

## **iEnergizer Ltd.**

(“iEnergizer” or the “Company” or the “Group”)

### **ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2018**

iEnergizer, the technology services and media solutions leader for the digital age, reports annual results for the year ended March 31, 2018.

#### **Financial Highlights:**

*Revenue and Profit margin growth sustained through maintenance of key customer relationships and active monitoring of costs across all verticals of the company.*

- Revenue up 6.4% (2017: 4.7%) at \$155.7m (2017: \$146.3m)
- EBITDA up 10.0% (2017: 4.1%) at \$38.6m (2017: \$35.1m)
- Profit before tax (PBT) up 22.5% at \$27.8m (2017: \$22.7m)
- PBT margin increased to 17.7% (2017: 15.4%)
- Reduced net Debt to \$26.0m (2017: \$56.7m)
- Earnings per share \$0.11 (2017: \$0.08)

#### **Operational Highlights:**

*Continued focus on higher margin work in non-voice based processes, content writing, financials, entertainment gaming support, content technology and digital solutions.*

- Multiple new customers were acquired in FY18 across iEnergizer’s business lines; the Business Process Outsourcing segment added five new customers, contributing revenue of \$0.75 million, and the Content Services segment’s top five new customers alone contributed revenue of \$1 million.
- Business Process Outsource (Real Time Processing & Back Office Services) revenue grew 18.2% year on year exceeding our expectations and now accounts for 54.2% of revenues (48.8% in 2017)
- Content Delivery Services was able to maintain an EBITDA margin of 20.4% during the fiscal 2018 despite marginal decline in revenue of 4.7% over fiscal 2017
- Successful simplification of management structure to improve efficiency across the business
- Identification of complementary processes and product lines, to enable deeper end-to-end partnerships with customers

**Marc Vassanelli, Chairman of iEnergizer, commented:**

“I am very pleased to announce that iEnergizer has continued to achieve profitable growth during the year, with a good performance delivered by all of our divisions. These results reflect substantial operational progress made across the business and our ongoing focus on active cost control.

“We have been delighted to secure several new customers across all of our divisions, as well as maintaining and deepening our relationships with our existing key customers. The business has been successful in more fully aligning itself with the market opportunity to take advantage of the rapid evolution in digital technology and solutions, increasingly offering customers a long-term partnership of effective and efficient end-to-end Lifecycle Management solutions.

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## ***Company Overview***

iEnergizer is an AIM listed, independent, integrated software and service pioneer. The Company is a publishing and technology leader, which is set to benefit from the dual disruptive waves of big data and the cloud in the digital age. With its expertise and cutting-edge technology, iEnergizer is uniquely positioned to facilitate the transformation to a digital world and support clients in this transition.

iEnergizer provides services across the entire customer lifecycle and offers a comprehensive suite of Content & Publishing Process Outsourcing Solutions (Content Services) and Customer Management Services (Business Process Outsource) that include Transaction Processing, customer acquisition, customer care, technical support, billing & collections, dispute handling and market research & analytics using various platforms including voice – inbound and outbound, back-office support, online chat, mail room and other business support services.

Our award-winning content and publishing services provide complete, end-to-end solutions for information providers and all businesses involved in content production. Our differentiation is in focusing on solutions and services that enable customers to find new ways to monetize their content assets, measurably improve performance, and increase revenues across their entire operation. From digital product conception, content creation and multichannel distribution, to post-delivery customer and IT support, we align ourselves with our customers as they streamline their operations to maximize cost-efficiencies and improve their ROI while connecting them with new, digitally savvy audiences.

## **Chairman's Statement**

The strong financial performance of iEnergizer in 2018 reflects the outcome of adding several new customers across all verticals, together with continued maintenance of existing key customer relationships, and active monitoring of costs, which resulted in an overall profit (PBT) growth of 22.5%. Our strategy, focused on offering differentiated services, has been designed to ensure long-term value creation for our shareholders.

The underlying businesses in all of our divisions have performed well. The BPO (Real Time Processing & Back Office Services) division posted revenue growth of 18.2%, outperforming expectations as key clients continued to increase workload volumes throughout the year. The Content Services division has been able to maintain the EBITDA margins of 20.4% despite marginal decline in revenue due to lower market demand.

Following our review, the management team now operates with more simplified reporting structures and streamlined management positions. Investments in technology, identification of significant opportunities in complementary processes and diversification into new product lines have put us on a growth path, which is expected to contribute to the profitable growth in coming years.

The overall outsourcing global market continues to expand, but increasingly the functions of outsourcing are changing dramatically. The number of preferred vendors in any given contract is consolidating and the functions outsourced have become increasingly sophisticated. iEnergizer is well positioned to benefit from this trend as an essential long-term-partner that delivers high quality, complex processes. The Company has developed end-to-end Lifecycle Management (LCM) solutions, so that as companies streamline and consolidate their operations, iEnergizer can act as a preferred vendor and single partner who can meet all of these needs while providing maximum cost-efficiencies.

## **The Management**

Through their strength of leadership, our management team has helped iEnergizer grow over the last decade. The entrepreneurial approach has been a true asset to the Company. It has enabled us to identify new markets, customers and product lines in addition to providing high quality service to our existing clients.

I would like to thank each and every one of our colleagues for their hard work and commitment to iEnergizer.

Marc Vassanelli

*Chairman of the Board*

## **Executive Director's Statement**

Overall profitability of the company has considerably improved through addition of new customers together with sustained maintenance of key customer contracts and focus on existing business. Fiscal 2018 has been a year of maintained growth with a positive outlook.

## **Financial Overview**

Revenues grew to \$155.7m (2017: \$146.3m). Profit before taxation grew to \$27.8m (2017: \$22.7m). Growth in profit is primarily on account of maintaining profitable vendor contracts with key customers and effective cost management across all verticals of the company. Further, through repayments, long term Debt of the Company reduced from \$61.1 million to \$46.0 million.

By service line, the BPO (Business Process Outsource) division posted revenue growth of 18.2%, outperforming our own expectations as key clients continued to increase volumes throughout the year. The top five customers across the BPO division together grew revenues 29.1% over fiscal 2017, reflective of both retaining key clients and growing 'wallet share' within key accounts.

Content delivery services maintained its EBITDA margins in excess of 20.0% with the management being able to manage operational costs by active monitoring and effective utilization of resources. The content delivery segment is focusing on existing business by renewing key contracts, entering into more profitable contracts with new clients, and entering into new service lines based on requirements of its clients.

## **Business Review**

We have aligned the Company with the market opportunity to take full advantage of the rapid evolution in digital technology and solutions.

Existing and new business from key customers has contributed to revenue growth. Volumes processed for key customers increased, without notable additional work-force resource, reflective of the opportunity to port expertise from one discipline to another and to utilize technology solutions. Our direct customers include a number of the world's largest publishers, Fortune 500 corporations and professional service providers.

The digital age presents both unprecedented opportunities and challenges to enterprises requiring that companies adapt the way that they do business, and iEnergizer is advantageously positioned to support enterprises to navigate and maximise opportunities from this wider market shift.

iEnergizer's focus is to provide enterprises with an integrated suite of solutions. It enables customers to leverage the opportunities presented by digital-first production; a way to produce exciting and more effective

new content products and forge new revenue streams, and an opportunity to streamline workflows while generating revenue and eliminating expenses. iEnergizer's expertise also helps companies in any industry to apply digital technology to monetize legacy content, produce valuable new product offerings, and increase revenues across their entire operation.

From digital product conception, content creation and multichannel distribution, to post-delivery customer and IT support, we are positioned to work alongside our customers as they streamline their operations to maximise their cost-efficiencies and improve their ROI while connecting them with new, digitally savvy audiences.

We have worked hard to develop our differentiated offering and advantageous market positioning. The Enterprise division of the Content Delivery Services segment continues to offer the greatest long-term opportunity for the Company, of all the Group's divisions. . The sales focus has three clear, concise strategies: to enhance and grow key accounts; to identify and win new business through new customers as well as our existing target accounts; and to cross-sell and generate leads for additional services.

The Company's outsourcing services remain structured around industry-focused Business Process Outsourcing (BPO) services, across its market segments. The verticals served include: Banking Financial Services and Insurance (BFSI); Publishing; Entertainment and Online Video Gaming; Information Technology; Healthcare and Pharmaceuticals.

## **Outlook**

As we look into fiscal 2019 and beyond, we see a sizeable project pipeline, in both enterprise solutions across the group and growth in the content services segment. These relate to our new product launch such as Off-The-Shelf (OTS), combined with continued solid momentum in Business Process Outsource segment. We expect the business to continue to deliver on its strategy, and we continue to keep a close eye on our costs, as the revised structure and new initiatives continue to take effect in the content delivery segment. The operational leverage in the business model enables us to capitalise substantially on revenue growth opportunities presented in the pipeline. With a solid foundation, strong operational execution, new sales initiatives, focused differentiated offerings, a healthy balance sheet, and the substantial opportunities identified, the Board has confidence that the Company is well-set on its growth path as a unique, end-to-end digital solution enabler.

Anil Aggarwal

*Chief Executive Officer and Executive Director*

## **BOARD AND EXECUTIVE MANAGEMENT**

### **Marc Vassanelli (47) – Chairman**

Mr. Vassanelli brings extensive industry knowledge and experience of successfully growing businesses, from established business services (while CFO of ConvergeOne) to media start-ups (during his time as CEO and President of MV3 Ltd). He brings comprehensive expertise in change management, having successfully managed the integration of Equiniti and Xafinity to form Equiniti Group (a \$510m+ revenue UK BPO firm). He also led the turnaround of the \$1.5bn EMEA region of Marsh (a portfolio company of Marsh & McLennan) ahead of becoming the Marsh EMEA CFO. Mr. Vassanelli's previous strategic, operational and financial roles spanning private equity, consulting and banking across multiple industries, will bring invaluable insight and knowledge to the iEnergizer Board. Mr. Vassanelli sits on the audit, remuneration and nomination committees of the Company.

### **Anil Aggarwal (57) – Chief Executive Officer & Executive Director**

Mr. Aggarwal is a first generation entrepreneur and is founder and promoter of iEnergizer. He has promoted and managed several successful businesses in various territories including Barker Shoes Limited in the UK. Mr. Aggarwal is primarily responsible for business development, strategy and overall growth for the company.

### **Richard Day (58)–Chief Financial Officer (non-Board position)**

Mr. Day joined iEnergizer in 2016 and he provides counsel and support on various financial matters including debt assistance. He was a founding partner of institutional stockbroker Arden Partners where he worked from 2002 to 2015 and was Head of Corporate Finance for most of his time there. Prior to this he spent 12 years in corporate finance at Cazenove & Co. Richard is a qualified solicitor having worked with a number of law firms including Simmons & Simmons and Charles Russell.

