

**TECH SIS LIMITED**

**(Formerly known as SIS Electronic Security Systems Limited)**

**FINANCIAL STATEMENTS**

**FY 2018-19**

## **Independent Auditors' Report**

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**To The Members of TECH SIS LIMITED**

### **Report on the Standalone Ind AS Financial Statements**

#### **Opinion**

We have audited the accompanying financial statements of **TECH SIS LIMITED** (“the Company”), which comprise the Balance Sheet as at March 31, 2019, Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the financial statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

We draw attention to note no. 34 to the Ind AS financial statements, which indicates that the Company has incurred net losses of INR 26,754 (INR ‘000) in the current financial year and INR 12,393 (INR ‘000) in the immediately preceding financial year. The Company has incurred net cash loss of INR 5,764 (INR ‘000) in current financial year and earned net cash profit of INR 17,340 (INR ‘000) in the immediately preceding financial year. The net worth of the Company is positive, and the assets of the Company exceed the liabilities as at the balance sheet date by INR 20,232 (INR ‘000). However, the Ind AS financial statements of the Company have been prepared on a going concern basis for the reasons stated in the said note.

#### **Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

#### **Other Information**

The Company’s management and Board of Directors are responsible for the other information. The other information comprises the information included in the Director’s report, but does not include the financial statements and our auditors’ report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management’s Responsibility for the Financial Statements**

The Company’s management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profits, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management and Board of Directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company’s financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with relevant rules issued thereunder.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
    - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – refer note 28;
    - The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
    - There were no amount to be transferred by the Company to the Investor Education and Protection Fund.

**A. MITRA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

OFFICE:  
514, ASHIANA TOWER  
EXHIBITION ROAD  
PATNA – 800 001  
Ph : 0612-2323948  
Fax : 0612-2323947  
e-mail: a\_m\_asso2003@yahoo.co.in

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For A. MITRA & ASSOCIATES**  
Chartered Accountants  
**(Firm's Registration. No. 5268/C)**

**CA A.K. MITRA**  
**(Partner)**  
**Membership No. 15230**

**Place: New Delhi**  
**Date: April 30, 2019**

## **ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **TECH SIS LIMITED** as of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

#### **Opinion**

We have audited the internal financial controls over financial reporting of **TECH SIS LIMITED** (“the Company”) as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors’ judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company’s assets that could have a material effect on the financial statements.

#### **Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For A. MITRA & ASSOCIATES**  
Chartered Accountants  
(Firm’s Registration. No. 5268/C)

**CA A.K. MITRA**  
(Partner)  
Membership No. 15230  
Place: New Delhi  
Date: April 30, 2019

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **TECH SIS LIMITED** of even date)

1.
  - a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The fixed assets have been physically verified by the management at reasonable intervals. As informed, the discrepancies noticed on physical verification of fixed assets as compared to book records were not material and have been properly dealt with in the books of account.
  - c) The Company does not have any immovable properties.
2.
  - a) As explained to us, inventories have been physically verified by the management at regular intervals during the year.
  - b) The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of account.
3. The Company has not given any loans to companies, firms, Limited Liability Partnerships or other Parties listed in the Register maintained under Section 189 of the Companies Act, 2013 and therefore paragraph 3 (iii) of the order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, in respect of grant of loans, making investments and providing guarantees and securities, where applicable.
5. The Company has not accepted any deposits and so the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under do not apply to the Company.
6. The Central Government has not prescribed maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 in respect of the products dealt with by the Company.
7.
  - a) Statutory dues including provident fund, employees' state insurance, income tax, goods and service tax, professional tax, customs duty, cess and other statutory dues applicable to the Company have generally been regularly deposited with the appropriate authorities though there have been some delays in deposit of dues relating to goods and service tax and income tax.
  - b) There were no outstanding statutory dues as at March 31, 2019 for a period of more than six months from the date they became payable.
8. In our opinion and according to the information and explanations given to us the Company has not defaulted in repayment of dues to financial institutions, banks, Government or debenture holders.
9.
  - a) The Company has not raised any term loans during the year.
  - b) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments).
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanation given to us, and on the basis of our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company and, therefore, paragraph 3 (xii) of the Order is not applicable.
13. In our opinion and according to the information and explanation given to us, and on the basis of our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable and the details have been disclosed in the Standalone Ind AS financial statements as required by the applicable Indian accounting standards.
14. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and, therefore, paragraph (xiv) of the Order is not applicable to the Company.
15. In our opinion and according to the information and explanation given to us, and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year and, therefore, paragraph 3 (xv) of the Order is not applicable.
16. The Company is not required to be registered under Section 45 IA of the Reserve Bank of India (RBI) Act, 1934.

**For A. MITRA & ASSOCIATES**  
Chartered Accountants  
(Firm's Registration. No. 5268/C)

**CA A.K. MITRA**  
(Partner)  
Membership No. 15230  
Place: New Delhi  
Date: April 30, 2019

## Balance Sheet as at March 31, 2019

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>A ASSETS</b>			
<b>Non – current assets</b>			
Property, Plant and Equipment	4	42,555	47,505
Financial assets			
(i) Other non-current financial assets	5	48,215	99,585
Deferred tax assets (net)	6	8,826	-
Income tax Assets	6	5,241	12,452
Other non – current assets	7	1,191	-
<b>Total non – current assets</b>		<b>1,06,028</b>	<b>1,59,542</b>
<b>Current assets</b>			
Inventories	8	70,318	29,414
Financial assets			
(i) Trade receivables	9	72,643	99,008
(ii) Cash and Cash Equivalents	10	4,526	5,509
(iii) Other current financial assets	5	88,235	49,542
Other current assets	7	14,147	13,985
<b>Total current assets</b>		<b>2,49,869</b>	<b>1,97,458</b>
<b>Total assets</b>		<b>3,55,897</b>	<b>3,57,000</b>
<b>B EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	11	48,000	48,000
Other equity	12	(27,768)	6,426
<b>Equity attributable to owners</b>		<b>20,232</b>	<b>54,426</b>
<b>Total equity</b>		<b>20,232</b>	<b>54,426</b>
<b>Liabilities</b>			
<b>Non – current liabilities</b>			
Financial liabilities			
(i) Borrowings	13	1,14,140	1,51,647
(ii) Other non-current financial liabilities	15	1,051	229
Provisions	17	1,422	1,116
Deferred tax liabilities (net)	6	-	2,191
<b>Total Non- Current liabilities</b>		<b>1,16,613</b>	<b>1,55,183</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Borrowings	13	62,493	64,107
(ii) Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	14	1,195	-
b) Total outstanding dues of creditors other than micro enterprises and small enterprises	14	78,164	38,635
(iii) Other current financial liabilities	15	65,450	34,184
Other current liabilities	18	8,979	9,435
Provisions	17	2,771	1,030
<b>Total current liabilities</b>		<b>2,19,052</b>	<b>1,47,391</b>
<b>Total liabilities</b>		<b>3,35,665</b>	<b>3,02,574</b>
<b>Total Equity and Liabilities</b>		<b>3,55,897</b>	<b>3,57,000</b>

The accompanying notes form an integral part of these financial statements.

As per our report on even date  
**For A. Mitra & Associates**  
Chartered Accountants

**For and on behalf of the Board**

**A. K. Mitra**  
(Partner)  
Membership No. 015230  
Firm Reg. No.: - 5268/C

Ravindra Kishore Sinha  
Director  
(DIN: 00945635)

Rituraj Kishore Sinha  
Director  
(DIN: 00477256)

Place: New Delhi  
Date: April 30, 2019

## Statement of Profit and Loss for the year ended March 31, 2019

S No	Particulars	Note No.	Year ended	
			March 31, 2019	March 31, 2018
1	<b>Income</b>			
	a) Revenue from operations	20	2,40,198	1,49,605
	b) Other income	21	760	404
	<b>Total Income (a+ b)</b>		<b>2,40,958</b>	<b>1,50,009</b>
2	<b>Expenses</b>			
	a) Purchases of stock-in-trade		1,83,493	69,860
	b) Changes in inventories of stock – in- trade	22	(40,904)	(872)
	c) Employee benefits expense	23	36,674	28,997
	d) Finance costs	24	25,954	28,493
	e) Depreciation and amortization expenses	25	6,231	2,799
	f) Other expenses	26	67,323	36,288
	<b>Total expenses ( a + b + c + d + e + f )</b>		<b>2,78,771</b>	<b>1,65,565</b>
3	<b>Profit before tax and exceptional items (1-2)</b>		<b>(37,813)</b>	<b>(15,556)</b>
4	<b>Exceptional items</b>		-	-
5	<b>Profit before tax (3+4)</b>		<b>(37,813)</b>	<b>(15,556)</b>
6	<b>Tax expense</b>			
	Current tax	6	-	-
	Deferred tax	6	(11,059)	(3,163)
	<b>Total tax expense</b>		<b>(11,059)</b>	<b>(3,163)</b>
7	<b>Profit for the year (5-6)</b>		<b>(26,754)</b>	<b>(12,393)</b>
8	<b>Other comprehensive income</b>			
	Items that will not be reclassified to profit or loss:			
	a) Re-measurement of defined benefits plan	23	162	(71)
	b) Income tax relating to these items	6	(42)	22
	<b>Other comprehensive income for the year (net of taxes)</b>		120	(49)
9	<b>Total comprehensive income for the year (7+8)</b>		<b>(26,634)</b>	<b>(12,442)</b>
10	Earnings per share (EPS) (face value INR 10 per share)	27		
	(a) Basic (INR)		(5.57)	(2.58)
	(b) Diluted (INR)		(5.57)	(2.58)
11	Weighted average equity shares used in computing earnings per equity share			
	(a) Basic (Nos.)		48,00,000	48,00,000
	(b) Diluted (Nos.)		48,00,000	48,00,000

The accompanying notes form an integral part of these financial statements.

As per our report on even date

**For A. Mitra & Associates**  
Chartered Accountants

**For and on behalf of the Board**

**A. K. Mitra**  
(Partner)  
Membership No. 015230  
Firm Reg. No.: - 5268/C

Ravindra Kishore Sinha  
Director  
(DIN: 00945635)

Rituraj Kishore Sinha  
Director  
(DIN: 00477256)

Place: New Delhi  
Date: April 30, 2019

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## Statement of Changes in Equity

### A. Equity Share Capital

	Amounts
As at April 1, 2017	48,000
Changes in equity share capital	-
As at March 31, 2018	48,000
Changes in equity share capital	-
As at March 31, 2019	48,000

### B. Other Equity

#### Year ended March 31, 2018

	Equity Contribution by Parent	Retained earnings	Total other equity
As at April 1, 2017	4,608	14,260	18,868
Profit for the year	-	(12,393)	(12,393)
Other comprehensive income	-	(49)	(49)
<b>Total Comprehensive Income for the year</b>	-	<b>(12,442)</b>	<b>(12,442)</b>
As at March 31, 2018	4,608	1,818	6,426

#### Year ended March 31, 2019

	Equity Contribution by Parent	Retained earnings	Total other equity
As at April 1, 2018	4,608	1,818	6,426
Profit for the year	-	(26,754)	(26,754)
Other comprehensive income	-	120	120
<b>Total Comprehensive Income for the year</b>	-	<b>(26,634)</b>	<b>(26,634)</b>
Impact of change of accounting method as per Ind AS 115	-	(7,813)	(7,813)
Expense for the year	253	-	253
As at March 31, 2019	4,861	(32,629)	(27,768)

The accompanying notes form an integral part of these financial statements.

