significant Accounting Policies and Notes to Accounts

1. Company Overview

SIS International Holdings Limited ("the Company") is the holding company for the international operations of Security and Intelligence Services (India) Limited, its 100% Holding Company. The Company was incorporated on July 10, 2008 in British Virgin Islands.

2. Statement of significant accounting policies

a. Basis of preparation

The financial statements have been prepared to comply in all material respects with the Accounting Standards issued by the Institute of Chartered Accountants of India ("ICAI"). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the Company during the period.

b. Use of estimates

The presentation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Although these estimates are based on management's best knowledge of current events and actions the Company may undertake in future, actual results ultimately may differ from the estimates.

c. Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Interest income is recognised on the time proportionate method when the right to receive income is established and that collection is reasonably certain.

Dividends are recognised as revenue when the right to receive payment is established

d. Fixed assets and Intangible assets

Fixed assets and Intangible assets are stated at cost of acquisition less accumulated depreciation/amortisation and impairment losses, if any. Cost comprises the purchase price and any attributable cost, including freight, duties, levies and direct incidental expenses, of bringing the asset to its working condition for its intended use and also includes cost of modification and improvements to leased assets. Borrowing costs relating to acquisition of fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

Advances paid towards the acquisition of fixed assets outstanding at each balance sheet date and the cost of fixed assets not ready for intended use before such date are disclosed under capital work-in-progress.

e. Depreciation

Depreciation on fixed assets provided on a straight line basis to allocate their cost or revalued amounts, net of their residual values over their useful lives, as follows:.

Plant and Machinery – 10-33%

Furniture and Fixtures – 5-25%

SIS INTERNATIONAL HOLDINGS LIMITED

Schedule – 7: Significant Accounting Policies and Notes to Accounts

Additions are depreciated on a pro-rata basis from the date of installation till the date the assets are sold or disposed.

Leasehold improvements on operating leases are depreciated over the shorter of the period of the lease and their estimated useful lives.

f. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as a part of the cost of the assets. Other borrowing costs are recognised as an expense in the period in which they are incurred.

g. Leases

Finance leases, which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalised.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalised leased assets are depreciated over the shorter of the estimated useful life of the asset and the lease term.

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership over the leased term, are classified as operating leases. Operating lease payments are recognised as an expense in the Profit and Loss account on a straight-line basis over the lease term.

h. Impairment of assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital. After impairment, depreciation is provided on the revised carrying amount of the assets over its remaining useful life. A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

i. Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However,

SIS INTERNATIONAL HOLDINGS LIMITED

Schedule – 7: Significant Accounting Policies and Notes to Accounts

provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

j. Income taxes

Tax expense comprises both current and deferred taxes. Current income- tax is measured at the amount expected to be paid to the tax authorities in accordance with the applicable income tax rates for the Company's jurisdiction. Deferred income taxes reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Deferred tax assets are recognised on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that such deferred tax assets can be realised against future taxable profits. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

k. Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

3. Auditors' remuneration

	Year ended March 31, 2018	Year ended March 31, 2017
Statutory audit fees	1,999	2,014
Total	1,999	2,014

4. Related Party Disclosures

Names of related parties

Key Management Personnel	Ravindra Kishore Sinha, Director, Rita Kishore Sinha, Director, Rituraj Kishore Sinha, Director
Subsidiary companies (<i>Refer note below</i>)	SIS Asia Pacific Holdings Limited, SIS Australia Holdings Pty Ltd., SIS Australia Group Pty Ltd., SIS Group International Holdings Pty Ltd., SIS MSS Security Holdings Pty Ltd., MSS Security Pty Ltd., MSS Strategic Medical and Response Pty Ltd., Australian Security Connections Pty Ltd.
Enterprises owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the Company	Security and Intelligence Services (India) Limited

SIS INTERNATIONAL HOLDINGS LIMITED

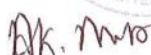
Schedule – 7: Significant Accounting Policies and Notes to Accounts

		Subsidiary companies	Key management personnel	Enterprises owned or significantly influenced by group of individuals or their relatives who have control or significant influence over the Company	Total
Transactions during the year					
Administration and Management expenses of the Company recharged	Mar 2018	5,615			5,615
	Mar 2017	4,516			4,516
Dividends received	Mar 2018	NIL			NIL
	Mar 2017	NIL			NIL
Dividends paid	Mar 2018			NIL	NIL
	Mar 2017			NIL	NIL
Balances outstanding at end of year					
Receivable on current account	Mar 2018	8,118			8,118
	Mar 2017	2,503			2,503

- During the period under reporting, the Company was the 100% Holding Company of SIS Asia Pacific Holdings Ltd, incorporated in Malta.
- All the expenses of the company on account of Management and Administration fees and expenses, which amounted to AUD 5,615 (Previous year – AUD 4,516) have been recharged to, and borne by a subsidiary of the Company.
- Previous year figures have been regrouped / rearranged to conform to this year's classification.

Certified in terms of our separate report of even date

For A. Mitra & Associates
Chartered Accountants



A. K. Mitra
Partner
Membership No. 15230
New Delhi
May 08, 2018

For and on behalf of the Board



Ravindra Kishore Sinha
Director



Rituraj Kishore Sinha
Director