### **Christopher de Putron (44) - Non Executive Director**

Mr. de Putron is a financial services professional with over 22 years experience in the fiduciary and funds industry in both Guernsey and Bermuda. He is the Managing Director of Jupiter Trustees Limited, a Guernsey based independent fiduciary firm and Jupiter Fund Services Limited a Guernsey based independent fund administration company, and a director of Link Market Services (Guernsey) Limited. Previously he has worked at fiduciary companies in both Guernsey and Bermuda including Rothschild, Bank of Bermuda and HSBC. Mr. de Putron has a business economics degree from the University of Wales and is a member of the Society of Trust and Estate Practitioners. Mr. de Putron sits on the audit, remuneration and nomination committees of the Company.

### **Mark De La Rue (49) - Non-Executive Director**

Mr. De La Rue is a Fellow of the Association of Chartered Certified Accounts (ACCA) and a financial services professional with over 25 years experience in the accounting and fiduciary industries in Guernsey. He is a director of Jupiter Trustees Limited, a Guernsey based independent fiduciary firm and Jupiter Fund Services Limited a Guernsey based independent fund administration company, and a director of Link Market Services (Guernsey) Limited.

## DIRECTORS' REPORT

The Directors present their report and the financial statements of iEnergizer Limited (“the Company”) and its Subsidiaries (collectively the “Group”), which covers the year from 1 April 2017 to 31 March 2018.

### Principal activity and review of the business

The principal activity of the Company is that of providing Content Transformation Services and Business Process Outsourcing Services.

### Results and dividends

The trading results for the year and the Group’s financial position at the end of the year are shown in the attached financial statements. The Directors have recommended payment of a dividend of nil p per share (FY2017 nil p).

### Review of business and future developments

A review of the business and expected future developments of the Company are contained in the Chairman’s statement attached to this report.

### Directors and Directors’ interests

The Directors of the Company during the year are attached to this report.

### Directors remuneration

The Director’s remuneration for the year ended 31 March 2018 was:

Particulars	31 March 2018	31 March 2017
<b>Transactions during the year</b>		
<i>Remuneration paid to directors</i>		
Chris de Putron	13,081	12,798
Mark De La Rue	13,081	12,798
Marc Vassanelli	39,241	38,407

### Directors share option

During the year ended 31 March 2018, no key management personnel have exercised options granted to them.

### Related party contract of significance

The related party transactions are noted in the financial statement.



**Internal control**

The Directors acknowledge their responsibility for the Company's system of internal control and for reviewing its effectiveness. The system of internal control is designed to manage the risk of failure to achieve the Company's strategic objectives. It cannot totally eliminate the risk of failure but will provide reasonable, although not absolute, assurance against material misstatement or loss.

**Going concern**

After making enquiries, the Directors have a reasonable expectation that the Company will have adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

**Directors' responsibilities**

The Directors are responsible for preparing the Directors' reports and consolidated financial statements for each financial year, which give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that year. In preparing those financial statements the Directors are required to:

- Select suitable accounting policies and apply them consistently;
- Make judgments and estimates that are reasonable and prudent;
- State whether International Financial Reporting Standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- Prepare consolidated financial statements on a going concern basis unless it is inappropriate to presume that the Group will continue in business.

The Directors confirm that the financial statements comply with the above requirements.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time, the financial position of the Company and of the Group to enable them to ensure that the financial statements comply with the requirements of the Companies (Guernsey) Law, 2008. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Group's website.

Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

To the best of our knowledge and belief:

- The financial statements have been prepared in accordance with International Financial Reporting Standards;
- The financial statements give a true and fair view of the financial position and results of the Group;

**Auditors**

All of the current Directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's Auditors for the purposes of their audit and to establish that the Auditors are aware of that information. The Directors are not aware of any relevant audit information of which the Auditors are unaware.

On behalf of the board

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*Director*

## **CORPORATE GOVERNANCE**

The Directors recognise the importance of sound corporate governance and intend for the Company to comply with the main provisions of the QCA Guidelines insofar as they are appropriate given the Company's size and stage of development. In maintaining a corporate governance regime, the Company is prepared beyond that required by law for Guernsey companies, again in keeping with the Company's size and stage of development.

### **Board of Directors**

The Board is responsible for the proper management of the Company. The Board comprises of one Executive Director, Anil Aggarwal, and three Non-Executive Directors, Chris de Putron, Mark De La Rue and Marc Vassanelli (Chairman). The resume of the board members is as outlined in the statement attached to this report.

The Executive Director brings knowledge of the Business Process Outsourcing industry, the investment industry and a range of general business skills. The Non-Executive Directors form a number of committees to assist in the governance of the Company. Details are below.

All Directors have access to independent professional advice, at the Company's expense, if and when required.

### **Sub-Committees**

The Board has appointed the three sub-committees outlined below. The sub-committees will meet at least once each year.

### **Audit Committee**

The Audit committee comprises of Marc Vassanelli as chairman and Chris de Putron. The committee is responsible for ensuring that the financial performance of the Company is properly monitored and reported on. The committee is also responsible for meeting with the auditors and reviewing findings of the audit with the external auditor. It is authorised to seek any information it properly requires from any employee and may ask questions of any employee. It will meet the auditors once per year without any members of management being present and is also responsible for considering and making recommendations regarding the identity and remuneration of such auditors.

### **Remuneration Committee**

The Remuneration committee comprises of Marc Vassanelli as chairman and Chris de Putron. The committee will consider and recommend to the Board the framework for the remuneration of the executive directors of the Company and any other senior management. It will further consider and recommend to the Board the total individual package of each executive director including bonuses, incentive payments and share options or other share awards. In addition, subject to existing contractual obligations, it will review the design of all share incentive plans for approval by the Board and the Company's shareholders and, for each such plan, will recommend whether awards are made and, if so, the overall amount of such awards, the individual awards to executive directors and performance targets to be used. No director will be involved in decisions concerning his own remuneration.

### **Nomination Committee**

The Nomination committee comprises Chris de Putron as chairman and Marc Vassanelli. The committee will consider the selection and re-appointment of Directors. It will identify and nominate candidates to all board vacancies and will regularly review the structure, size and composition of the board (including the skills, knowledge and experience) and will make recommendations to the Board with regard to any changes.

### **Share Dealing**

The Company has adopted a share dealing code (based on the Model Code), and the Company will take all proper and reasonable steps to ensure compliance by Directors and relevant employees.

### **The City Code on Takeovers and Mergers**

The Code applies to offers for all listed and unlisted public companies considered by the Panel resident in the UK, the Channel Islands or the Isle of Man. The Panel will normally consider a company to be resident only if it is incorporated in the United Kingdom, the Channel Islands or the Isle of Man and has its place of central management in one of those jurisdictions. Although the Company is incorporated in Guernsey and its place of management is in Guernsey, the Panel considers that the code does not apply to the Company. It is emphasised that although the Ordinary Shares will trade on AIM, the company will not be subject to takeover regulations in the UK; however, certain provisions analogous to parts of the Code in particular the making of mandatory offers have been incorporated into the Articles, which are available on the Company website, [www.ienergizer.com](http://www.ienergizer.com).

### **Disclosure and Transparency Rules**

Majority Shareholdings:

The following persons are directly or indirectly interested (within the mean of Part VI of FSMA and DTR5) in three percent or more of the issued share capital of iEnergizer:

Name	# of Ordinary Shares	% of Issued Share Capital
EICR (Cyprus) Limited	157,196,152	82.68
AXA Investment Managers U.K	10,500,000	5.52
Capital Research Global Investors	7,650,500	4.02
NFU Mutual Investment Services Ltd	6,896,304	3.63

### **Control by Significant Shareholder**

Mr. Anil Aggarwal, through private companies-mainly Geophysical Substrata Ltd. (GSL) and EICR (Cyprus) Limited (EICR), owns a significant percentage of the Company. Mr. Aggarwal could exercise significant influence over certain corporate governance matters requiring shareholder approval, including the election of directors and the approval of significant corporate transactions and other transactions requiring a majority vote.

The Company, Arden Partners (Broker & Nomad), GSL, EICR and Mr. Anil Aggarwal have entered into a relationship agreement to regulate the arrangements between them. The relationship agreement applies for as long as GSL/EICR directly or indirectly holds in excess of thirty per cent of the issued share capital of the Company and the Company's shares remain admitted to trading on AIM. The relationship agreement includes provisions to ensure that:

- i. the Board and its committees are able to carry on their business independently of the individual interests of EICR;
- ii. the constitutional documents of the Company are not changed in such a way which would be inconsistent with the Relationship Agreement;
- iii. all transactions between the Group and EICR (or its affiliates) are on a normal commercial basis and concluded at arm's length;
- iv. EICR shall not:
  - (i) exercise the voting rights attaching to its Ordinary Shares; or
  - (ii) procure that the voting rights attaching to its Ordinary Shares be exercised,

so as (a) to appoint any person who is connected to EICR to the Board if, as a direct consequence of such appointment, the number of persons connected to EICR appointed to the Board would exceed the number of independent Directors appointed to the Board, unless such appointment(s) has been previously approved by the nomination committee of the Board constituted by a majority of independent Directors; or (b) to remove any independent Director from the Board, unless such removal has previously been recommended by a majority of the independent Directors, excluding the

independent Director in question; or (c) to cancel the Admission, unless the cancellation has previously been recommended by a majority of the independent Directors; and

- v. certain restrictions are put in place to prevent interference by the Shareholder with the business of the Company.

## **Independent auditor's report to the members of iEnergizer Limited**

### **Opinion**

#### **Our opinion on the group financial statements is unmodified**

We have audited the Group financial statements of iEnergizer Limited for the year ended 31 March 2018 which comprise the Consolidated Statement of Financial Position, the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows and the notes to the Consolidated Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the Group financial statements:

- give a true and fair view of the state of the Group's affairs as at 31 March 2018 and of the Group's profit for the year then ended;
- are in accordance with IFRSs as adopted by the European Union; and
- comply with The Companies (Guernsey) Law 2008.

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the 'Auditor's responsibilities for the audit of the Group financial statements' section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in Guernsey including the FRC's Ethical Standard as applied to listed entities and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Who we are reporting to**

This report is made solely to the company's members, as a body, in accordance with Section 262 of The Companies (Guernsey) Law, 2008. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the Group financial statements is not appropriate; or
- the directors have not disclosed in the Group financial statements any identified material uncertainties that may cast significant doubt about the Group's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the Group financial statements are authorised for issue.

#### **Overview of our audit approach**

- Overall materiality \$1,243,552, which represents 5% of the company's profit before taxation;
- Key audit matters were identified as
  - a. Revenue recognition
  - b. Employee benefit obligations and expenses understated
  - c. Payment to fictitious employees
  - d. Impairment of goodwill and intangible assets with indefinite useful lives

- We directed our audit procedures on the basis of materiality of each component in the Group structure, performing a comprehensive audit for material components and analytical procedures for other components.