As per our report on even date

For A. Mitra & Associates  
Chartered Accountants

For and on behalf of the Board

A. K. Mitra  
(Partner)  
Membership No. 015230  
Firm Reg. No.: - 5268/C

Ravindra Kishore Sinha  
Director  
(DIN: 00945635)

Rituraj Kishore Sinha  
Director  
(DIN: 00477256)

Place: New Delhi  
Date: April 30, 2019

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## Statement of Cash Flows for the year ended March 31, 2019

Particulars	Year ended	
	March 31, 2019	March 31, 2018
<b>A. CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit before tax	(37,813)	(15,556)
Adjusted for:		
Depreciation and Amortization expenses	6,231	2,799
Finance costs	25,954	28,493
Other non-cash items	-	690
Interest income classified as investing cash flows	(760)	(404)
Bad debts written off / provided for	624	694
Employee stock option compensation expense	-	624
<b>Operating profit/(loss) before changes in working capital</b>	<b>(5,764)</b>	<b>17,340</b>
<b>Changes in working capital:</b>		
Decrease / (increase) in Trade receivables	25,742	(26,065)
Decrease / (increase) in other assets	(22,693)	26,358
(Decrease) / increase in Trade payables	40,724	21,413
(Decrease) / increase in other liabilities	26,028	1,155
<b>Cash (used in) /generated from operations</b>	<b>64,037</b>	<b>40,201</b>
Direct tax paid including fringe benefit tax (net of refunds)	-	-
<b>Net cash inflow / (outflow) from operating activities</b>	<b>64,037</b>	<b>40,201</b>
<b>B. CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of property plant and equipment and changes in capital work in progress	(1,280)	(48,938)
Interest received	120	4,171
<b>Net cash inflow / (outflow) from investing activities</b>	<b>(1,160)</b>	<b>(44,767)</b>
<b>C. CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from term loans	-	64,393
Repayment of term loans	(38,788)	(51,162)
Interest paid	(24,740)	(27,793)
<b>Net cash inflow / (outflow) from financing activities</b>	<b>(63,528)</b>	<b>(14,562)</b>
<b>D. Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(651)</b>	<b>(19,128)</b>
<b>E. Cash and cash equivalents at the beginning of the year</b>	<b>5,509</b>	<b>(23,188)</b>
<b>F. Opening cash credit</b>	<b>(47,825)</b>	<b>-</b>
<b>Cash and cash equivalents at the end of the year (D+E+F)</b>	<b>(42,967)</b>	<b>(42,316)</b>

Reconciliation of cash and cash equivalents as per the statement of the cash flows		
	March 31, 2019	March 31, 2018
Cash and cash equivalents as per above comprise of the following:		
Cash and cash equivalents at the end of the period	4,526	5,509
Cash credit	(47,493)	(47,825)
<b>Balances as per statement of cash flows</b>	<b>(42,967)</b>	<b>(42,316)</b>

The accompanying notes form an integral part of these financial statements.

As per our report on even date

**For A. Mitra & Associates**  
Chartered Accountants

**For and on behalf of the Board**

**A. K. Mitra**  
(Partner)  
Membership No. 015230  
Firm Reg. No.: - 5268/C

Ravindra Kishore Sinha  
Director  
(DIN: 00945635)

Rituraj Kishore Sinha  
Director  
(DIN: 00477256)

Place: New Delhi  
Date: April 30, 2019

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## Notes to the financial statement

### 1. Company overview

Tech SIS Limited (formerly known as SIS Electronic Security Systems Limited) (“the Company”) is a company limited by shares, incorporated and domiciled in India. The Company was incorporated on March 31, 2010 as SIS Electronic Security Systems Limited and changed its name to Tech SIS Limited on June 15, 2011. Its registered office is situated at Annapurna Bhawan, Telephone Exchange Road, Kurji, Patna, Bihar – 800010, India, and its principal place of business is situated at Plot No. 11, 2nd Floor, DDA Community Center, Okhla Phase-I, New Delhi-110020.

The Company is engaged in the trading, installation and servicing of electronic security devices and systems.

These financial statements were authorized for issue by the directors on April 30, 2019.

### 2. Summary of significant accounting policies

This note provides a list of significant accounting policies adopted in the preparation of these financial statements.

#### 2.1 Basis of preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind-AS) and comply in all material respects with the Ind-AS and other applicable provisions of the Companies Act, 2013 (“the Companies Act”). The Ind-AS are notified under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements are presented in Indian Rupees (INR) and are rounded off to the nearest thousands except per share data and unless stated otherwise. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended), read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (“Previous GAAP”). Effective April 1, 2017, the Company has adopted Ind AS and the transition has been carried out in accordance with Ind AS 101, First time adoption of Indian Accounting Standards, with April 1, 2016 being the transition date.

#### 2.2 Basis of measurement

The financial statements have been prepared under the historical cost convention on an accrual and going concern basis, except for the following material items which have been measured at fair value as required by relevant Ind-AS:

- a) certain financial assets and financial liabilities (including derivative financial instruments) and contingent consideration that are measured at fair value;
- b) assets held for distribution to owners upon demerger that are held at lower of carrying cost and fair value less cost to distribute;
- c) share based payments; and
- d) The defined benefit asset/(liability) which is recognized as the present value of defined benefit obligation less fair value of plan assets.

Accounting policies have been applied consistently to all periods presented in these financial statements (refer note 2.3 (p)). Further, previous year figures have been regrouped/re-arranged, wherever necessary.

The financial statements are based on the classification provisions contained in Ind AS 1, ‘Presentation of Financial Statements’ and division II of schedule III of the Companies Act 2013. For the purpose of clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the financial statements, where applicable or required.

#### Fair value measurement

The Company records certain financial assets and liabilities at fair value on a recurring basis. The Company determines fair value based on the price it would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability.

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, bonds and debentures and mutual funds that have quoted price. The fair value of all financial instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices). The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3.

In accordance with Ind-AS 113, ‘Fair value measurement’, assets and liabilities are to be measured based on the following valuation techniques:

- (i) Market approach – Prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.
- (ii) Income approach – Converting the future amounts based on market expectations to its present value using the discounting method.
- (iii) Cost approach – Replacement cost method.

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## 2.3 Summary of significant accounting policies

### a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current / non-current classification. An asset is classified as current when it is:

- (i) Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- (ii) Held primarily for the purpose of trading;
- (iii) Expected to be realised within twelve months after the reporting period; or
- (iv) Cash or cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period;

All other assets are classified as non-current.

A liability is current when:

- (i) It is expected to be settled in the normal operating cycle;
- (ii) It is held primarily for the purpose of trading;
- (iii) It is due to be settled within twelve months after the reporting period; or
- (iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments, do not affect its classification.

The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### b) Property, plant and equipment

Recognition and measurement

An item is recognised as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. Items of property, plant and equipment ('PPE') are initially recognized at cost. Freehold land is carried at historical cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price, asset retirement obligation and directly attributable cost of bringing the asset to its working condition for its intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. General and specific borrowing costs directly attributable to the construction of a qualifying asset are capitalized as part of the cost.

Subsequent expenditure related to an item of property, plant and equipment is added to its carrying value only when it increases the future benefits from the existing asset beyond its previously assessed standard or period of performance. All other expenses on existing property, plant and equipment, including day-to-day repairs, maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss in the year during which such expenses are incurred.

Property, plant and equipment under construction and cost of assets not ready for use at the year-end are disclosed as capital work-in-progress ('CWIP').

#### Depreciation

The Company depreciates property, plant and equipment over the estimated useful lives using the written down value method from the date, the assets are available for use. Assets acquired under finance lease are depreciated over the asset's useful life or over the shorter of the estimated useful life of the asset and the related lease term if there is no reasonable certainty that the Company will obtain ownership at the end of the lease term.

The estimated useful lives of assets are as follows:

Category	Useful life
Buildings	60 years
Plant and machinery	15 years
Leasehold improvement	Shorter of useful life or lease period
Computer equipment	3 years
Furniture and fixtures	10 years
Office Equipment	5 years
Vehicles	8 years

Based on technical assessment, the useful lives as given above best represent the period over which the management expects to use these assets. The estimated useful lives for these assets may therefore be different from the useful lives prescribed under Part C of Schedule II of the Companies Act 2013.

The residual values are generally not more than 5% of the original cost of the asset. The asset's residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year-end and adjusted prospectively, if appropriate.

Additions are depreciated on a pro-rata basis from the date, the asset is available for use till the date the assets are derecognised.

An item of property, plant and equipment and any significant part, initially recognised, is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in the statement of profit and loss when the asset is derecognised.

### c) Investment properties

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property.

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes borrowing costs for long-term construction projects if the recognition criteria are met. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of such expenditure can be measured reliably. All other repair and maintenance costs are recognised in profit or loss as incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

# Tech SIS Limited

*All amounts in INR 000s, unless stated otherwise*

Investment properties are depreciated using written down value method over their estimated useful lives of 60 years. The useful life has been determined based on a technical evaluation performed by the management's expert.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

## d) Intangible assets

Intangible assets are recognised when the Company controls the asset, it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be measured reliably. Intangible assets acquired separately are measured on initial recognition at historical cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised software development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

Subsequent expenditure is capitalized only when it increases the future economic benefits from the specific asset to which it relates.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life on a written down value method and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates and adjusted accordingly. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss.

The estimated useful lives of intangible assets are as follows:

Category	Useful life
Computer software	5 years

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

## Software

Costs incurred in developing products or systems and costs incurred in acquiring software and licenses that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalized to software and systems. Costs capitalized include external direct costs of materials, services, and direct payroll and related costs of employees' time spent on the project.

## e) Investment in subsidiaries, associates and joint ventures

A subsidiary is an entity over which the Company has control. The Company controls an investee entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

An associate is an entity over which the Company has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies. This is generally the case where the Company holds between 20% and 50% of the voting rights.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

The considerations made in determining whether significant influence or joint control exist are similar to those necessary to determine control over the subsidiaries.