### **Key audit matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Group financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those that had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the Group financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

<b>Key Audit Matter – Group</b>	<b>How the matter was addressed in the audit – Group</b>
<p><b>Revenue Recognition</b></p> <p>Revenue is recognised to the extent that economic benefit will flow to the Group and the revenue can be reliably measured.</p> <p>Revenue is the key driver of the business and judgement is involved in determining when contractual obligations have been performed and to the extent that the right to consideration has been earned. Management’s judgement is also involved in cases related to deferred revenue.</p> <p>There is a risk that revenue may be deliberately overstated as a result of management override resulting from the pressure management may feel to achieve planned results. The management of the Group focuses on revenue as a key performance measure which could create an incentive for revenue to be recognised before the risks and rewards have been transferred. We therefore identified Revenue Recognition as a significant risk and key audit matter.</p>	<p>Our audit work included, but was not restricted to:</p> <ul style="list-style-type: none"> <li>• Walkthroughs of each significant class of revenue transactions and assessing the design effectiveness of key controls;</li> <li>• Verifying the timing of revenue recognition on a sampling basis across revenue streams;</li> <li>• Analytical reviews on revenue recognised to identify any material new revenue streams and customers and to assess whether recognised revenue is in line with the expected level;</li> <li>• Agreeing on a sample basis amounts of revenue to customer contracts and verifying the extent, timing and customer acceptance of goods and services, where relevant.</li> </ul> <p>The Group's accounting policy on Revenue recognition is shown in note 3.3 to the financial statements and related disclosures are included in note 29.</p> <p>Based on our audit procedures we did not identify any evidence of material misstatement in the revenue recognised for the year ended 31 March 2018 in the Group financial statements.</p>
<p><b>Employee benefit obligations and expenses understated</b></p> <p>The Group has the following defined benefits plans:</p> <ol style="list-style-type: none"> <li>1. Gratuity; and</li> </ol>	<p>Our audit work included, but was not restricted to:</p> <ul style="list-style-type: none"> <li>• Walkthrough of management’s process for assessing the valuation of defined benefit plans and other long term benefits and assessing</li> </ul>



**Key Audit Matter – Group****How the matter was addressed in the audit – Group**

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**2. Pension Cost**

The Group also has other long term employee liability in the form of Compensation absences.

The Gross value of the above accruals (net of plan assets) amounts to \$4,901,470.

The valuation of the above plans in accordance with IAS 19 Employee Benefits involves significant judgement and is subject to complex actuarial assumptions. Small variations in those actuarial assumptions can lead to materially different values of the above plans recognised in the Group financial statements.

We therefore identified Valuation of defined benefit plans and other long term benefits as a significant risk, and key audit matters.

the design effectiveness of key controls;

- Testing the accuracy of the underlying data used by the Group's actuaries for the purpose of calculating the scheme liabilities by selecting a sample of employees and agreeing pertinent data such as date of birth, gender, date of joining etc. to underlying records;
- Testing the reasonableness of assumptions used by the Group's actuary for calculation of the scheme liabilities.

The Group's accounting policy on Valuation of Defined benefit plan is shown in note 3.9 to the financial statements and related disclosures are included in note 18.

Based on our audit work, we found the valuation methodologies including inherent actuarial assumptions to be reasonable. From our audit procedures we found that Note 18 appropriately describes the assumptions and estimates and the potential impact on the future periods of revision of these estimates.

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**Payment to Fictitious Employees**

The Group functions in a sector having turnover of employees and has significant expenditure in relation to the employee cost.

We identified a significant risk in relation to payment to fictitious employees and this area was considered to be a key audit matter.

Our audit work included, but was not restricted to:

- Walkthrough of management's process for payment of employee remuneration and assessing the design effectiveness of key controls;
- Analytical review on employee remuneration to assess whether employee remuneration recorded and payment made are in line with the expected level; and
- Verification of employees by selecting a sample and interviewing them agreeing pertinent data by asking identification number issued by the government, date of joining and other personal details.

Based on our audit work performed, we did not identify any payments to fictitious employees nor any related reporting

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**Key Audit Matter – Group****How the matter was addressed in the audit – Group****Impairment of Goodwill and Intangible Assets with indefinite useful lives**

The process of assessing whether an impairment exists under International Accounting Standard (IAS) 36 Impairment of assets is complex. The Group has certain intangible assets having indefinite lives in the form of Goodwill arising from business combination in earlier years, Trademarks and Patents. The management's evaluation of carrying value of these assets involves analysis of Group's cash generating units (CGU) which requires judgement about future performance of CGU's and the discount rates applied to future cash flow projections.

Therefore, we identified impairment of goodwill and intangible assets with indefinite useful lives as a significant and key audit matter.

matters.

Our audit work included, but was not restricted to:

- Walkthrough of management's process for assessing the impairment of goodwill and intangible assets and assessing the design effectiveness of key controls;
- Testing the methodology applied in calculating value in use, using a valuation specialist to ensure compliance with the requirements of IAS 36, Impairment of Assets;
- Testing the mathematical accuracy of management's model and wherein the management sought assistance from external valuer, using a valuation specialist.
- Testing the key underlying assumptions for the financial years ending 31 March 2019 and beyond;
- Challenging management on its cash flow forecast and the implied growth rates for the FY 19 and beyond, considering evidence to support these assumptions;
- Testing the accuracy of the discount rates and long-term growth rates used in forecast where appropriate; and
- Testing the sensitivity analysis performed by management in respect of the key assumptions of discount and growth rates to check sufficient headroom in their calculation.

The Group's accounting policy on Impairment of Goodwill and Intangible Assets is disclosed in Note 3.10 to the financial statements and related disclosures are included in Note 7.

Based on our work, we found that the assumptions made and estimates used in management's assessment of impairment of Goodwill and Intangible Assets with indefinite useful lives are reasonable. From

**Key Audit Matter – Group****How the matter was addressed in the audit – Group**

our audit procedures we found that Note 7 to the financial statements appropriately discloses the assumptions used in arriving at the enterprise value.

**Our application of materiality**

We define materiality as the magnitude of misstatement in the Group financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality in determining the nature, timing and extent of our audit work and in evaluating the results of that work. We determined materiality for the audit of the Group financial statements as a whole to be \$1,243,552 which is 5% of Earning Before Tax. This benchmark is considered the most appropriate because this is a key performance measure used by the Board of directors to report to investors on the financial performance of the Group.

Materiality for the current year is higher than the level that we determined for the year ended 31 March 2017 as a result of increased Earnings Before Tax in the current year.

We use a different level of materiality, performance materiality, to drive the extent of our testing and this was set at 60% of financial statement materiality for the audit of the Group financial statements.

The following figures illustrate how performance materiality interacts with our overall materiality and the tolerance for potential uncorrected misstatements: 60% tolerance for potential uncorrected misstatements and 40% performance materiality.

**An overview of the scope of our audit**

Our audit approach was based on a thorough understanding of the Group's business, its environment and is risk based, and in particular included:

- The Components of the Group were evaluated by the audit team based on measure of materiality considering each as a percentage of Group assets, revenues and profit before taxes, to assess the significance of the component and to determine the planned audit responses;
- We sent detailed audit instructions to our component audit teams in India and Mauritius, included them in audit planning meetings, discussed their risk assessment, attended closing meetings and reviewed their audit working papers.
- To address the audit risks as identified during our planning procedures, we focused our Group audit approach on the basis of entities included in the Group structure. The Parent Company has three subsidiaries, which further has subsidiaries under them. The detailed audit approach has been summarised in table below:

Name of the entity	Location	Place in Group Structure	Audit Approach (Full scope/ Analytical)	Share in Group Assets (in US\$)	Share in Group Revenue (in US\$)	Share in Group Profits (in US\$)
iEnergizer Limited	Guernsey	Parent Company	Full scope	3,706,251	-	12,099,200
Aptara Inc. and its six subsidiary	United States of America	Subsidiary of iEnergizer	Full Scope	138,202,342	32,666,549	(651,978)

Companies	and six Subsidiaries in India	Limited and 6 Subsidiaries of Aptara Inc.				
iEnergizer-Aptara Limited	Mauritius	Subsidiary of iEnergizer Limited	Full scope	18,847,102	44,441,024	3,567,365
iEnergizer-Holdings Limited	Mauritius	Subsidiary of iEnergizer Limited	Full scope	24,959,337	50,716,283	1,686,897
iEnergizer IT Services Private Limited	India	Subsidiary of iEnergizer-Holdings Limited, Mauritius	Full scope	15,969,217	27,880,616	2,094,582
iEnergizer BPO Limited	Mauritius	Subsidiary of iEnergizer-Holdings Limited, Mauritius	Analytical	27,438	-	10,325
iEnergizer Management Services Limited	Hong Kong	Subsidiary of iEnergizer Limited.	Analytical	400,550	-	(2,555)

- The summary of procedures performed for full scope audit and analytical procedures is as below:

Particulars	Share in Group Assets (in %)	Share in Group Revenue (in %)	Share in Group Profits (in %)
Full-scope audit	99.79%	100%	99.96%
Analytical Procedures	0.21%	-	0.04%

#### Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report set out on pages 1 to 16, other than the Group financial statements and our auditor's report thereon. Our opinion on the Group financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the Group 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the Group financial statements or a material misstatement of the

other information. 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.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters in relation to which The Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- proper accounting records have not been kept by the company; or
- the company financial statements are not in agreement with the accounting records; or
- we have not obtained all the information and explanations, which to the best of our knowledge and belief, are necessary for the purposes of our audit.

**Responsibilities of directors for the financial statements**

As explained more fully in the directors' responsibilities statement set out on pages 10 to 12, the directors are responsible for the preparation of the Group financial statements which give a true and fair view in accordance with IFRSs, and for such internal control as the directors determine is necessary to enable the preparation of group financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the Group financial statements, the directors are responsible for assessing the Group'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 the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities for the audit of the group financial statements**

Our objectives are to obtain reasonable assurance about whether the Group 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 ISAs (UK) 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 Group financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities) This description forms part of our auditor's report.

Michael Carpenter

For and on behalf of Grant Thornton Limited  
Chartered Accountants  
St Peter Port, Guernsey, Channel Islands

**Date: 22 June 2018**

# Consolidated Statement of Financial Position

(All amounts in United States Dollars, unless otherwise stated)

	Notes	As at 31 March 2018	As at 31 March 2017
<b>ASSETS</b>			
<b>Non-current</b>			
Goodwill	7	102,265,086	102,265,472
Other intangible assets	8	14,770,468	17,568,948
Property, plant and equipment	9	4,650,688	5,171,994
Long- term financial asset	10	550,534	729,655
Non-current tax assets		1,119,175	1,732,546
Deferred tax asset	11	7,915,205	9,358,439
Other non current assets		-	61,652
<b>Non-current assets</b>		<b>131,271,156</b>	<b>136,888,706</b>
<b>Current</b>			
Trade and other receivables	12	27,346,367	25,108,966
Cash and cash equivalents	13	33,774,536	18,332,480
Short- term financial assets	14	7,674,666	7,018,233
Current tax assets		816,688	819,111
Other current assets	15	2,866,199	3,023,370
<b>Current assets</b>		<b>72,478,456</b>	<b>54,302,160</b>
<b>Total assets</b>		<b>203,749,612</b>	<b>191,190,866</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	27	3,776,175	3,776,175
Share compensation reserve	3.15	63,986	63,986
Additional paid in capital	3.15	15,451,809	15,451,809
Merger reserve	3.15	(1,049,386)	(1,049,386)
Retained earnings	3.15	100,201,260	79,760,048
Other components of equity	3.15	(8,512,552)	(8,512,486)
<b>Total equity attributable to equity holders of the parent</b>		<b>109,931,292</b>	<b>89,490,146</b>

(All amounts in United States Dollars, unless otherwise stated)

	Notes	As at 31 March 2018	As at 31 March 2017
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**Liabilities****Non-current**

Long term borrowings	16	46,038,369	61,071,201
Employee benefit obligations	18	4,200,708	4,488,504
Other non-current liabilities		269,038	377,900
Deferred tax liability	11	7,375,578	5,250,487
<b>Non-current liabilities</b>		<b>57,883,693</b>	<b>71,188,092</b>

**Current**

Short term borrowings	16	402,986	97,955
Trade and other payables	17	13,258,193	8,830,810
Employee benefit obligations	18	700,761	636,546
Current tax liabilities		246,560	302,920
Current portion of long term borrowings	16	13,732,671	13,965,177
Other current liabilities	19	7,593,456	6,679,220
<b>Current liabilities</b>		<b>35,934,627</b>	<b>30,512,628</b>

**Total equity and liabilities**

<b>203,749,612</b>	<b>191,190,866</b>
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*(The accompanying notes are an integral part of the Consolidated Financial Statements)*

*The Consolidated Financial Statements have been approved and authorized for issue by the Board of Directors on 22 June 2018.*

Director

# Consolidated Income Statement

(All amounts in United States Dollars, unless otherwise stated)

	Notes	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Income from operations</b>			
Revenue from services		155,704,472	146,288,057
Other operating income	20	1,200,548	1,067,048
		<b>156,905,020</b>	<b>147,355,105</b>
<b>Cost and expenses</b>			
Outsourced service cost		47,184,729	42,188,327
Employee benefits expense		61,929,493	60,952,032
Depreciation and amortisation		5,070,283	4,864,166
Other expenses		9,376,852	9,913,006
		<b>123,561,357</b>	<b>117,917,531</b>
<b>Operating profit</b>		<b>33,343,663</b>	<b>29,437,574</b>
Finance income	21	601,788	492,874
Finance cost	22	(6,181,696)	(7,291,499)
<b>Profit before tax</b>		<b>27,763,755</b>	<b>22,638,949</b>
Income tax expense	23	7,322,543	7,681,061
<b>Profit for the year attributable to equity holders of the parent</b>		<b>20,441,212</b>	<b>14,957,888</b>
<b>Earnings per share</b>			
	24		
<i>Basic</i>		<i>0.11</i>	<i>0.08</i>
<i>Diluted</i>		<i>0.11</i>	<i>0.08</i>
<i>Par value of each share in GBP</i>		<i>0.01</i>	<i>0.01</i>

(The accompanying notes are an integral part of the Consolidated Financial Statements)



# Consolidated Statement of Comprehensive Income

(All amounts in United States Dollars, unless otherwise stated)

	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>Profit after tax for the year</b>	20,441,212	14,957,888
<b>Other comprehensive income</b>		
<i>Items that will be reclassified subsequently to the consolidated income statement</i>		
Exchange differences on translating foreign operations <b>3.2</b>	(269,138)	1,155,883
<b>Net other comprehensive (loss) that will be reclassified subsequently to consolidated income statement</b>	<b>(269,138)</b>	<b>1,155,883</b>
<i>Items that will not be reclassified subsequently to income statement</i>		
Remeasurement of the net defined benefit liability <b>18</b>	413,957	389,680
Income tax relating to items that will not be reclassified	(144,885)	(136,388)
<b>Net other comprehensive income that will be not be reclassified subsequently to consolidated income statement</b>	<b>269,072</b>	<b>253,292</b>
<b>Other comprehensive income/(loss) for the year</b>	<b>(66)</b>	<b>1,409,175</b>
<b>Total comprehensive income attributable to equity holders</b>	<b>20,441,146</b>	<b>16,367,063</b>

(The accompanying notes are an integral part of the Consolidated Financial Statements)

## Consolidated Statement of Changes in Equity

*(All amounts in United States Dollars, unless otherwise stated)*

	Share capital	Additional Paid in Capital	Share compensation reserve	Merger reserve	Other components of equity		Retained earnings	Total equity
					Foreign currency translation reserve	Net defined benefit liability		
<b>Balance as at 01 April 2016</b>	<b>3,776,175</b>	<b>15,451,809</b>	<b>63,986</b>	<b>(1,049,386)</b>	<b>(10,106,154)</b>	<b>184,493</b>	<b>64,802,160</b>	<b>73,123,083</b>
Profit for the year	-	-	-	-	-	-	14,957,888	<b>14,957,888</b>
Other comprehensive gain/(loss)	-	-	-	-	1,155,883	253,292	-	<b>1,409,175</b>
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,155,883</b>	<b>253,292</b>	<b>14,957,888</b>	<b>16,367,063</b>
<b>Balance as at 31 March 2017</b>	<b>3,776,175</b>	<b>15,451,809</b>	<b>63,986</b>	<b>(1,049,386)</b>	<b>(8,950,271)</b>	<b>437,785</b>	<b>79,760,048</b>	<b>80,490,146</b>

*(The accompanying notes are an integral part of the Consolidated Financial Statements)*

## Consolidated Statement of Changes in Equity

*(All amounts in United States Dollars, unless otherwise stated)*

	Share capital	Additional Paid in Capital	Share compensation reserve	Merger reserve	Other components of equity		Retained earnings	Total equity
					Foreign currency translation reserve	Net defined benefit liability		
<b>Balance as at 01 April 2017</b>	3,776,175	15,451,809	63,986	(1,049,386)	(8,950,271)	437,785	79,760,048	89,490,146
Profit for the year	-	-	-	-	-	-	20,441,212	20,441,212
Other comprehensive gain/(loss)	-	-	-	-	(269,138)	269,072	-	(66)
<b>Total comprehensive income for the period</b>	-	-	-	-	(269,138)	269,072	20,441,212	20,441,146
<b>Balance as at 31 March 2018</b>	3,776,175	15,451,809	63,986	(1,049,386)	(9,219,409)	706,857	100,201,260	109,931,292

*(The accompanying notes are an integral part of the Consolidated Financial Statements)*

# Consolidated Statement of Cash Flows

(All amounts in United States Dollars, unless otherwise stated)

	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>(A) Cash flow from operating activities</b>		
Profit before tax	27,763,755	22,638,950
<b>Adjustments</b>		
Depreciation and amortisation	5,070,283	4,864,166
Loss/(Profit) on disposal of property, plant and equipment	(19,036)	(1,104)
Trade receivables written-off/provision for doubtful debts	3,554	142,828
Provision for doubtful debts written back	-	(83,734)
Sundry balances written back	(338)	(121)
Unrealised foreign exchange (gain)/loss	(312,699)	783,291
Finance income	(601,788)	(492,874)
Finance cost	6,181,696	7,291,499
	<b>38,085,427</b>	<b>35,142,901</b>
<b>Changes in operating assets and liabilities</b>		
Decrease/(Increase) in trade and other receivables	(1,740,999)	273,435
Decrease/(Increase) in other assets (current and non-current)	1,203,680	(422,142)
Increase / (Decrease) Non-current liabilities, trade payables & other current liabilities	4,742,838	(581,763)
Increase in employee benefit obligations	212,088	86,263
<b>Cash generated from operations</b>	<b>42,503,034</b>	<b>34,498,693</b>
Income taxes paid	(3,339,669)	(3,481,570)
<b>Net cash generated from operating activities</b>	<b>39,163,365</b>	<b>31,017,123</b>
<b>(B) Cash flow for investing activities</b>		
Payments for purchase of property plant and equipment	(1,404,573)	(993,490)
Redemption of fixed deposit	1,905,545	2,312,209
Investment in fixed deposit	(3,495,333)	(4,085,679)
Proceeds from disposal of property, plant & equipment	25,143	10,456
Payments for purchase of other intangible assets	(357,658)	(344,545)
Interest received	599,941	489,930
<b>Net cash used in investing activities</b>	<b>(2,726,935)</b>	<b>(2,611,119)</b>
<b>(C) Cash flow from financing activities</b>		

Interest paid	(5,335,231)	(6,358,759)
Repayment of long-term borrowings	(16,111,803)	(13,484,524)
<b>Net cash used in financing activities</b>	<b>(21,447,034)</b>	<b>(19,843,283)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>14,989,396</b>	<b>8,562,721</b>
Cash and cash equivalents at the beginning of the year	18,234,525	9,523,577
Effect of exchange rate changes on cash	147,629	148,227
<b>Cash and cash equivalents at the end of the year</b>	<b>33,371,550</b>	<b>18,234,525</b>
<b>Cash and cash equivalents comprise</b>		
Cash in hand	13,169	10,658
Balances with banks in current account	33,761,367	18,321,822
Bank overdraft	(402,986)	(97,955)
	<b>33,371,550</b>	<b>18,234,525</b>

*(The accompanying notes are an integral part of these Consolidated Financial Statements)*

## Notes to the Consolidated Financial Statements

*(All amounts in United States Dollars, unless otherwise stated)*

### 1. INTRODUCTION

iEnergizer Limited (the ‘Company’ or ‘iEnergizer’) was incorporated in Guernsey on 12 May 2010. It is a ‘Company limited by shares’ and is domiciled in Guernsey. The registered office of the Company is located at Mont Crevelt House, Bulwer Avenue, St. Sampson, Guernsey, GY2 4 LH. iEnergizer was listed on the Alternative Investment Market (‘AIM’) of the London Stock Exchange on 14 September 2010.

iEnergizer through its subsidiaries iEnergizer Holdings Limited, iEnergizer IT Services Private Limited, iEnergizer Management Services Limited, iEnergizer BPO Limited, iEnergizer Aptara Limited and Aptara Inc. and subsidiaries (together the ‘Group’) is engaged in the business of call centre operations, providing business process outsourcing (BPO) and content delivery services to their customers, who are primarily based in the United States of America and India, from its operating offices in Mauritius and India.