*Investments in subsidiaries, associates and joint ventures is accounted for at cost less impairment loss, if any. The said investments are tested for impairment whenever circumstances indicate that their carrying value may exceed the recoverable amount.*

## f) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

### Financial assets

#### Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- (i) Debt instruments at amortised cost
- (ii) Debt instruments at fair value through other comprehensive income (FVTOCI)
- (iii) Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- (iv) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

# Tech SIS Limited

*All amounts in INR 000s, unless stated otherwise*

## **Financial instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- (i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- (ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. EIR is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating EIR, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayments, extensions call and similar options) but does not consider the expected credit losses. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The interest income based on EIR is included as interest income as a part of other income in the statement of profit and loss. The losses arising from impairment are recognised in profit or loss. A gain or loss on such financial asset which is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised. This category generally applies to trade and other receivables. For more information on receivables, refer to note 5 and note 9.

## **Financial instruments at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- (i) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (ii) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income calculated using the EIR method, impairment losses & reversals and foreign exchange gain or loss in the profit or loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss.

## **Financial instruments at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is made only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the profit or loss in respect of such assets that are not part of a hedging relationship. The gain /loss on assets measured at FVTPL are presented in the statement of profit and loss within other gains/losses in the period in which it arises. Interest income from these financial assets is included in other income.

## **Equity investments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind-AS 103 applies are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with gain/loss presented in the statement of profit and loss within other gains/losses in the period in which it arises.

## **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- (i) The rights to receive cash flows from the asset have expired, or
- (ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized. Similarly, where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## **Impairment of financial assets**

The Company recognizes loss allowances on a forward-looking basis using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Lifetime ECL allowance is recognized for trade receivables with no significant financing component. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case they are measured at lifetime ECL. Note 32 details how the Company determines whether there has been a significant increase in the credit risk. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized in the statement of profit and loss.

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## **Financial liabilities**

### **Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

### **Subsequent measurement**

The measurement of financial liabilities depends on their classification, as described below.

### **Financial liabilities at fair value through profit or loss**

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments, if any entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognised in OCI. These gains/losses are not subsequently transferred to profit or loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

### **Borrowings**

After initial recognition, borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowing using the EIR method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Preference shares which are mandatorily redeemable are classified as liabilities. The dividends on these preference shares, to the extent such dividends are mandatorily payable, are recognised in profit or loss as finance costs.

The fair value of the liability portion of an optionally convertible debenture/ bond/ preference share or a zero-coupon debenture/ bond/ preference share or compulsorily convertible debenture/preference shares where the price of conversion of the debenture/preference shares into equity share is not fixed, is determined using a market rate of interest for an equivalent non-convertible bond. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound financial instrument. This is recognised and included in shareholders' equity, net of income tax effects, and not subsequently remeasured.

When the terms of a financial liability are renegotiated and the entity issues equity instrument to a creditor to extinguish all or part of a liability (debt for equity swap), a gain or loss is recognised in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instrument issued.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee, with corresponding increase in investment in subsidiary. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

Financial Guarantee issued by the parent of the Company is valued and recognized initially as a pre-payment at fair value with corresponding credit to equity contribution by the parent. The pre-payment is amortized over the period of financial guarantee on straight-line basis, and recognized as finance cost in the statement of profit and loss.

### **Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/ losses. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss as other gains/losses.

### **Derivatives**

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends upon whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged, and the type of hedge relationship designated.

Derivatives which are not designated as hedges are accounted for at fair value through profit or loss and are included in other gains/ losses.

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## **Embedded derivatives**

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract.

If the hybrid contract contains a host that is a financial asset within the scope of Ind-AS 109, the Company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind-AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value through profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

## **Reclassification of financial assets**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines changes in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

## **Offsetting of financial instruments**

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

## **g) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## **h) Current and deferred tax**

Income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses and unused tax credits.

### **Current tax**

The current income tax charge is calculated on the basis of tax laws enacted or substantially enacted at the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to tax authorities.

### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- (i) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- (ii) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- (i) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- (ii) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period.

## **i) Inventories**

Inventories are valued at the lower of the cost or net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. Cost includes custom duty, freight and other charges as applicable. The Company periodically reviews inventories to provide for diminution in the value of, and/or any unserviceable or obsolete, inventories.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:

**Traded goods:** cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on first in, first out basis.

## **j) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts (including cash credit facilities) as they are considered an integral part of the Company's cash management. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

## **k) Non-current assets held for sale/distribution to owners and discontinued operations**

The Company classifies non-current assets and disposal groups as held for sale/distribution to owners if their carrying amounts will be recovered principally through a sale/distribution rather than through continuing use and where a sale is considered highly probable. Actions required to complete the sale/distribution should indicate that it is unlikely that significant changes to the sale/distribution will be made or that the decision to sell/distribute will be withdrawn and Management must be committed to the sale/distribution being completed within one year from the date of classification.

Non-current assets held for sale/for distribution to owners and disposal groups are measured at the lower of their carrying amount and the fair value less costs to sell/distribute except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Assets and liabilities classified as held for sale/distribution are presented separately in the balance sheet.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell/distribute. A gain is recognised for any subsequent increases in fair value less costs to sell/ distribute an asset (or a disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of sale/ distribution of the non-current asset (or disposal group) is recognised on the date of derecognition.

Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are not depreciated or amortised.

A disposal group qualifies as discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale, and:

- (i) Represents a separate major line of business or geographical area of operations,
- (ii) Is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations, or
- (iii) Is a subsidiary acquired exclusively with a view to resale

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the statement of profit and loss.

All other notes to the financial statements mainly include amounts for continuing operations, unless otherwise mentioned.

## **l) Equity share capital**

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

## **m) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

## **n) Provisions and contingent liabilities**

### **Provisions**

A provision is recognized when the Company has a present legal or a constructive obligation as a result of past event and 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 recognised for legal claims and service warranties. Provisions are not recognised for future operating losses.

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Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is the pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in provision due to the passage of time is recognised as an interest expense.

These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. In respect of losses that are covered by insurance, such losses are recognised as an expense when there is clear evidence or determination or probability that any portion of the loss is not expected to be settled through insurance or other forms of recovery.

## **Asset Retirement Obligations (ARO)**

ARO are recognised for those operating lease arrangements where the Company has an obligation at the end of the lease period to restore the leased premises in a condition similar to inception of lease. ARO are provided at the present value of expected costs to settle the obligation and are recognised as part of the cost of that particular asset and amortised or depreciated in the same manner as the asset to which it pertains. The estimated future costs of decommissioning are reviewed annually and any changes in the estimated future costs or in the discount rate applied are adjusted from the cost of the asset.

## **Contingent liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or a reliable estimate of the amount cannot be made.

## **Contingent liabilities recognised in a business combination**

A contingent liability recognised in a business combination is initially measured at its fair value. Subsequently, it is measured at the higher of the amount that would be recognised in accordance with the requirements for provisions above or the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the requirements for revenue recognition.

## **o) Government grants**

Grants from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received, and the Company will comply with all attached conditions.

Government grants relating to income or expenditure /expenses are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and recognised on a straight-line basis over the expected lives of related assets and presented within other income.

## **p) Revenue recognition**

Revenue is measured at the fair value of consideration received or receivable. Amounts recognised as revenue are net of returns, trade allowances, discounts, rebates, deductions by customers, service tax, value added tax, goods and services tax and amounts collected on behalf of third parties.

Effective April 1, 2018, the Company 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 has been adjusted with equity.

Revenue is recognized when the control is transferred to the customer and when the Company has completed its performance obligations under the contracts. Revenue is recognized in a manner that depicts the transfer of goods and services to customers at an amount that reflects the consideration the Company expects to be entitled to in exchange for those goods or services.

Revenue is recognized as follows:

- (i) Revenue from services represents the amounts receivable for services rendered.
- (ii) For non-contract-based business, revenue represents the value of goods delivered or services performed.
- (iii) For contract-based business, revenue represents the sales value of work carried out for customers during the period. Such revenues are recognized in the period in which the service is rendered.
- (iv) Unbilled revenue (contract assets) net of expected deductions is recognised at the end of each period. Such unbilled revenue is reversed in the subsequent period when actual invoice is raised.
- (v) Unearned revenue (contract liabilities) represents revenue billed but for which services have not yet been performed and is included under Advances from customers. The same is released to the statement of profit and loss as and when the services are rendered.
- (vi) Revenue from the use of assets such as rent for using property, plant and equipment is recognized on a straight-line basis over the terms of the related leases unless payments are structured to increase in line with the expected general inflation to compensate for the lessors' expected inflationary cost increase.

## **Sale of goods**

Revenue from the sale of goods is recognised when the control of goods has been transferred, being when the products are delivered to the buyer, the buyer having the full discretion over the use of the goods and there is no unfulfilled obligation that could affect the buyer's acceptance of the product. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the buyer, and either the buyer has accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Company has objective evidence that all criteria for acceptance have been satisfied. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates. Discounts and rebates are estimated based on accumulated experience. The Company provide normal warranty provisions for general repairs for one year on all its products sold, in line with the industry practice. A liability is recognised at the time the product is sold. Revenue is deferred and recognised on a straight line basis over the extended warranty period in case warranty is provided to customer for a period beyond one year.

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## **Rendering of services**

In contracts involving the rendering of services, revenue is measured using the proportionate completion method when no significant uncertainty exists regarding the amount of the consideration that will be derived from rendering the service. When the contract outcome cannot be measured reliably, revenue is recognised only to the extent that the expenses incurred are eligible to be recovered.

Estimates of revenue, costs or extent of progress towards completion are revised if circumstances change. Any resulting increases or decreases in estimated revenue or costs are reflected in profit or loss in the period in which the circumstances that give rise to the revision become known to the management.

## **Multiple-element arrangements**

When a sales arrangement contains multiple elements, such as services, material and maintenance, revenue for each element is determined based on each element's fair value.

Revenue recognition for delivered elements is limited to the amount that is not contingent on the future delivery of products or services, future performance obligations or subject to customer-specified return or refund privileges.

The undiscounted cash flows from the arrangement are periodically estimated and compared with the unamortized costs. If the unamortized costs exceed the undiscounted cash flow, a loss is recognized.

## **Interest income**

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in other income in the statement of profit and loss.

## **Dividends**

Dividend income from investments is recognised in profit or loss as other income when the Company's right to receive payments is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and amount of the dividend can be measured reliably.

## **Rental income**

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease term unless payments are structured to increase in line with the expected general inflation to compensate for the lessor's expected inflationary cost increase and is included in revenue in the statement of profit or loss due to its operating nature.

## **q) Foreign currency translation**

The financial statements of the Company are presented in Indian Rupees (INR) which is also the Company's functional currency, i.e., the currency of the primary economic environment in which the Company operates.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates prevailing at the date, the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates prevailing as at the reporting date. Subsequently, differences arising on restatement or settlement of monetary items are recognised in profit or loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions and translation differences are recognized in OCI with the accumulation in other equity as foreign currency translation reserve. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

The equity items denominated in foreign currencies are translated at historical cost.

## **r) Employee benefits**

The Company's employee benefits mainly include wages, salaries, bonuses, compensated absences, defined contribution to plans, defined benefit plans and share-based payments. The employee benefits are recognized in the year in which the associated services are rendered by the employees of the Company.

## **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits and compensated absences expected to be settled within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to reporting date and are measured at the amounts expected to be paid when the liabilities are settled. The liability for compensated absences is recognised in the provision for employee benefits. All other short-term employee benefit obligations are presented as employee benefits payable under other financial liabilities, current.

## **Bonus**

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually or legally obliged or where there is a past practice that has created a constructive obligation.

## **Compensated absences**

The employees of the Company are entitled to compensated absences which are both accumulating and non-accumulating in nature. The employees can carry forward up to a specified portion of the unutilized accumulated compensated absences and utilize it in future periods or receive cash at retirement. The expected cost of accumulating compensated absences is determined by actuarial valuation (using the projected unit credit method) based on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the balance sheet date. The expense on non-accumulating compensated absences is recognized in the statement of profit and loss in the year in which the absences occur. Re-measurements arising out of actuarial gains / losses are immediately taken into the statement of profit and loss and are not deferred.

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In respect of those employees who are entitled to an encashment of the leave at the end of every calendar year, a provision is created to account for the liability.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting date, regardless of when the actual settlement is expected to occur.

## **Post-employment obligations**

The Company operates the following post-employment schemes:

- i) Defined contribution plans such as provident fund and employees' state insurance; and
- ii) Defined benefit plans such as gratuity.

## **Defined contribution plan**

The Company's policy to contribute on a defined contribution basis for eligible employees, to Employees' Provident Fund, Employees' Pension Scheme and Employees' State Insurance Scheme towards post-employment benefits, all of which are administered by the respective Government authorities, and has no further obligation beyond making its contribution which is expected in the year in which it pertains. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

## **Defined benefit plan**

The Company has a defined benefit plan, viz., Gratuity, for all its employees, the liability for which is accrued and provided for as determined by an independent actuarial valuation. A portion of this liability for gratuity is contributed to a fund administered and operated by a reputed insurance company. The liability or asset recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit is actually determined (using the projected unit credit method) at the end of each year.

Present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields on government bonds at the end of the reporting periods, that have approximately similar terms to the related obligation.

The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- (i) Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- (ii) Net interest expense or income

Past service costs are recognised in profit or loss on the earlier of:

- (i) The date of the plan amendment or curtailment, and
- (ii) The date that the Company recognises related restructuring costs.

The net interest is calculated by applying the above mentioned discount rate to the net balance of the defined benefit obligations and the fair value of plan assets. This cost is included in the employee benefits expense in the statement of profit and loss.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

## **Equity settled stock-based compensation**

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity-settled transactions).

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. The fair value of options granted under various Employee Share option plans is recognised as an employee benefits expense with a corresponding increase in equity (share option outstanding account).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates in the period of change, if any, in the profit or loss, with corresponding adjustment to equity.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions, if any, are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

## **Cash settled stock-based compensation**

Employees of the Company receive share-based compensation in the form of parent company's share options. The cost of cash-settled transactions is measured initially at fair value at the grant date based on a debit note received from the parent company. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability.

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## **s) Borrowing costs**

Borrowing costs include interest calculated on the effective interest rate method, other costs incurred in connection with borrowing and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to the interest cost. General and specific borrowing costs directly attributable to the acquisition, construction or production of the assets that necessarily take a substantial period of time to get ready for their intended use or sale ('qualifying assets'), are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the statement of profit and loss within finance costs in the period in which they are incurred.

## **t) Exceptional items**

Exceptional items refer to items of income or expense within the statement of profit and loss from ordinary activities which are non-recurring and are of such size, nature or incidence that their separate disclosure is considered necessary to explain the performance of the Company.

## **u) Leases**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease. Leases where the lessor transfers substantially all the risks and rewards incidental to ownership to the Company are classified as a finance lease and other leases are classified as operating leases.

### **Company as a lessee**

#### **(i) Operating leases**

Payments made under operating leases (net of any incentives received from the lessor) are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease term unless payments are structured to increase in line with the expected general inflation to compensate for the lessors' expected inflationary cost increase.

#### **(ii) Finance leases**

Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased asset and the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in the borrowings or other financial liabilities as appropriate. The outstanding liability is included in other current/ non-current borrowings.

Each lease payment is apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is charged to the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

### **Company as a lessor**

#### **(i) Operating leases**

Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless payments are structured to increase in line with the expected general inflation to compensate for the expected inflationary cost increase. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned. The respective leased assets are included in the balance sheet based on their nature.

#### **(ii) Finance leases**

Amounts due from lessee under finance leases are recorded as receivables at an amount equal to the Company's net investment in the leased assets. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease term.

## **v) Impairment of non-financial assets**

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other non-financial assets, other than inventories and deferred tax assets, are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of its fair value less cost of disposal and its value-in-use. Value-in-use is the present value of future cash flows expected to be derived from the asset. For the purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows which are largely independent of the cash inflows from other assets or group of assets (cash-generating units or CGU). Impairment occurs when the carrying amount of a CGU including the goodwill, exceeds the estimated recoverable amount of the CGU. For the purpose of impairment testing, goodwill acquired in a business combination is allocated to the Company's CGUs expected to benefit from the synergies arising from the business combination. Total impairment loss of a CGU is allocated first to reduce the carrying amount of goodwill allocated to the CGU and then to the other assets of the CGU, pro-rata on the basis of the carrying amount of each asset in the CGU. An impairment loss on goodwill recognized in the statement of profit and loss is not reversed in the subsequent period. Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of impairment at the end of each reporting period.

## **w) Earnings per share**

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders of the Company (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period (refer note 27).

Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares).

Diluted Earnings per share amounts are computed by dividing the net profit attributable to the equity holders of the Company (after deducting preference dividends and attributable taxes but after adjusting the after income tax effect of interest and other financing cost associated with dilutive

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potential equity shares) by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares). Dilutive potential equity shares are deemed converted as at the beginning of the year, unless issued at a later date. Dilutive potential equity shares are determined independently for each year presented.

## **x) Cash dividend and non-cash distribution to equity holders of the Company**

The Company recognises a liability to make cash or non-cash distributions to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the carrying value of the assets to be distributed in case of distributions in which all owners of the same class of equity instruments are treated equally or the distributed asset is ultimately controlled by the same party or parties both before and after the distribution, and at fair value of the assets to be distributed in other cases, with such value recognised directly in equity. For this purpose, a group of individuals shall be regarded as controlling an entity when, as a result of contractual arrangements, they collectively have the power to govern its financial and operating policies so as to obtain benefits from its activities, and that ultimate collective power is not transitory. Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss or directly in the equity as approved by the National Company Law Tribunal / applicable regulatory or other authority.

## **y) Cash flow statement**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

## **2.4 Standards issued but not yet effective**

**Ind AS 116, Leases:** On March 30, 2019, Ministry of Corporate Affairs has notified the Ind AS 116, Leases. Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with the only exceptions as short-term and low-value leases. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors
  - Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach).
- The effective date for adoption of Ind AS 116 is financial periods beginning on or after April 1, 2019.

The Company will adopt the standard on April 1, 2019 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2019 will not be retrospectively adjusted. The Company is in process of initial assessment of the potential impact on the Balance sheet, statement of profit and loss and cash flows.

**Ind AS 12, Income Taxes:** On March 30, 2019, Ministry of Corporate Affairs has notified IndAS12 Appendix C, Uncertainty over Income Tax Treatments. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit / (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The standard permits two possible methods of transition:

- Retrospective approach – Under this approach, Appendix C will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors, without using hindsight and
- Retrospectively with cumulative effect of initially applying Appendix C recognized by adjusting equity on initial application, without adjusting comparatives (Cumulative catch - up approach).

The effective date for adoption of Ind AS 12 Appendix C is financial periods beginning on or after April 1, 2019.

The Company will adopt the standard on April 1, 2019 by using the Cumulative catch - up transition method and accordingly comparatives for the year ending or ended March 31, 2019 will not be retrospectively adjusted. The effect on adoption of Ind AS 12 Appendix C is not expected to be material.

There are no other standards that are issued but not yet effective and that are expected to have a material impact on the Company in the current or future reporting periods and on foreseeable future transactions.

## **3. Significant accounting judgements, estimates and assumptions**

### ***Use of estimates and judgment***

The preparation of the financial statements in conformity with Ind-AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses and other comprehensive income (OCI) that are reported and disclosed in the financial statements and accompanying notes.

Estimates and underlying assumptions are reviewed on an ongoing basis. They are based on historical experience and other factors including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### ***Judgements***

In the process of applying the Company's accounting policies, management has made various judgements, which have the most significant effect on the amounts recognised in the financial statements.

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This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

## **Critical estimates and judgements**

The areas involving critical estimates or judgements are:

- (i) Estimation of current tax expense and payable – Note 6
- (ii) Estimated useful life of intangible assets – Note 2.3.d
- (iii) Estimation of defined benefit obligation – Note 17
- (iv) Recognition of deferred tax assets for carried forward of tax losses – Note 6
- (v) Impairment of trade receivables – Note 32
- (vi) Classification of leases as operating leases or finance leases – Note 2.3.u
- (vii) Whether assets held for distribution to owners meet the definition of discontinued operations – Note 2.3.k

## **Impairment**

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates. There are no reasonable foreseeable changes in these key estimates which would have caused an impairment of these assets.

## **Share-based payments**

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

## **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 6

## **Defined benefit plans (gratuity benefits)**

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases, and gratuity increases are based on expected future inflation rates.

## **Fair value measurement of financial instruments**

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flows model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

## **Intangible asset under development**

The Company capitalises development costs for a project in accordance with the accounting policy. Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits.

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# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## 4. Property, plant and equipment

### Year ended March 31, 2018

Particulars	Gross block				Depreciation			Net block value As at March 31, 2018
	As at April 1, 2017	Additions during the year	Sale and adjustments	As at March 31, 2018	As at April 1, 2017	Charge for the year	As at March 31, 2018	
Leasehold improvement	-	47,901	-	47,901	-	2,212	2,212	45,689
Plant & Machinery	1,486	-	-	1,486	267	219	486	1,000
Office Equipment	43	45	-	88	18	27	45	43
Computer Equipment	236	991	-	1,227	113	341	454	773
	<b>1,765</b>	<b>48,937</b>	<b>-</b>	<b>50,702</b>	<b>398</b>	<b>2,799</b>	<b>3,197</b>	<b>47,505</b>
Capital work in progress	-	38,162	38,162	-	-	-	-	-
<b>Grand Total</b>	<b>1,765</b>	<b>87,099</b>	<b>38,162</b>	<b>50,702</b>	<b>398</b>	<b>2,799</b>	<b>3,197</b>	<b>47,505</b>

### Year ended March 31, 2019

Particulars	Gross block				Depreciation			Net block value As at March 31, 2019
	As at April 1, 2018	Additions during the year	Sale and adjustments	As at March 31, 2019	As at April 1, 2018	Charge for the year	As at March 31, 2019	
Leasehold improvement	47,901	681	-	48,582	2,212	5,415	7,627	40,955
Plant & Machinery	1,486	-	-	1,486	486	45	531	955
Office Equipment	88	19	-	107	45	25	70	37
Computer Equipment	1,227	580	-	1,807	453	746	1,199	608
<b>Grand Total</b>	<b>50,702</b>	<b>1,280</b>	<b>-</b>	<b>51,982</b>	<b>3,196</b>	<b>6,231</b>	<b>9,427</b>	<b>42,555</b>

(i) **Assets under construction**

The company has no assets under construction as at March 31, 2019 and March 31, 2018.