### 2. GENERAL INFORMATION AND STATEMENT OF COMPLIANCE WITH IFRS

The consolidated financial statements of the Group for the year ended 31 March 2018 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by European Union (EU) under the historical cost convention on the accrual basis.

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarized below. The consolidated financial statements have been prepared on a going concern basis.

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **3.1 BASIS OF CONSOLIDATION**

The Group's consolidated financial statements include financial statements of iEnergizer Limited, the parent company and all of its subsidiaries for the year ended 31 March 2018. Subsidiaries are entities over which the Group has the power to control. Control exists when the parent has power to control the financial and operating policies of the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. iEnergizer obtains and exercises control through more than half of the voting rights of the entity.

All intra-group balances, transactions, income and expenses including unrealized income or expenses are eliminated in full on consolidation. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

#### **3.2 FOREIGN CURRENCY TRANSLATION**

These consolidated financial statements are presented in USD ('United States Dollar'), which is also the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statement of each entity are measured using that functional currency. The functional currency of each entity has been determined on the basis of the primary economic environment in which each entity of the Group operates.

##### **a. Transactions and balances**

Transactions in foreign currencies are initially recorded by the Group entities at their respective functional currency rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchange ruling at the reporting date and the resultant foreign exchange gain or loss on re-measurement of monetary item or settlement of such transactions are recognized in income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

##### **b. Group companies**

In the Group's consolidated financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than USD (the Group's presentation currency) are translated into USD upon consolidation. The functional currencies of the entities in the Group have remained unchanged during the reporting period.

The assets and liabilities of foreign operations are translated into USD at the rate of exchange prevailing at the reporting date and their consolidated statements of comprehensive income are translated at average exchange rates where this is a reasonable approximation to actual rates during the year. The exchange differences arising on the translation are recognized in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognized in the income statement. Goodwill and fair value adjustments arising on the acquisition of a foreign entity have been treated as assets and liabilities of the foreign entity and translated into USD at the closing rate.

#### **3.3 REVENUE RECOGNITION**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being received. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties. The specific recognition criteria described below must also be met before revenue is recognized.

#### **Rendering of services**

Revenue comprises revenue from call center operations, business process outsourcing and also content process outsourcing solutions. These services are rendered through contractual arrangements entered into with customers by the Group companies.

Revenue from call center operations and business process outsourcing is primarily recognized by reference to hours/ daily basis as the time is incurred.

Content process outsourcing solutions are primarily on fixed price contract basis. In such cases, revenue is recognized when the services have been fully rendered and deemed to be accepted by the customers as the outcome of the related transactions cannot be estimated reliably and it is not probable that the costs incurred will be recovered until accepted by the customer. The associated costs, in this case, are recognized as and when incurred.

Amounts billed, where revenue recognition criteria have not been met are recorded as deferred revenue and are recognized when all the recognition criteria have been met.

#### **Finance income**

Finance income consists of interest income on funds invested. Finance income is recognized as it accrues in the income statement, using the effective interest rate method.

### **3.4 PROPERTY, PLANT AND EQUIPMENT**

Items of plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long term construction projects if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognizes such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in the income statement as incurred.

Assets acquired under finance leases are capitalized as assets by the Group at the lower of the fair value of the leased property or the present value of the related lease payments or where applicable, the estimated fair value of such assets at the inception of the lease. Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

<b>Asset</b>	<b>Useful Life</b>
Computers and data equipment	3 to 6 years
Office equipment	5 years
Furniture and fixtures	10 years
Plant and machinery	6 to 15 years
Air conditioners and generators	6 to 15 years
Vehicles	8 to 10 years

Leasehold improvements are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership of the leased asset by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

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

The assets' useful lives and methods of depreciation are reviewed at each financial year end, and adjusted prospectively, if appropriate.

Advances paid for the acquisition of property, plant and equipment outstanding at the end of reporting period and the cost of property, plant and equipment not put to use before such date are disclosed as 'Capital work-in-progress'.

### **3.5 GOODWILL**

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognized. Goodwill is carried at cost less accumulated impairment losses. The impairment analysis of goodwill is carried out annually at cash generating unit (CGU) level to evaluate whether events or changes have occurred that would suggest an impairment of carrying value.

### **3.6 OTHER INTANGIBLE ASSETS**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is initially recorded at its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and any accumulated impairment losses.

Intangible assets are amortized over their useful economic life on a straight line basis and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Intangibles with definite useful lives are amortized on a straight line basis. The amortization period and the amortization method for an intangible asset are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Gains or losses arising from de-recognition 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 income statement when the asset is derecognized.

Useful lives are reviewed at each reporting date. In addition, intangibles with indefinite useful lives are subject to impairment testing annually. Amortization has been included within 'depreciation and amortization'. The following useful lives are applied:

- Software: 2-5 years
- Customer contracts and relationships: 2-7 years
- Trademark and patents (having indefinite life): Tested for impairment annually

### **3.7 LEASES**

Determination of whether an arrangement is, or contains, a lease is based on the substance of the



arrangement at inception date whether 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.

### **Group as a lessee**

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in the consolidated income statement.

Leased assets are depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in income statement on a straight line basis over the lease term. Rent abatements and escalations are considered in the calculation of minimum lease payments in the Group's capital lease testing and in determining straight line rent expense for operating leases.

### **3.8 ACCOUNTING FOR INCOME TAXES**

Income tax expense recognized in income statement comprise of current and deferred tax. Income tax expense is recognized in income statement except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income respectively. Current tax is the expected tax payable on the taxable income for the year, using tax rates and laws enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred income tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred income tax is not recognized for the following temporary differences:

- (i) the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and
- (ii) Differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.

In addition, deferred tax is not recognized for taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates and laws that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Changes in deferred tax assets or liabilities are recognized as a component of tax income or expense in income statement, except where they relate to items that are recognized in other comprehensive income or directly in equity, in which case the related deferred tax is also recognized in other comprehensive income or equity, respectively.

Deferred tax in respect of undistributed earnings of subsidiaries is recognized except where the Group is able to control the timing of the reversal of the temporary difference and that the temporary difference will not reverse in the foreseeable future.

Deferred tax asset/liability has been recognized for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the unused tax losses and unused tax losses and unused tax credits can be utilized.

### **3.9 POST EMPLOYMENT BENEFITS, SHORT-TERM AND LONG TERM EMPLOYEE BENEFITS AND EMPLOYEE COSTS**

The Group provides post-employment benefits through defined contribution plans as well as defined benefit plans.

#### *Defined contribution plan*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to recognized provident funds and other social securities which are defined contribution plans are recognized as an employee benefit expense in income statement when they are incurred.

#### *Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related actuarial and investment risks fall on the Group.

Liabilities with regard to the defined benefit plans are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Group recognizes the net obligation of a defined benefit plan in its balance sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability/ (asset) are recognized in other comprehensive income. The actual return of the portfolio of plan assets, in excess of the yields computed by applying the discount rate used to measure the defined benefit obligation is recognized in other comprehensive income. The effect of any plan amendments is recognized in net profits in the statement of comprehensive income. The net interest cost, past service cost and current service cost is recognized in income statement.

#### *Short-term benefits*

Short-term benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### *Compensated absences*

Eligible employees are entitled to accumulate compensated absences up to prescribed limits in accordance with the Group's policy and receive cash in lieu thereof. The Group measures the expected cost of accumulating compensated absences as the additional amount that the Group expects to pay/incur as a

result of the unused entitlement that has accumulated at the reporting date. Such measurement is based on actuarial valuation as at the reporting date carried out by a qualified actuary.

### **3.10 IMPAIRMENT TESTING OF FINANCIAL ASSETS, GOODWILL, INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT**

#### *Financial assets*

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired. A financial asset is considered to be impaired if objective evidence indicates that one or more events had a negative effect on the estimated future cash flows of that asset.

An impairment loss, in respect of a financial asset measured at amortized cost is calculated as the difference between its carrying amount, and the present value of the estimated future cash flows discounted at the original effective interest rate.

Individually significant financial assets are tested for impairment on an individual basis. All impairment losses are recognized in income statement. An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognized. For financial assets measured at amortized cost, the reversal is recognized in income statement.

#### *Non-financial assets*

The carrying amounts of the Group's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, the recoverable amount is estimated each year at the same time.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use or its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination is, for the purpose of impairment testing, allocated to cash-generating units that are expected to benefit from the synergies of the combination and represent the lowest level within the Group at which management monitors goodwill.

An impairment loss is recognized if the carrying amount of an asset or the cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognized in income statement. Impairment losses recognized in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

### **3.11 FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognized when it is extinguished, discharged, cancelled or expires.

Financial assets and financial liabilities are measured initially at fair value plus transaction costs, except for financial assets and financial liabilities carried at fair value through income statement, which are measured initially at fair value, excluding transaction costs which are expensed immediately. Financial assets and financial liabilities are measured subsequently as described below.

### **Financial assets**

Non-derivative financial assets consist of investments in equity, trade receivables, certain other assets, cash and cash equivalents.

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- loans and receivables
- financial assets at fair value through income statement

The category determines subsequent measurement and whether any resulting income and expense is recognized in income statement.

All income and expenses relating to financial assets that are recognized in income statement are presented within 'finance costs' or 'finance income'.

Subsequent to initial recognition, non-derivative financial instruments are measured as described below.

#### *Cash and cash equivalents*

Cash and cash equivalents in the consolidated statement of financial position and consolidated statement of cash flow comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less from inception and which are subject to an insignificant risk of changes in value.

#### *Restricted deposits*

Restricted deposits consist of deposits pledged with government authorities for the Group's Indian subsidiaries and deposits restricted as to usage under lien to banks for guarantees given by the Company.

#### *Others*

Other non-derivative financial instruments are measured at amortized cost using the effective interest rate method, less any impairment losses.

The Group holds derivative financial instruments to hedge its foreign currency exposure. The Group does not apply hedge accounting to these instruments.

Derivatives are recognized initially at fair value; transaction costs are recognized in income statement when incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognized in income statement.

## **Financial liabilities**

The Group's financial liabilities include trade and other payables, borrowings and derivative financial instruments. Trade and other payables and borrowings are initially measured at fair value and subsequently measured at amortized cost using effective interest rate method. They are included in the consolidated statement of financial position line items 'long-term borrowings' and 'trade and other payables'.

Financial liabilities are recognized when the Group becomes a party to the contractual agreements of the instrument. All interest related charges is recognized as an expense in "finance cost" in income statement.

### **3.12 OFFSETTING OF FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are offset against each other and the net amount reported in the consolidated statement of financial position only if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

### **3.13 PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions are recognized when present obligations as a result of past events will probably lead to an outflow of economic resources from the Group and they can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive obligation that has resulted from past events.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the end of reporting period, including the risks and uncertainties associated with the present obligation.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the consolidated statement of financial position.