(ii) **Property, Plant and Equipment pledge as security**

Refer Note 13 for information on Property, Plant and Equipment pledge as security by the Company.

(iii) **Contractual obligation**

Refer note 28 for disclosure on contractual commitments for the acquisition of Property, Plant and Equipment.

## 5. Other financial assets

Particulars	March 31, 2019	March 31, 2018
<b>Other non-current financial assets</b>		
Security deposits	5,196	3,453
Finance lease receivables	38,107	91,000
Other non-current financial assets	4,912	5,132
<b>Total Other non-current financial assets</b>	<b>48,215</b>	<b>99,585</b>
<b>Other current financial assets</b>		
Unbilled revenue	32,505	4,349
Security deposits	1,237	-
Interest accrued on deposits	1,164	283
Finance lease receivables	53,329	44,910
<b>Total other current financial assets</b>	<b>88,235</b>	<b>49,542</b>
<b>Total other financial assets</b>	<b>136,450</b>	<b>149,127</b>

No loans or other advances are due from directors or other officers of the Company either severally or jointly with any other person and from firms or private companies respectively in which any director is a partner, a director or a member except as disclosed in note 31.

### Finance leases — Company as lessor

The Company provides various equipment on finance lease to its customers. Lease agreements are generally for a period of three to five years. Certain agreements provide that lessee will own the equipment after the end of the lease period while other agreements provide an option to the lessee to purchase the equipment at a nominal value of INR one hundred only so that it is reasonably certain that the lessee will purchase the equipment. Lease rentals are payable on monthly/quarterly basis.

Future minimum lease receivables under finance leases contracts together with the present value of the net minimum lease payments are, as follows:

	March 31, 2019		March 31, 2018	
	Minimum lease receivables	Present value	Minimum lease receivables	Present value
Within one year	61,091	53,329	62,947	44,910
After one year but not more than five years	39,930	38,107	95,930	91,000
<b>Gross investment in finance lease</b>	<b>1,01,021</b>	<b>91,436</b>	<b>1,58,877</b>	<b>1,35,910</b>
Less: amounts representing finance charges	9,585	-	22,970	-
Present value of minimum lease receivables	91,436	91,436	1,35,910	1,35,910
Unearned finance income	9,586	9,586	22,967	22,967

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## 6. Income tax

The major components of income tax expense for the years ended March 31, 2019 and March 31, 2018 are:

### Statement of profit and loss:

#### Profit or loss section:

Particulars	March 31, 2019	March 31, 2018
<b>Current income tax:</b>		
Current income tax charge	-	-
Adjustments in respect of current income tax expense / (reversal) of previous years	-	-
<b>Deferred tax:</b>		
Decrease / (increase) in deferred tax assets	(11,059)	(3,163)
Decrease / (increase) in deferred tax Liability		
<b>Income tax expense / (credit) reported in the statement of profit or loss</b>	<b>(11,059)</b>	<b>(3,163)</b>

#### OCI section:

#### Tax related to items recognised in OCI during the year:

Particulars	March 31, 2019	March 31, 2018
Tax expense/(credit) on re-measurements of defined benefit plans	42	(22)
<b>Income tax expense / (credit) charged to OCI</b>	<b>42</b>	<b>(22)</b>

#### Reconciliation of tax expense and the accounting profit multiplied by the tax rate for March 31, 2018 and March 31, 2019:

Particulars	March 31, 2019	March 31, 2018
Accounting profit before tax from continuing operations	(37,813)	(15,556)
<b>Accounting profit before income tax</b>	<b>(37,813)</b>	<b>(15,556)</b>
At the statutory income tax rate @ 26% (March 31, 2018: 25.75 %)	(9,831)	(4,006)
Change in applicable tax rate for deferred tax assets and liabilities	-	(30)
Tax benefit on business losses as per Income tax Act, 1961	(1,604)	-
Utilization of previously unrecognized tax losses to reduce current tax expenses	-	(3,563)
Non- Deductible expenses for tax purposes	376	4,436
<b>Income tax expense / (credit) reported in the statement of profit and loss</b>	<b>(11,059)</b>	<b>(3,163)</b>

The applicable statutory tax rate of the Company for financial year ended March 31, 2018 and March 31, 2019 are 25.75% and 26% respectively. The effective tax rate applicable to the Company for the financial year 2019-20 would be 26%.

#### The balance in deferred tax assets/ (liabilities) comprises temporary differences attributable to:

Particulars	March 31, 2019	March 31, 2018
Property, plant and equipment	23,593	28,007
Defined benefit obligations	812	718
Accruals and other	1,487	533
Business loss	5,438	3,834
Finance Lease Receivable	(22,504)	(35,282)
<b>Total deferred tax assets / (liabilities)</b>	<b>8,826</b>	<b>(2,191)</b>

#### Reflected in the balance sheet as follows:

Particulars	March 31, 2019	March 31, 2018
Deferred tax assets	8,826	-
Deferred tax liabilities	-	2,191
<b>Deferred tax assets / (liabilities), net</b>	<b>8,826</b>	<b>(2,191)</b>

#### Reconciliation of deferred tax assets (liabilities), net:

	Property, plant and equipment and investment property	Defined benefit obligations	Accruals and other	Business loss	Finance Lease Receivable	Total
<b>As at April 1, 2017</b>	<b>32,679</b>	<b>443</b>	<b>824</b>	<b>7,397</b>	<b>(46,732)</b>	<b>(5,389)</b>
Tax income/(expense) during the period recognized in profit or loss	(4,672)	253	(291)	(3,563)	11,449	3,176
Tax income/(expense) during the period recognized in OCI	-	22	-	-	-	22
<b>As at March 31, 2018</b>	<b>28,007</b>	<b>718</b>	<b>533</b>	<b>3,834</b>	<b>(35,283)</b>	<b>(2,191)</b>
Tax income/(expense) during the period recognized in profit or loss	(4,414)	136	954	1,604	12,779	11,059
Tax income/(expense) during the period recognized in OCI	-	(42)	-	-	-	(42)
<b>As at March 31, 2019</b>	<b>23,593</b>	<b>812</b>	<b>1,487</b>	<b>5,438</b>	<b>(22,504)</b>	<b>8,826</b>

#### Income tax assets:

Particulars	March 31, 2019	March 31, 2018
Opening balance	12,452	12,257
Add: Taxes paid	-	195
Less: Refund received	2,399	-
Less: Current tax payable for the year	-	-
Less: Reversal of tax	4,812	-
<b>Current tax assets</b>	<b>5,241</b>	<b>12,452</b>

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

## 7. Other Assets

Particulars	March 31, 2019	March 31, 2018
<b>Other non-current assets</b>		
Prepaid expenses	1,191	-
<b>Total other non-current assets</b>	<b>1,191</b>	<b>-</b>
<b>Other current assets</b>		
Prepaid expenses	5,707	306
Other advances	8,440	13,679
<b>Total other current assets</b>	<b>14,147</b>	<b>13,985</b>
<b>Total other Assets</b>	<b>15,338</b>	<b>13,985</b>

## 8. Inventories

Particulars	March 31, 2019	March 31, 2018
Stock-in-trade	70,318	29,414
<b>Total inventories at the lower of cost and net realisable value</b>	<b>70,318</b>	<b>29,414</b>

## 9. Trade receivables

Particulars	March 31, 2019	March 31, 2018
Trade receivables	72,643	99,008
Less: Allowances for doubtful debts	-	-
<b>Total trade receivables</b>	<b>72,643</b>	<b>99,008</b>

### Break-up of security details:

Particulars	March 31, 2019	March 31, 2018
Secured, considered good	-	-
Unsecured, considered good	72,643	99,008
Considered doubtful	-	-
<b>Total</b>	<b>72,643</b>	<b>99,008</b>
Impairment Allowance (allowance for bad and doubtful debts)	-	-
<b>Total Trade receivables</b>	<b>72,643</b>	<b>99,008</b>

No trade receivables are due from directors or other officers of the Company either severally or jointly with any other person and from firms or private companies respectively in which any director is a partner, a director or a member, except as disclosed in note 31.

Refer note 32 for the Company's policy regarding impairment allowance on trade receivables and Company's credit risk management processes.

For outstanding balances, terms and conditions relating to related party receivables, refer note 31.

## 10. Cash and bank balances

### Cash and cash equivalents

Particulars	March 31, 2019	March 31, 2018
<b>Balances with banks:</b>		
- On current accounts	1,257	894
- Bank deposits with original maturity of three months	3,251	4,538
Cash in hand	18	77
	<b>4,526</b>	<b>5,509</b>

Cash-in-hand and bank balances lying in various current accounts bear no interest.

There are no repatriation restrictions with regard to cash and cash equivalents as at the end of reporting period and prior periods.

## 11. Equity Share capital

### Authorized Share capital

Equity shares of INR 10 each authorized	(Nos. in thousands)	(INR thousands)
<b>At April 1, 2017</b>	<b>5,000</b>	<b>50,000</b>
Increase / (Decrease) during the year	-	-
<b>At March 31, 2018</b>	<b>5,000</b>	<b>50,000</b>
Increase / (Decrease) during the year	-	-
<b>At March 31, 2019</b>	<b>5,000</b>	<b>50,000</b>

### Issued, subscribed and paid up equity capital

Equity shares of INR 10 each subscribed and fully paid	(Nos. in thousands)	(INR thousands)
<b>Issued, subscribed and paid up share capital as at April 1, 2017</b>	<b>4,800</b>	<b>48,000</b>
<b>At March 31, 2018</b>	<b>4,800</b>	<b>48,000</b>
<b>At March 31, 2019</b>	<b>4,800</b>	<b>48,000</b>

### Terms/ rights attached to equity shares

The Company has only one class of equity having par value of INR 10 per share. Each holder of equity share is entitled to vote one per share and to participate in dividends in proportion to the number of an amounts paid on the share held. The company declares and pays dividends in Indian Rupees.

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

In the event of the liquidation of the company the holder of the equity share will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The Distribution will be in the proportion to the number of equity share hold by the shareholders.

## Shares held by holding / ultimate holding Company / and/or their subsidiaries/associates

Out of the equity shares issued by the Company, shares held by its holding company, ultimate holding company and their subsidiaries associates are as below:

	March 31, 2019	March 31, 2018
	INR in thousands	INR in thousands
Security and Intelligence Services (India) Limited, Parent company 4,800 Thousand (March 31, 2018, 4,800 Thousand) equity shares	48,000	48,000
	<b>48,000</b>	<b>48,000</b>

## Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	No. in thousand	% holding in the class	No. in thousand	% holding in the class
Security & Intelligence Services India Limited	4,800	100.00%	4,800	100.00%

## 12. Other equity

Particulars	March 31, 2019	March 31, 2018
<b>Reserves and surplus</b>		
Retained earnings	(32,629)	1,818
Equity contribution by parent	4,861	4,608
<b>Total other equity</b>	<b>(27,768)</b>	<b>6,426</b>

## Retained earnings

<b>At April 1, 2017</b>	<b>14,260</b>
Add: Net Profit (Loss) for the year	(12,393)
Add: Items of Other Comprehensive Income recognised directly in retained earnings	-
- Remeasurements of post-employment benefit plans directly in retained earnings	(49)
<b>At March 31, 2018</b>	<b>1,818</b>
Impact of change of accounting policy s per Ind AS 115	(7,813)
Add: Net Profit (Loss) for the year	(26,754)
Add: Items of Other Comprehensive Income recognised directly in retained earnings	
- Remeasurements of post-employment benefit plans directly in retained earnings	120
<b>At March 31, 2019</b>	<b>(32,629)</b>

## Equity contribution by parent

<b>At April 1, 2017</b>	<b>4,608</b>
Add: Financial guarantee issued by parent for the company	-
<b>At March 31, 2018</b>	<b>4,608</b>
Add: Financial guarantee issued by parent for the company	253
<b>At March 31, 2019</b>	<b>4,861</b>

## Nature and purpose of Reserves

### Retained earnings

Retained earnings represents the amount of accumulated earnings of the Company and re-measurement differences on defined benefit plans.

## 13. Borrowings

Particulars	Refer note below	March 31, 2019	March 31, 2018
<b>Non-current Borrowings</b>			
Secured			
Term Loans			
- Yes Bank Limited	a	51,133	88,639
<b>Total secured borrowings</b>		<b>51,133</b>	<b>88,639</b>
<b>Unsecured</b>			
From other parties			
- From related parties		80,355	80,355
<b>Total unsecured borrowings</b>		<b>80,355</b>	<b>80,355</b>
<b>Total non-current borrowings</b>		<b>1,31,488</b>	<b>1,68,995</b>
Less: Current maturity of long term loans		17,348	17,348
<b>Non-current borrowings (as per balance sheet)</b>		<b>1,14,140</b>	<b>1,51,647</b>
<b>Current borrowings</b>			
Secured			
Loans Repayable on demand			
From Banks			
- Cash Credit From Yes Bank Limited (Delhi)	b	47,493	47,825
<b>Total secured borrowings</b>		<b>47,493</b>	<b>47,825</b>
<b>Unsecured</b>			

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Particulars	Refer note below	March 31, 2019	March 31, 2018
From Others			
- From related parties		15,000	16,282
<b>Total unsecured borrowings</b>		<b>15,000</b>	<b>16,282</b>
<b>Net current borrowings</b>		<b>62,493</b>	<b>64,107</b>
Aggregate Secured borrowings		98,626	136,464
Aggregate Unsecured borrowings		95,355	96,638

## Notes:

(a). Term Loan from Yes Bank Limited is secured by way of first charge on the fixed assets of the Company and has also guaranteed by Security & Intelligence Service India Limited, the parent company. The Loan is scheduled to be repaid by 2019-20. The loan carries interest at MCLR plus 100bps. There is no continuing default as on the balance sheet date in repayment and interest thereon. Term loans amounting to INR 51,133 (previous year -INR 88,639) have been guaranteed by Security & Intelligence Service (India) Limited.

(b) Cash Credit facility from Yes Bank Limited is secured by a charge over trade receivables of the Company and have also guaranteed by Security & Intelligence India Limited, the holding company.

## 14. Trade payables

Particulars	March 31, 2019	March 31, 2018
<b>Non-current</b>	-	-
<b>Current</b>		
<b>Trade payables</b>		
- total outstanding dues of micro enterprises and small enterprises	1,195	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	78,164	38,635
<b>Total current trade payables</b>	<b>79,359</b>	<b>38,635</b>
<b>Total trade payables</b>	<b>79,359</b>	<b>38,635</b>

The terms and conditions of the above financial liabilities are as follows:

- Trade payables are non-interest bearing and are normally settled on credit terms ranging from 30-60 days which vary by vendor and type of service.
- For outstanding balances, terms and conditions with related parties, refer to note 31

Based on the information available with the Company, the amount payable to creditors who have been identified as "suppliers" within the meaning of "Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" is as below:

Particulars	March 31, 2019	March 31, 2018
Principal amount and the interest due thereon [INR Nil (March 31, 2018 -Nil)]	1,195	-
Amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
Amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

## 15. Other financial liabilities

Particulars	March 31, 2019	March 31, 2018
<b>Non-current</b>		
Lease rent equalization	1,051	229
<b>Total other non-current financial liabilities</b>	<b>1,051</b>	<b>229</b>
<b>Current</b>		
Interest accrued but not due on borrowings	2,450	2,450
Current maturity of long-term borrowings (refer note 13)	17,348	17,348
Employee benefits payable	2,852	2,668
Other payables and accruals	3,478	7,548
Other current financial liabilities	39,322	4,170
<b>Total other current financial liabilities</b>	<b>65,450</b>	<b>34,184</b>
<b>Total other financial liabilities</b>	<b>66,501</b>	<b>34,413</b>

## 16. Financial Instruments by category

	March 31, 2019			March 31, 2018		
	FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI	Amortized cost
<b>Financial Assets:</b>						
Trade receivables	-	-	72,643	-	-	99,008
Cash and cash equivalents	-	-	4,526	-	-	5,509
Financial Lease receivable	-	-	91,436	-	-	135,910
Security deposits	-	-	6,433	-	-	3,453
Other financial assets	-	-	38,581	-	-	9,764
<b>Total Financial Assets</b>	-	-	<b>213,619</b>	-	-	<b>253,644</b>

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<b>Financial Liabilities:</b>						
Trade and other payables	-	-	79,359	-	-	38,635
Borrowings	-	-	193,981	-	-	233,102
Other financial liabilities	-	-	49,153	-	-	17,065
<b>Total Financial Liabilities</b>	-	-	<b>322,493</b>	-	-	<b>288,802</b>

Fair Values of assets and liabilities carried at amortized costs are as follows

	March 31, 2019		March 31, 2018	
	Carrying Value	Fair Value Level 2 inputs	Carrying Value	Fair Value Level 2 inputs
<b>Financial Assets:</b>				
Trade receivables	72,643	72,643	99,008	99,008
Cash and cash equivalents	4,526	4,526	5,509	5,509
Financial Lease receivable	91,436	91,436	135,910	135,910
Security deposits	6,433	6,433	3,453	3,447
Other financial assets	38,581	38,581	9,764	9,764
<b>Total financial assets</b>	<b>213,619</b>	<b>213,619</b>	<b>253,644</b>	<b>253,644</b>
<b>Financial Liabilities:</b>				
Trade payables	79,359	79,359	38,635	38,635
Borrowings	193,981	193,981	233,102	233,102
Other financial liabilities	49,153	49,153	17,065	17,065
<b>Total financial liabilities</b>	<b>322,493</b>	<b>322,493</b>	<b>288,802</b>	<b>288,802</b>

The Company has assessed that the fair value of cash and short-term deposits, trade receivables, capital creditors, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Company does not have any financial assets/liabilities in Level 3 items for the years ended March 31, 2019 and March 31, 2018:

## Valuation processes

The finance department of the Company includes the team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer of Parent (CFO). Discussions of valuation processes and results are held between the CFO and the valuation team at least once every 3 months, in line with the Company's quarterly reporting period. External valuer's assistance is also taken for valuation purposes.

The main level 3 inputs used by the Company are derived and evaluated as follows:

- Discounts rate are determined using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Risk adjustments specific to the counter parties (including assumptions about credit default rates) are derived from credit risk grading determined by the Company's internal credit management group.
- Volatility used for option pricing model is based on historical volatility of comparable companies.
- Contingent consideration – estimated based on expected cash outflows arising from the forecasted sales and the entities; knowledge of the business and how the current economic environment is likely to impact it.

## 17. Provisions

Particulars	Gratuity	Leave liabilities	Warranty	Total
<b>At March 31, 2018</b>				
Current	92	938	-	1,030
Non-current	1,116	-	-	1,116
<b>Total</b>	<b>1,208</b>	<b>938</b>	<b>-</b>	<b>2,146</b>
<b>At March 31, 2019</b>				
Current	138	1,369	1,264	2,771
Non-current	1,422	-	-	1,422
<b>Total</b>	<b>1,560</b>	<b>1,369</b>	<b>1,264</b>	<b>4,193</b>

Refer note 23 for details of employee benefits.

The Company provides warranty to customer in respect of goods sold. However, considering the terms of the contract and back to back warranty available from the vendors, the Management has estimated that liability towards warranty obligation is immaterial.

## 18. Other liabilities

Particulars	March 31, 2019	March 31, 2018
<b>Other non-current liabilities</b>		
<b>Other current liabilities</b>		
Income received in advance	7,835	20
Statutory dues payable	1,144	9,415
<b>Total other current liabilities</b>	<b>8,979</b>	<b>9,435</b>
<b>Total other liabilities</b>	<b>8,979</b>	<b>9,435</b>

# Tech SIS Limited

All amounts in INR 000s, unless stated otherwise

## 19. Government grants

Particulars	March 31, 2019	March 31, 2018
As at beginning of the year	-	-
Received during the year	30	7
Released to the statement of profit and loss	30	7
<b>As at end of the year</b>	-	-
Current	-	-
Non-current	-	-

The Company is availing of benefits under a government scheme - Pradhan Mantri Rojgar Protsahan Yojana (PMRPY) wherein the Central Government is paying the employer's contribution towards Employee Pension Scheme / Provident Fund in respect of new employees meeting specified criteria. The grant is paid by the Government on a monthly basis on fulfilment of certain conditions. Accordingly, such Government Grant is taken to profit or loss when the conditions are met and the grants are received.

## 20. Revenue from operations

Particulars	March 31, 2019	March 31, 2018
<b>Sale of product</b>		
<b>Sale of products (traded goods)</b>		
Revenue from sale of electronic security devices	104,640	89,967
<b>Total(A)</b>	<b>104,640</b>	<b>89,967</b>
<b>Rendering of services</b>		
From maintenance services	89,185	38,557
<b>Total rendering of services</b>	<b>89,185</b>	<b>38,557</b>
Other operating revenues	46,373	21,081
<b>Total (B)</b>	<b>135,558</b>	<b>59,638</b>
<b>Revenue from operations (A+B)</b>	<b>240,198</b>	<b>149,605</b>

### Disaggregate revenue information

The following table presents the disaggregated revenue from contracts with customers.