Any reimbursement that the Group can be virtually certain to collect from a third party with respect to the obligation is recognized as a separate asset. However, this asset may not exceed the amount of the related provisions. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate.

### **3.14 BUSINESS COMBINATIONS**

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognizes identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognized in the acquirer's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognized amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum

calculated above, the excess amount (i.e. gain on a bargain purchase) is recognized in income statement immediately.

For common control transactions, not covered under IFRS 3 (revised), the Group applies pooling of interest method. Under a pooling of interests-type method, the acquirer accounts for the combination as follows:

- The assets and liabilities of the acquiree are recorded at book value not fair value (although adjustments should be recorded to achieve uniform accounting policies);
- Intangible assets and contingent liabilities are recognized only to the extent that they were recognized by the acquiree in accordance with applicable IFRS (in particular IAS 38);
- No goodwill is recorded. The difference between the acquirer's cost of investment and the acquiree's equity is presented as a separate reserve within equity on consolidation;
- Any non-controlling interest is measured as a proportionate share of the book values of the related assets and liabilities (as adjusted to achieve uniform accounting policies);
- Any expenses of the combination are written off immediately in the income statement;
- Comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented.

### **3.15 EQUITY**

Share capital is determined using the nominal value of shares that have been issued.

Additional paid-in capital includes any premium received on the issue of share capital. Any transaction costs associated with the issue of shares is deducted from additional paid-in capital, net of any related income tax benefits.

Foreign currency translation differences on translation of foreign operations are included in the currency translation reserve.

Other components of equity include the following:

- Re-measurement of net defined benefit liability – comprises the actuarial losses from changes in actuarial assumptions and the return on plan assets
- translation reserve – comprises foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities into USD

Retained earnings include all current and prior period earnings, as disclosed in the consolidated income statement.

Share compensation reserve includes cumulative share-based remuneration recognized as an expense in consolidated income statement.

The balance on the merger reserve represents excess of the fair value of the consideration paid over the book value of net assets acquired in a common control transaction accounted for using pooling of interest method.

All transactions with owners of the parent are recorded separately within equity.

### **3.16 SHARE BASED PAYMENTS**

The Group operates equity-settled share based plans for one of its directors and a consultant. Where persons are rewarded using share based payments, the fair values of services rendered by director and others are determined indirectly by reference to the fair value of the equity instruments granted, where the fair value of the services received cannot be reliably measured. This fair value is calculated using the Black Scholes model at the respective measurement date. In the case of employees and others providing services, the fair value is

measured at the grant date. The fair value excludes the impact of non-market vesting conditions.

If vesting periods or other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. Estimates are subsequently revised, if there is any indication that the number of share options expected to vest differs from previous estimates and any impact of the change is recorded in the year in which that change occurs.

### **3.17 SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the Group's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these judgments, assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the Group's accounting policies, management has made the following judgments, estimates and assumptions which have the most significant effect on the amounts recognized in the consolidated financial information:

#### *Determination of functional currency of individual entities*

Following the guidance in IAS 21 "The effects of changes in foreign exchange rates" the functional currency of each individual entity is determined by the management based on the currency of the primary economic environment in which the entity operates. The management believes that each of the individual entity's functional currency reflects the transactions, events and conditions under which the entity conducts its business.

#### *Goodwill impairment review*

In assessing goodwill impairment, management makes judgment in identifying the cash-generating units (CGU) to which the goodwill pertains. Management then estimates the recoverable amount of each asset based on expected future cash flows. The recoverable amount of the CGU is determined based on the value-in-use calculations. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable growth and discount rate (see Note 7).

#### *Recognition of deferred tax assets*

The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the Group's future taxable income against which the deferred tax assets can be utilized. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions (see Note 11).

#### *Post-employment benefits*

The cost of defined employee benefit obligations and the present value of these obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions. These include the determination of the discount rate, future salary increases, expected return on plan assets, mortality rates and attrition rates. Due to the complexity of the valuation, the underlying assumptions 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.

In determining the appropriate discount rate, management considers the interest rates of high quality government bonds denominated in the respective currency in which the benefits will be paid, with extrapolated maturities corresponding to the expected duration of the defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases are based on expected future inflation rates for the respective countries and expected future salary

increases for the respective entities. Attrition rate is based on expected future attrition rate for the respective entities. (see Note 18).

*Useful lives of various assets*

Management reviews the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets to the Group. The carrying amounts are analysed in Notes 8 and 9. Actual results, however, may vary due to technical obsolescence.

*Impairment of trade receivables*

As at each reporting date, management makes an estimate of the bad and doubtful trade receivables and records a loss for impairment against the receivables for amounts determined. Though there is a concentration of credit risk with respect to top customers of the Group, management doesn't consider the risk arising from this concentration to be significant considering the credit worthiness of customers. The impairment loss is based solely on an estimate made by management with respect to the recoverability of past due trade receivable (see Note 12).

**4. New and revised standards those are effective for annual period beginning on or after 1 January 2017, which has any impact on the Company.**

**Amendments to IAS-7, 'Statements of Cash Flows'**

Amendments to IAS-7, 'Statements of Cash Flows', effective 1 January 2017, require the Group to provide disclosures about the changes in liabilities from financing activities. The Group categorises those changes into changes arising from cash flows and non-cash changes with further sub-categories as required by IAS 7.

**Amendment to IAS 12 'Income Taxes'**

The amendments in Recognition of Deferred Tax Assets for unrealised loss clarify the following aspects :  
Unrealised losses on debt instruments measured at fair value and measured at cost for tax purposes give rise to a deductible temporary difference regardless of whether the debt instrument's holder expects to recover the carrying amount of the debt instrument by sale or by use.

The carrying amount of an asset does not limit the estimation of probable future taxable profits. Estimates for future taxable profits exclude tax deductions resulting from the reversal of deductible temporary differences.

An entity assesses a deferred tax asset in combination with other deferred tax assets. Where tax law restricts the utilization of tax losses, an entity would assess a deferred tax asset in combination with other deferred assets of the same type.

The amendments are effective for annual periods beginning on or after 1 January 2017. Earlier application is permitted.

**5. STANDARDS, AMENDMENTS AND INTERPRETATIONS TO EXISTING STANDARDS THAT ARE NOT YET EFFECTIVE AND HAVE NOT BEEN ADOPTED BY THE GROUP**

Summarized in the paragraphs below are standards, interpretations or amendments that have been issued prior to the date of approval of these consolidated financial statements and will be applicable for transactions in the Group but are not yet effective. These have not been adopted early by the Group and accordingly, have not been considered in the preparation of the consolidated financial statements of the Group.



Management anticipates that all of these pronouncements will be adopted by the Group in the first accounting period beginning after the effective date of each of the pronouncements. Information on the new standards, interpretations and amendments that are expected to be relevant to the Group's consolidated financial statements is provided below.

• **IFRS 9 *Financial Instruments Classification and Measurement***

In July 2014, the IASB completed its project to replace IAS 39, Financial Instruments: Recognition and Measurement by publishing the final version of IFRS 9: Financial Instruments. IFRS 9 introduces a single approach for the classification and measurement of financial assets according to their cash flow characteristics and the business model they are managed in, and provides a new impairment model based on expected credit losses. IFRS 9 also includes new guidance regarding the application of hedge accounting to better reflect an entity's risk management activities especially with regard to managing non-financial risks. The new standard is effective for annual reporting periods beginning on or after January 1, 2018, while early application is permitted. The management is currently evaluating the impact that this new standard will have on its consolidated financial statements.

• **IFRS 15 *Revenue from contracts with customers***

IFRS 15 supersedes all existing revenue requirements in IFRS (IAS 11 Construction Contracts, IAS 18 Revenue and related interpretations). According to the new standard, revenue is recognized to depict the transfer of promised goods or services to a customer in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. IFRS 15 establishes a five step model that will apply to revenue earned from a contract with a customer (with limited exceptions), regardless of the type of revenue transaction or the industry. Extensive disclosures will be required, including disaggregation of total revenue; information about performance obligation; changes in contract asset and liability account balances between periods and key judgments and estimates. The standard permits the use of either the retrospective or cumulative effect transition method. The effective date for adoption of IFRS is annual period beginning on or after 1 January 2018.

• **IFRS 16 *Leases***

On 13 January 2016, the International Accounting Standards Board issued the final version of IFRS 16, Leases. IFRS 16 will replace the existing leases Standard, IAS 17 Leases, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. The Standard also contains enhanced disclosure requirements for lessees. The effective date for adoption of IFRS 16 is annual periods beginning on or after 1 January 2019, though early adoption is permitted for companies applying IFRS 15 Revenue from Contracts with Customers.

**6. BASIS OF CONSOLIDATION**

**Composition of the Group**

Details of the entities, which as of 31 March 2018 and 31 March 2017 form part of the Group and are consolidated under iEnergizer are as follows:

Name of the entity	Holding company	Country of incorporation	Effective group shareholding (%) as of 31 March 2018 and 31 March 2017
iEnergizer Holdings Limited ('IHL')	iEnergizer	Mauritius	100

Name of the entity	Holding company	Country of incorporation	Effective group shareholding (%) as of 31 March 2018 and 31 March 2017
iEnergizer IT Services Private Limited ('IITS')	IHL	India	100
iEnergizer BPO Limited	IHL	Mauritius	100
iEnergizer Management Services Limited	iEnergizer	Hong Kong	100
Aptara Inc.	iEnergizer	USA	100
Techbooks International Private Limited	Aptara Inc.	India	100
Techbooks Electronic Services Private Limited	Aptara Inc.	India	100
Global Content Transformation Private Limited	Aptara Inc.	India	100
Aptara Learning Private Limited	Aptara Inc.	India	100
Aptara New Media Private Limited	Aptara Inc.	India	100
Aptara Technologies Private Limited	Aptara Inc.	India	100
iEnergizer Aptara Limited	iEnergizer	Mauritius	100

## 7. GOODWILL

The net carrying amount of goodwill can be analysed as follows:

Particulars	Amount
Balance as at 01 April 2016	102,262,760
Impairment loss recognized	-
Translation adjustment	2,712
<b>Balance as at 31 March 2017</b>	<b>102,265,472</b>

  

Particulars	Amount
Balance as at 01 April 2017	102,265,472
Impairment loss recognized	-
Translation adjustment	(386)
<b>Balance as at 31 March 2018</b>	<b>102,265,086</b>

For the purpose of annual impairment testing goodwill is allocated to the following Cash Generating Unit (CGU), which are expected to benefit from the synergies of the business combinations in which the goodwill arises.