Particulars	March 31, 2019	March 31, 2018
<b>Revenue by time of recognition</b>		
At a point in time (Sale of equipment)	104,640	89,967
Over the period of time	135,558	59,638
<b>Total</b>	<b>240,198</b>	<b>149,605</b>

## 21. Other income

Particulars	March 31, 2019	March 31, 2018
Interest income from financial assets at amortized cost	760	404
<b>Total</b>	<b>760</b>	<b>404</b>

## 22. Changes in inventory of Stock-in-Trade

Particulars	March 31, 2019	March 31, 2018
Inventory at the beginning of the year	29,414	28,542
Inventory at the end of the year	70,318	29,414
<b>Changes in inventory of stock-in-trade</b>	<b>(40,904)</b>	<b>(872)</b>

## 23. Employee benefits

### (a) Employee costs include:

Particulars	March 31, 2019	March 31, 2018
Salaries, wages and bonus	33,277	25,960
Contribution to provident and other funds	1,488	1,292
Less: Government grants (refer note 19)	30	7
Employee share-based payment expense *	374	624
Gratuity expense	514	362
Leave compensation	430	257
Staff welfare expenses	621	509
<b>Total employee benefit expense</b>	<b>36,674</b>	<b>28,997</b>

\* Certain employees of the Company have been granted share options issued by the parent, viz., Security & Intelligence Service (India) Ltd. The cost of such share options is charged to the Company by the parent and is reimbursed by the Company.

### (b) Unfunded Scheme – Leave obligations

Leave obligations cover the Company's liability for sick and earned leave.

The amount of the provision of INR 1,369 thousands (March 31, 2018: INR 938 thousands) included in Note 17 is presented as current, since the Company does not have an unconditional right to defer settlement of any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave within the next 12 months. The following amount reflects leave that is not expected to be taken within the next 12 months:

Particulars	March 31, 2019	March 31, 2018
Current leave obligation not expected to be settled within next 12 months	1,094	742

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## Unfunded Schemes:

Particulars	March 31, 2019	March 31, 2018
Present value of unfunded obligations	1,369	938
Expenses to be recognized in the statement of profit and loss	430	257
Discount rate (per annum)	6.70%	7.20%
Salary escalation rate (per annum)	8.00%	8.00%

The liability for earned and sick leave is recognised and measured at the present value of the estimated future cash flows to be made in respect of all employees at the reporting date. In determining the present value of the liability, attrition rates and pay increases through promotion and inflation have been taken into account.

### (c) Defined contribution plans

The Company has certain defined contribution plans.

Contributions are made to provident fund for employees at the rate of 12% of the salary (subject to a limit of INR 15,000 salary per month) as per regulations. The contributions are made to a statutory provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual or constructive obligations in this regard.

Further, contributions are made in respect of Employees' State Insurance Scheme, for specified employees, at the rate of 4.75% of the gross pay as per regulations. The contributions are towards medical benefits provided by the Government to the employees. The contributions are made to employees' state insurance authorities administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual or constructive obligations in this regard.

Contributions to provident fund and employees' state insurance scheme are recognized as an expense as they become payable which coincides with the period during which relevant employee services are received. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

The expense recognised during the period towards defined contribution plans is INR 1,488 thousands (March 31, 2018: INR1,292 thousands).

### (d) Defined benefits plans

In accordance with the Payment of Gratuity Act, 1972, the Company provides for a lump sum payment to eligible employees, at retirement or termination of employment based on the last drawn salary and years of employment with the Company. The amount of gratuity payable on retirement/ termination is the employee's last drawn basic salary per month computed proportionately for 15 days salary multiplied by the number of completed years of service, subject to completion of five years of service and other conditions. The payment of gratuity Act, 1972 has been amended during previous year to enhance the gratuity ceiling from INR 1,000 thousand to INR 2,000 thousand. Gratuity Plan is unfunded plan.

The following tables summarises the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

#### Expenditure to be recognized during the year:

Particulars	March 31, 2019	March 31, 2018
Current service cost	430	312
Past service cost	-	1
Interest cost	84	49
<b>Total amount recognised in profit or loss</b>	<b>514</b>	<b>362</b>
Loss / (gain) from changes in financial assumptions	66	(72)
Experience loss / (gain)	(228)	143
<b>Total amount recognised in other comprehensive income</b>	<b>(162)</b>	<b>71</b>

#### Change in present value of defined benefit obligation is summarized below:

Reconciliation of opening and closing balances of Defined Benefit Obligation	March 31, 2019	March 31, 2018
<b>Defined benefit obligation at the beginning of year</b>	<b>1,208</b>	<b>775</b>
Current service cost	430	312
Past service cost	-	1
Interest cost	84	49
Remeasurements	(162)	71
Benefits paid	-	-
<b>Defined benefit obligation at year end</b>	<b>1,560</b>	<b>1,208</b>

The present value of defined benefit obligation relates to active employees only.

The principal assumptions used in determining gratuity and post-employment benefit obligations for the Company's plans are shown below:

#### Principal Assumptions:

Particulars	March 31, 2019	March 31, 2018
Discount rate	6.70%	7.20%
Future salary increase		
- Non-billing / indirect employees	8.00%	8.00%
- Billing /direct employees	8.00%	5.00%
<b>Attrition rate</b>		
<i>Non billing employees</i>		
- Age from 21-30 years	15%	15%
- 31-40	13%	13%
- 41-50	11%	11%
- 51 & above	9%	9%

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A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below:

Assumptions	Discount rate		Future salary increases	
	0.5% increase	0.5% decrease	0.5% increase	0.5% decrease
<b>Sensitivity level</b>				
<b>Impact on defined benefit obligation</b>				
<b>31-Mar-18</b>	(4.18%)	4.51%	4.45%	(4.17%)
<b>31-Mar-19</b>	(4.26%)	4.60%	4.53%	(4.23%)

The above sensitivity analysis are based on a change in assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected credit unit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

## Risk Exposure

Through its defined benefit plans, the Company is exposed to a number of risks, the most significant of which are market volatility, changes in inflation, changes in interest rates, rising longevity, changing economic environment and regulatory changes.

## Defined benefit liability and employer contributions

The weighted average duration of the post-employment benefit plan obligations is 8.86 years (March 31, 2018 – 8.67 years). The expected maturity analysis of undiscounted gratuity benefits is as follows:

	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 Years	Total
<b>March 31, 2018</b>	92	114	391	2,098	<b>2,695</b>
<b>March 31, 2019</b>	138	144	464	2,563	<b>3,309</b>

## 24. Finance costs

Particulars	March 31, 2019	March 31, 2018
Interest and finance charges on financial liabilities not at fair value through profit or loss	24,674	27,279
Bank charges and other finance costs	1,280	1,214
<b>Finance costs expensed in profit or loss</b>	<b>25,954</b>	<b>28,493</b>

## 25. Depreciation and amortization expense

Particulars	March 31, 2019	March 31, 2018
Depreciation on property, plant and equipment (refer note 4)	6,231	2,799
<b>Total depreciation and amortisation expense</b>	<b>6,231</b>	<b>2,799</b>

## 26. Other expenses

Particulars	March 31, 2019	March 31, 2018
Training expenses	96	14
Fuel and lubricants	540	74
Other Direct Operating Cost	32,762	9,865
Selling expenses	504	188
Administrative expenses:		
-Travelling and conveyance	6,379	4,843
-Postage and telephone	2,247	3,240
-Stationary and printing	469	194
-Rent	7,457	5,133
-Rates & taxes	93	267
-Insurance	101	86
-Repairs and maintenance:	393	3
-Payments to auditors (Refer details below)	145	100
-Legal and professional fees	6,962	3,567
-Bad and doubtful debts provided/written off	624	694
-Other administration and general expenses	8,551	8,020
<b>Total other expenses</b>	<b>67,323</b>	<b>36,288</b>

## Payment to Auditors

Particulars	March 31, 2019	March 31, 2018
<b>As auditor:</b>		
Audit fee (including fee for limited review)	145	100
<b>Total payment to auditors</b>	<b>145</b>	<b>100</b>

## 27. Earnings per share (EPS)

A reconciliation of profit for the year and equity shares used in the computation of basic and diluted earnings per equity share is set out below:

Particulars	March 31, 2019	March 31, 2018
<b>Profit attributable to equity holders of the Parent for basic earnings</b>	<b>(26,754)</b>	<b>(12,393)</b>
<b>Profit attributable to equity holders of the Parent adjusted for the effect of dilution</b>	<b>(26,754)</b>	<b>(12,393)</b>
Weighted average number of Equity shares for basic EPS	48,00,000	48,00,000
<b>Effect of dilution:</b>		
<b>Weighted average number of Equity shares adjusted for the effect of dilution</b>	<b>48,00,000</b>	<b>48,00,000</b>
Nominal value of equity shares (INR)	10.00	10.00
<b>Earnings per share</b>		
- Basic (INR)	(5.57)	(2.58)
- Diluted (INR)	(5.57)	(2.58)

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## 28. Commitments and contingencies

### (a) Leases

#### Operating lease commitments — Company as lessee

Operating lease arrangements comprise of office premises and Barracks. All the lease agreements are cancellable with a notice period ranging from 2 months to 6 months. Most leases also provide a renewal clause with an escalation in lease rental which is generally higher than the expected inflation rate.

Particulars	March 31, 2019	March 31, 2018
Minimum Lease Payments:		
- Not later than one year	6,666	6,994
- Later than one year but not later than five years	29,277	28,080
- Later than five years	12,354	28,474

#### Rental expenses relating to operating leases

Particulars	March 31, 2019	March 31, 2018
Total rental expenses relating to operating leases	7,457	5,133

### (b) Capital commitments

The estimated amount of contracts remaining to be executed on capital account (net of capital advance ) and not provided for INR Nil (March 31, 2018: Nil).

### (c) Contingent liabilities

Particulars	March 31, 2019	March 31, 2018
Claims against the Company not acknowledged as debt	30	30

The Company records a liability when it is both probable that a loss has been incurred and the amount can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. The Company reviews these provisions periodically and adjusts these provisions accordingly to reflect the impact of negotiations, settlements, rulings, advice of legal counsel, and updated information. The Company believes that the amount or estimable range of reasonably possible loss, will not, either individually or in the aggregate, have a material adverse effect on its business, financial position, results of the Company, or cash flows with respect to loss contingencies for legal and other contingencies as at March 31, 2019.

The contingent liabilities is related to claims raised by the VAT authorities and which is pending with Department and for which no reliable estimate could be made of the amount of the obligation, are not provided for in the accounts.

## 29. Events occurring after the Balance Sheet Date

There were no significant events that occurred after the balance sheet date.

## 30. Operating segment

Particulars	March 31, 2019	March 31, 2018
Revenue from security services	2,40,198	1,49,605
EBIDTA from security services	(6,388)	15,332

The Company is required to disclose segment information based on the 'management approach' as defined in Ind AS 108- Operating Segments, which in how the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based on the analysis of the various performance indicators. In the case of the Company, the CODM reviews the results of the Company as a whole as the Company is primarily engaged in the business of rendering security services in India. Accordingly, the Company is a single CGU, hence single segment Company. The information as required under Ind AS 108 is available directly from the financial statements, hence no separate disclosures have been made.

## 31. Related party transactions

Holding Companies	Security and Intelligence Services (India) Limited (Holding Company)
Key Management Personnel and their relatives	Mr. Ravindra Kishore Sinha (Director)
	Mr. Rituraj Kishore Sinha (Director)
	Ms. Rita Kishore Sinha (Director)
	Mr. Tapash Chaudhuri (Director)
	Mr. Dhiraj Singh (Director)
	Mr. Brajesh Kumar (Director)
Fellow Subsidiaries (Subsidiary of holding company)	Mr. Chander Mohan Gujral (President)
	Service Master Clean Limited
	Terminix SIS India Private Limited
Person having joint control of, or significant influence over the company	Duster Total Solution Pvt Ltd
Associates / Joint Ventures entities	NIL
	NIL

		Holding Companies	Fellow Subsidiaries	Key management personnel and their relatives	Total
Loan & Advances received/ repaid inward	Mar-19	15,000	-	-	15,000
	Mar-18	42,254	-	-	42,254
Interest Paid	Mar-19	10,240	-	-	10,240
	Mar-18	8,565	-	-	8,565

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		Holding Companies	Fellow Subsidiaries	Key management personnel and their relatives	Total
Financial guarantee received	Mar-19	-	-	-	-
	Mar-18	-	-	-	-
Service charges / Expenses paid	Mar-19	2,898	6,020	-	8,918
	Mar-18	1,214	3,210	-	4,424
Service charges / other Income received	Mar-19	156,366	9,992	-	166,358
	Mar-18	26,252	4,910	-	31,162
Salary & remuneration paid	Mar-19	-	-	2,992	2,992
	Mar-18	-	-	4,640	4,640
Other payables and accruals	Mar-19	3,872	2,920	-	6,792
	Mar-18	-	2,192	-	2,192
Share Capital (Including share premium)	Mar-19	48,000	-	-	48,000
	Mar-18	48,000	-	-	48,000
Loan & Advance Payable	Mar-19	132,649	-	-	134,672
	Mar-18	96,637	-	-	96,637
Financial guarantee received	Mar-19	1,219	-	-	1,219
	Mar-18	2,180	-	-	2,180
Loan & Advance and other receivables	Mar-19	-	1,453	-	1,453
	Mar-18	-	1,570	-	1,570

## Terms and conditions of transactions with related parties

Transactions relating to dividends paid, subscription for new equity shares were on the same terms and conditions that applied to other shareholders.

The sales to, and purchases from, related parties are made on normal commercial terms and conditions and at market rates. Outstanding balances at the year-end are unsecured and carry interest equivalent to market rate, where specified, in terms of the transactions, and settlement occurs in cash. For the year ended March 31, 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (March 31, 2018: INR Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

There is no allowance account for impaired receivables in relation to any outstanding balances, and no expense has been recognised in respect of impaired receivables due from related parties.

## 32. Financial risk management

### General

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables, and financial guarantee contracts. The main purpose of these financial liabilities is to finance the Company's operations and to provide guarantees to support the financing of the operations of its subsidiaries, joint ventures and associates. The Company's principal financial assets include trade and other receivables, cash and cash equivalents that derive directly from its operations, loans, security and other deposits.

The Company's operations expose it to market risk, credit risk and liquidity risk. The Company's focus is to reduce volatility in financial statements while maintaining balance between providing predictability in the Company's business plan along with reasonable participation in market movement. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken.

### Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk mainly comprises currency risk and interest rate risk. Financial instruments affected by market risk include loans and borrowings, loans and deposits given, FVTOCI investments and derivative financial instruments.

### Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates which arises from assets and liabilities denominated in currencies other than the functional currency of the respective entities and foreign currency revenue and cash flows. The Company's exposure to the risk of changes in foreign currency exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a foreign currency) and the Company's net investments in foreign subsidiaries. The Company has limited foreign currency transactions and has limited exposure to foreign currency assets and liabilities resulting in the foreign currency risk being low.

There are no foreign currency denominated financial assets and financial liabilities as at March 31, 2019 and March 31, 2018.

### Interest rate risk

Interest rate risk primarily arises from floating rate borrowing, including various revolving and other lines of credit. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	March 31, 2019	March 31, 2018
Variable rate borrowings:		
- Cash credit	47,493	47,825
- Loans	51,133	88,639
Fixed rate borrowings		
- Others	95,355	96,637
<b>Total borrowings</b>	<b>193,981</b>	<b>233,102</b>

The Company's fixed rate borrowings are carried at amortised cost. They are, therefore, not subject to interest rate risk as defined in Ind-AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

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Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	March 31, 2019	March 31, 2018
Interest rates - increase by 25 basis points *	203	298
Interest rates - decrease by 25 basis points *	(203)	(298)

\*Holding all other variables constant

## Credit risk

Credit risk arises from the possibility that counterparties may not be able to settle their obligations as agreed resulting in a financial loss. The primary exposure to credit risk arises from Trade receivables and Unbilled revenue amounting to INR 72,643 thousand and INR 32,505 thousand respectively as at March 31, 2019 (to INR 99,008 thousand and INR 4,349 thousand respectively as at March 31, 2018). These are unsecured and are managed by the Company through a system of periodically assessing the financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. There is one customer which accounted for more than 10% of the accounts receivable as of March 31, 2019 and March 31, 2018 and revenues for the year ended March 31, 2019 and March 31, 2018. There is no significant concentration of credit risk. The Company uses the ECL method to assess the loss allowance for Trade receivable and Unbilled revenue taking into account primarily the historical trends and analysis of bad debts.

The credit risk for financial assets other than bank balance and trade receivable are considered low.

## Significant estimates and judgements

### Impairment of financial assets

The impairment provision for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history and existing market conditions. The company estimates loss arising on trade receivables as a percentage of sales based on past trends and such loss is directly debited to revenue instead of creating a provision for impairment of receivables.

### Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Surplus funds are invested in bank fixed deposits or used to temporarily reduce the balance of cash credit accounts to optimize interest costs.

### Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting its obligations associated with financial liabilities. The Company consistently generates sufficient cash flows from operations and has access to multiple sources of funding to meet its financial obligations and maintain adequate liquidity for use.

Approximately 13.19% of the company's long-term debt will mature in less than one year at March 31, 2019 (March 31, 2018: 10.27%) based on the carrying value of borrowings reflected in the financial statements. The company has assessed the concentration of risk with respect to refinancing its debt and concluded it to low. The company has access to a sufficient variety of sources of funding and significant portion of short term debt maturing within 12 months can be rolled over with existing lenders. The company believes that it has sufficient working capital and cash accruals to meet its business requirements and other obligation

The table below summarizes the maturity profile of the company's financial liabilities based on contractual undiscounted payments.

#### For year ended March 31, 2019

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings	47,493	9,500	28,500	58,488	50,000	193,981
Other Financial Liabilities	-	1,051	48,102	-	-	49,153
Trade payables	-	79,359	-	-	-	79,359

#### For year ended March 31, 2018

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Borrowings	47,825	4,337	29,293	101,647	50,000	233,102
Other Financial Liabilities	-	2,666	6,620	229	-	17,065
Trade payables	-	38,635	-	-	-	38,635

As a matter of policy, the Company does not carry out any hedging activities.

There have been no default in servicing borrowings and / or breaches in loan covenants.

The entity has the following financial assets which are subject to the impairment requirement of Ind AS 109. On assessment of the future cash flows arising from these assets, the company believe that there is no provision required to be made for impairment losses of these assets except as disclosed in note no 9.

	March 31, 2019	March 31, 2018
Trade Receivable	72,643	99,008
Other Financial Assets	136,450	149,127

## 33. Additional capital disclosures

For the purpose of the Company's capital management, capital includes issued equity capital, share premium, all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise shareholder value and support its strategies and operating requirements. The key objective of the Company's capital management is to ensure that it maintains a stable capital structure with a focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company determines the capital requirement based on annual operating plans and long-term and other strategic investment plans. The funding requirements for the Company's operations are generally met through operating cash flows generated and supplemented by long-term and working capital borrowings from banks.

The Company's objectives when managing capital are to:

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to optimise the cost of capital.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants to which it is subject. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital

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to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is Net Debt divided by EBITDA. The Company defines Net Debt as borrowings less cash and cash equivalents, excluding discontinued operations, but including bank balances and deposits irrespective of their duration / maturity.

Particulars	March 31, 2019	March 31, 2018
Borrowings (refer note 13)	176,633	215,754
Current portion of long-term debt (refer note 13)	17,348	17,348
Less: Cash and cash equivalents (refer note 10) other bank balances and deposits (including margin money)	4,526	5,509
<b>Net Debt</b>	<b>189,455</b>	<b>227,593</b>
<b>EBITDA</b>	<b>(6,388)</b>	<b>15,332</b>
<b>Gearing ratio</b>	<b>(29.65)</b>	<b>14.84</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it simultaneously meets financial covenants attached to its borrowings. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any borrowing in the current period.

## Dividends

The Company declares and pays dividends in Indian rupees. According to the Companies Act, 2013 any dividend should be declared out of accumulated distributable profits. A Company may, before the declaration of any dividend, transfer a percentage of its profits for that financial year as it may consider appropriate to the reserves.

The company has not declared or paid any dividend in the last financial year.

## 34. Going concern

The Company has incurred net losses during the financial year ended March 31, 2019 and in the immediately preceding financial year. However, the assets of the Company exceed the liabilities and, therefore, there are enough tangible and realisable assets to enable the Company to continue its operations uninterrupted. The Company also continues to get access to borrowings from Parent / shareholders. Due to the excess of realisable assets over liabilities and the access to continued funding, the Company is confident of meeting its obligations over the next twelve months and, therefore, the financial statements have been prepared on a going concern basis.

As per our report on even date

**For A. Mitra & Associates**  
Chartered Accountants  
(Firm Regn. No. 5268/C)

**CA. A.K. Mitra**  
(Partner)  
M. No.015230

Place: New Delhi  
Date: April 30, 2019

**For and on behalf of board of directors**

Ravindra Kishore Sinha      Rituraj Kishore Sinha  
Director                              Director  
(DIN: 00945635)                      (DIN: 00477256)