Particulars	Amount	Amount
	As at 31 March 2018	As at 31 March 2017
Business process outsourcing - India business unit	130,247	130,633
Content delivery – USA business unit	102,134,839	102,134,839
<b>Goodwill allocation</b>	<b>102,265,086</b>	<b>102,265,472</b>

The recoverable amounts of the CGU were determined based on value-in-use calculations, by applying Free Cash Flow to Firm ('FCFF') method, covering a four year forecast of expected cash flows and the terminal value for the unit's remaining useful lives using the growth rates stated below:

Particulars	Growth rate	Discount rate
	31 March 2018	31 March 2018
Business process outsourcing - India business unit	10.50%	13.45%
Content delivery – USA business unit	9.00%	13.45%

Particulars	Growth rate	Discount rate
	31 March 2017	31 March 2017
Business process outsourcing - India business unit	16.00%	14.13%
Content delivery – USA business unit	12.00%	13.53%

The key assumptions for Content delivery-USA business unit are as follows:

Management considers 'Content Delivery' business as one product line/services and therefore as one group of similar assets for internal management reporting purposes. It is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The goodwill is therefore allocated to this unit and accordingly tested for impairment.

#### **Growth rates**

The forecasted growth rates are based on management estimation derived from past experience, comparable company data and external sources of information available. The Group is expected to continue to grow at the above rates for the foreseeable future as it is getting work from customers on a continued basis rather than one-time work.

#### **Discount rates**

Discount rates reflect management's estimates of the risks specific to the business. The pre-tax discount rates used are based on the weighted average cost of capital of the relevant underlying cash-generating unit.

#### **Cash flow assumptions**

Estimated cash flows for 4 years based on internal management budgets prepared using past experience. Management's key assumptions include stable profit margins, based on past experience in this market. The Group's management believes that this is the best available input for forecasting this mature market. Cash flow projections reflect stable profit margins going forward and prices and wages reflect publicly available forecasts of inflation for the industry.

#### **Terminal value**

Terminal value for the USA business unit is arrived by applying 10.75x multiple to the LTM EBITDA in the last year of the explicit forecast period. This long-term growth rate takes into consideration external macroeconomic sources of data. Such long-term growth rate considered does not exceed that of the relevant business and industry sector.

These assumptions are based on past experience and are consistent with market information.

#### **Sensitivity analysis of key assumptions**

Item	Valuation technique	Key assumptions	Input	Sensitivity to the input to fair value
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Item	Valuation technique	Key assumptions	Input	Sensitivity to the input to fair value
Good will	Free Cash Flow to Firm ('FCFF') method	Growth rate	9.00%	5% increase (decrease) in growth rate would result in increase (decrease) in fair value of the goodwill by \$6.5m (\$4.1m) respectively
		Discount rate	13.45%	5% increase (decrease) in discount rate would result in (decrease) increase in fair value of the goodwill by (\$5.0m) \$5.7m respectively
		H-Model - long term growth rate	2.9%	5% increase (decrease) in terminal value result in increase (decrease) in fair value of the goodwill by \$0.72m(\$0.70m) respectively

*(This space has been left blank intentionally)*

## 8. OTHER INTANGIBLE ASSETS

The other intangible assets comprise of the following:

Particulars	Customer contracts*	Computer software's	Patent	Trade mark	Intangibles under development	Total
<b>Cost</b>						
<b>Balance as at 01 April 2016</b>	24,119,632	2,834,176	100,000	12,000,000	132,490	39,186,298
Additions	-	344,545				344,545
Disposals	-	-	-	-	-	-
Translation adjustment	3,032	62,714	-	-	-	65,746
<b>Balance as at 31 March 2017</b>	<b>24,122,664</b>	<b>3,241,435</b>	<b>100,000</b>	<b>12,000,000</b>	<b>132,490</b>	<b>39,596,589</b>
<b>Accumulated amortisation</b>						
<b>Balance as at 01 April 2016</b>	16,244,652	2,469,926	-	-	132,490	18,847,068
Amortisation/ impairment for the period	2,779,416	336,740	-	-	-	3,116,156
Disposals	-	-	-	-	-	-
Translation adjustment	3,032	61,385	-	-	-	64,417
<b>Balance as at 31 March 2017</b>	<b>19,027,100</b>	<b>2,868,051</b>	<b>-</b>	<b>-</b>	<b>132,490</b>	<b>22,027,641</b>
<b>Carrying values as at 31 March 2017</b>	<b>5,095,564</b>	<b>373,384</b>	<b>100,000</b>	<b>12,000,000</b>	<b>-</b>	<b>17,568,948</b>

\*Customer contracts are intangible assets created for long standing customer relationships content delivery segment. Once the relationship is established the work continues to flow on a year to year basis. The carrying amount of such contracts is USD 5,095,564 and remaining amortization period is 2.8 years.

Particulars	Customer contracts*	Computer softwares	Patent	Trade mark	Intangibles under development	Total
<b>Cost</b>						
<b>Balance as at 01 April 2017</b>	24,122,664	3,241,435	100,000	12,000,000	132,490	39,596,589
Additions	-	357,658				357,658
Disposals	-	-	-	-	-	-
Translation adjustment	(432)	(9,655)	-	-	-	(10,087)
<b>Balance as at 31 March 2018</b>	<b>24,122,232</b>	<b>3,589,438</b>	<b>100,000</b>	<b>12,000,000</b>	<b>132,490</b>	<b>39,944,160</b>
<b>Accumulated amortisation</b>						
<b>Balance as at 01 April 2017</b>	19,027,100	2,868,051	-	-	132,490	22,027,641
Amortisation/ impairment for the period	2,779,416	378,239	-	-	-	3,157,655
Disposals	-	-	-	-	-	-
Translation adjustment	(432)	(11,172)	-	-	-	(11,604)
<b>Balance as at 31 March 2018</b>	<b>21,806,084</b>	<b>3,235,118</b>	<b>-</b>	<b>-</b>	<b>132,490</b>	<b>25,173,692</b>
<b>Carrying values as at 31 March 2018</b>	<b>2,316,148</b>	<b>354,320</b>	<b>100,000</b>	<b>12,000,000</b>	<b>-</b>	<b>14,770,468</b>

\*Customer contracts are intangible assets created for long standing customer relationships content delivery segment. Once the relationship is established the work continues to flow on a year to year basis. The carrying amount of such contracts is USD 2,316,148 and remaining amortization period is 1.8 years.

## Intangible assets with indefinite useful lives

Trademarks relate to Group's branding in publishing industry and are associated with its long standing history in the trade and its working relationship with big publishing houses in the world. It distinguishes the Group in Content delivery segment from competition. The Company has developed a proprietary technology platform, comprising a standardized set of technological tools namely Powersuite, PXE4, PowerLearn, PowerL2X, Power Eye, BaKoMa Plug-in through an extensive research and development initiative which thereby gives the Company an edge over its competitors. The management believes that the Group's branding would continue to contribute towards revenue growth in perpetuity and the value is not expected to diminish in the foreseeable future. Accordingly, the useful lives have been determined to be indefinite.

For the purpose of annual impairment testing trademark and patent is allocated to the 'Content delivery' business of the Company with respect to the US business unit.

The net carrying amount of intangible assets with indefinite lives can be analysed as follows:

<b>Particulars</b>	<b>Amount</b>
Balance as at 01 April 2016	12,100,000
Impairment loss recognized	-
Translation adjustment	-
<b>Balance as at 31 March 2017</b>	<b>12,100,000</b>

  

<b>Particulars</b>	<b>Amount</b>
Balance as at 01 April 2017	12,100,000
Impairment loss recognized	-
Translation adjustment	-
<b>Balance as at 31 March 2018</b>	<b>12,100,000</b>

The recoverable amounts of the CGU was determined based on value-in-use calculations, by applying Free Cash Flow to Firm ('FCFF') method, covering a four year forecast, followed by an extrapolation of expected cash flows for the unit's remaining useful lives. For assumptions used refer Note 7 on Goodwill.

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## 9. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment comprise of the following:

Particulars	Computer and data equipment	Office Equipment	Furniture and fixtures	Air conditioner and generator	Vehicle	Leasehold improvements	Plant and machinery	Total
<b>Cost</b>								
<b>Balance as at 01 April 2016</b>	4,684,624	755,893	1,205,275	261,991	29,864	4,280,712	1,699,737	12,918,096
Additions	643,425	12,848	38,090	90,087	-	27,753	181,286	993,489
Disposals (Net)	(37,704)	(2,133)	-	-	-	-	(10,416)	(50,253)
Translation and other adjustment	(212,049)	94,170	18,028	8,268	317	72,470	304,563	285,767
<b>Balance as at 31 March 2017</b>	<b>5,078,296</b>	<b>860,778</b>	<b>1,261,393</b>	<b>360,346</b>	<b>30,181</b>	<b>4,380,935</b>	<b>2,175,170</b>	<b>14,147,099</b>
<b>Accumulated depreciation</b>								
<b>Balance as at 01 April 2016</b>	<b>3,513,114</b>	<b>378,783</b>	<b>576,751</b>	<b>121,287</b>	<b>24,602</b>	<b>1,474,907</b>	<b>978,994</b>	<b>7,068,438</b>
Depreciation for the year	641,897	140,891	82,509	45,382	4,377	558,727	274,227	1,748,010
Disposals (Net)	(29,306)	(1,718)	-	-	-	-	(9,877)	(40,901)
Translation and other adjustments	(197,446)	66,328	10,684	4,159	310	48,261	267,262	199,558
<b>Balance as at 31 March 2017</b>	<b>3,928,259</b>	<b>584,284</b>	<b>669,944</b>	<b>170,828</b>	<b>29,289</b>	<b>2,081,895</b>	<b>1,510,606</b>	<b>8,975,105</b>
<b>Carrying values as at 31 March 2017</b>	<b>1,150,037</b>	<b>276,494</b>	<b>591,449</b>	<b>189,518</b>	<b>892</b>	<b>2,299,040</b>	<b>664,564</b>	<b>5,171,994</b>



Particulars	Computer and data equipment	Office Equipment	Furniture and fixtures	Air conditioner and generator	Vehicle	Leasehold improvements	Plant and machinery	Capital work in progress	Total
<b>Cost</b>									
<b>Balance as at 01 April 2017</b>	5,078,296	860,778	1,261,393	360,346	30,181	4,380,935	2,175,170	-	14,147,099
Additions	1,100,919	18,077	2,263	22,700	6,930	34,913	96,240	122,531	1,404,573
Disposals (Net)	(48,009)	(2,222)	(12,944)	(3,716)	-	(2,238)	(9,569)	-	(78,698)
Translation and other adjustment	(21,385)	(2,340)	(3,427)	(1,093)	(45)	(13,012)	(5,787)	-	(47,089)
<b>Balance as at 31 March 2018</b>	<b>6,109,821</b>	<b>874,293</b>	<b>1,247,285</b>	<b>378,237</b>	<b>37,066</b>	<b>4,400,598</b>	<b>2,256,054</b>	<b>122,531</b>	<b>15,425,885</b>
<b>Accumulated depreciation</b>									
<b>Balance as at 01 April 2017</b>	<b>3,928,259</b>	<b>584,284</b>	<b>669,944</b>	<b>170,828</b>	<b>29,289</b>	<b>2,081,895</b>	<b>1,510,606</b>	-	<b>8,975,105</b>
Depreciation for the year	918,222	139,744	85,720	39,026	1,534	475,450	252,932	-	1,912,628
Disposals (Net)	(45,243)	(2,222)	(12,944)	(375)	-	(2,238)	(9,569)	-	(72,591)
Translation and other adjustments	(18,714)	(2,502)	(2,363)	(822)	(55)	(9,704)	(5,785)	-	(39,945)
<b>Balance as at 31 March 2018</b>	<b>4,782,524</b>	<b>719,304</b>	<b>740,357</b>	<b>208,657</b>	<b>30,768</b>	<b>2,545,403</b>	<b>1,748,184</b>	-	<b>10,775,197</b>
<b>Carrying values as at 31 March 2018</b>	<b>1,327,297</b>	<b>154,989</b>	<b>506,928</b>	<b>169,580</b>	<b>6,298</b>	<b>1,855,195</b>	<b>507,870</b>	<b>122,531</b>	<b>4,650,688</b>

## 10 LONG TERM FINANCIAL ASSETS

Particulars	31 March 2018	31 March 2017
Security deposits	416,167	639,632
Restricted cash	72,279	27,750
Fixed deposit with banks	62,088	62,273
	<b>550,534</b>	<b>729,655</b>

Security deposits are interest free unsecured deposits placed with owners of the property leased in India to the Group for operations in operating centres. The above security deposits have been discounted to arrive at their fair values at initial recognition using market interest rates applicable in India which approximates 8% per annum. These security deposits have maturity terms of 1-14 years. The management estimates the fair value of these deposits to be not materially different from the amounts recognized in the financial statements at amortized cost at each reporting date.

Restricted cash represents deposits that have been pledged with banks against guarantees issued to tax and other local authorities as security to meet contractual obligations towards other parties along with accrued interest on these deposits which is also inaccessible for use by the Group. These deposits have an average maturity period of more than 12 months from the end of the financial year.

Fixed deposits with banks represents deposits with banks have an average maturity period of more than 12 months from the end of the financial year.

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## 11 DEFERRED TAX ASSETS AND LIABILITIES

Particulars	31 March 2017	Exchange difference on translation of foreign operations	Other amounts recognized in consolidated statement of other comprehensive income	Recognized in consolidated income statement	31 March 2018
<i>Deferred tax assets on account of</i>					
Property, plant and equipment and intangibles	928,915	(2,347)	-	14,142	940,710
Employee benefits	1,149,700	(2,560)	144,885	(117,894)	1,174,131
Net operating losses	9,268,840	-	-	(5,582,367)	3,686,473
Accruals for expenses	778,256	(478)	-	(192,840)	584,938
Unrealized gain/(loss) on derivatives	1,532	-	-	(282)	1,250
Minimum alternate tax	1,218,617	(4,384)	-	94,634	1,308,867
Undistributed earnings of the subsidiaries	2,763,265	-	-	(914,464)	1,848,801

Others	1,126,510	2,848	-	(441,647)	687,711
	<b>17,235,635</b>	<b>(6,921)</b>	<b>144,885</b>	<b>(7,140,718)</b>	<b>10,232,881</b>
<i>Deferred tax liabilities on account of</i>					
Intangibles acquired during business combination	(559,166)	-	-	173,111	(386,055)
Undistributed earnings of the subsidiaries	(12,316,459)	23,032	-	2,989,783	(9,303,644)
Unrealized gain/(loss) on derivatives	(252,058)	(1,283)	-	249,786	(3,555)
	<b>(13,127,683)</b>	<b>21,749</b>	<b>-</b>	<b>3,412,680</b>	<b>(9,693,254)</b>
<b>Total</b>	<b>4,107,952</b>	<b>14,828</b>	<b>144,885</b>	<b>(3,728,038)</b>	<b>539,627</b>

#### **Amounts presented in consolidated statement of financial position**

Deferred tax assets	9,358,439	-	-	-	7,915,205
Deferred tax liabilities	(5,250,487)	-	-	-	(7,375,578)

On 22 December 2017 H.R. 1, originally known as the Tax Cuts and Jobs Act, (the “Tax Act”) was enacted in the United States. The Tax Act reduces Aptara’s (subsidiary company) U.S. federal corporate tax rate to 21.0% effective from 1 January 2018 in accordance with Section 15 of the Internal Revenue Code. It also requires a one-time transition tax on certain un-repatriated earnings of Aptara’s foreign subsidiaries. Of the total tax expense, USD 1,949,333 is attributable to the newly introduced US Tax Act.

The amounts recognized in other comprehensive income relate to exchange differences on translating foreign operations and the remeasurement of net defined benefit liability. Refer consolidated statement of comprehensive income for the income tax relating to these components of other comprehensive income. In assessing the realizability of deferred tax assets, the Company considers the extent to which, it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry-forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment.

Based on this, the Company believes that it is probable that the Company will realize the benefits of these deductible differences. The amount of the deferred tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry-forward period are reduced.

The Company has recognized deferred tax assets of USD 3,686,473 in respect of carry forward losses of its various subsidiaries as at 31 March 2018. Management’s projections of future taxable income and tax planning strategies support the assumption that it is probable that sufficient taxable income will be available to utilize these deferred tax assets.

## **12 TRADE AND OTHER RECEIVABLES**

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
<b>Trade receivables</b>		
Gross value	30,528,923	28,498,413
Less: Provision for bad and doubtful debts	(721,980)	(830,533)
Less: Rebate accrued to the customer during the year	(2,461,485)	(2,559,825)
Net value	27,345,458	25,108,055
<b>Other receivables</b>		
Gross value	68,863	69,067

Less: Provision for bad and doubtful receivables	(67,954)	(68,156)
Net value	909	911
	<b>27,346,367</b>	<b>25,108,966</b>

The trade receivables have been recorded at their respective carrying amounts and are not considered to be materially different from their fair values as these are expected to realize within a short period from the reporting dates. All of the Group's trade and other receivables have been reviewed for indicators of impairment.

Gross value of top five customer balances for the year ended 31 March 2018 amounts to USD 9,574,952 which constitutes 35.01 % (31 March 2017: USD 9,746,500 being 38.82 %) of net trade receivables.

All of the Group's trade and other receivables have been reviewed for indicators of impairment. Certain receivables were found to be impaired and an allowance for credit losses/bad debts of USD 3,554 (31 March 2017: USD 152,582) has been recorded accordingly within other expenses. The impaired receivables are mostly due from parties that are experiencing financial difficulties

The analysis of provision for bad and doubtful debts is as follows:

Particulars	31 March 2018	31 March 2017
<b>Opening balance</b>	830,533	762,041
Provision made during the year	3,554	152,582
Provision reversed	(112,107)	(84,090)
<b>Closing balance</b>	<b>721,980</b>	<b>830,533</b>

The analysis for provision for other receivables is as follows:

Particulars	31 March 2018	31 March 2017
<b>Opening balance</b>	68,156	66,741
Provision made during the year	(202)	1415
Provision utilized	-	-
<b>Closing balance</b>	<b>67,954</b>	<b>68,156</b>

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on actual incurred historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets disclosed in Note 32.

The analysis of rebate accruals is as follow:-

Particulars	31 March 2018	31 March 2017
<b>Opening balance</b>	2,559,825	2,017,398
Less: Rebates utilized during the period	(1,603,557)	(1,001,217)
Add: Rebates provided to customers during the year	1,505,217	1,543,644
<b>Closing balance</b>	<b>2,461,485</b>	<b>2,559,825</b>

### 13 CASH AND CASH EQUIVALENTS

Particulars	31 March 2018	31 March 2017
Cash in hand	13,169	10,658
Cash in current accounts	33,761,367	18,321,822
	<b>33,774,536</b>	<b>18,332,480</b>

## 14 SHORT TERM FINANCIAL ASSETS

Particulars	31 March 2017	31 March 2017
Security deposits	122,122	38,154
Restricted cash	3,037,622	2,939,785
Short term investments (fixed deposits with maturity less than 12 months)	4,461,187	3,013,765
Derivative financial instruments	13,304	978,518
Due from officers and employees	38,225	47,651
Others	2,206	360
	<b>7,674,666</b>	<b>7,018,233</b>

Short term investments comprise of investment through banks in deposits denominated in various currency units bearing fixed rate of interest.

## 15 OTHER CURRENT ASSETS

Particulars	31 March 2018	31 March 2017
Prepayments	2,059,268	1,879,476
Statutory dues recoverable	643,014	914,233
Others	163,917	229,661
	<b>2,866,199</b>	<b>3,023,370</b>

## 16 LONG TERM AND SHORT TERM BORROWINGS

### Long term borrowings

#### *Non-current portion of borrowings*

Particulars	31 March 2018	31 March 2017
Finance lease obligation	193,835	491,457
Term loan*	59,577,205	74,544,921
<b>Total borrowings</b>	<b>59,771,040</b>	<b>75,036,378</b>
Less: Current portion of borrowings		
Finance lease obligation	139,822	289,257
Term loan*	13,592,849	13,675,920
	<b>13,732,671</b>	<b>13,965,177</b>
<b>Non-current portion of borrowings</b>	<b>46,038,369</b>	<b>61,071,201</b>

\* The term loan bears interest at a rate per annum equal to Alternate Base Rate currently at one-month LIBOR plus 6% per annum. Final maturity date of the term loan is 30 April 2019.

The term loan is secured by all the assets of iEnergizer Limited and its subsidiaries Aptara Inc., iEnergizer Holdings Ltd, iEnergizer Aptara Ltd and iEnergizer BPO Ltd.

### Short term borrowings

The short term borrowings comprises a bank overdraft facility amounting to USD 402,986 (Previous year USD 97,955) obtained from the bank. It carries interest at fixed deposit rate plus 2% per annum.

The overdraft limit would be released equivalent to 90% of the fixed deposit amount under lien.

## 17 TRADE AND OTHER PAYABLES

Particulars	31 March 2018	31 March 2017
Due to trade creditors	10,376,195	5,097,618
Other accrued expenses	2,881,998	3,733,192
	<b>13,258,193</b>	<b>8,830,810</b>

## 18 EMPLOYEE BENEFIT OBLIGATIONS

Employee benefits are accrued in the period in which the associated services are rendered by employees of the Group. Employee benefit obligations include the components as follows:

Particulars	31 March 2018			31 March 2017		
	Current	Non-current	Total	Current	Non-current	Total
Provision for gratuity	299,618	2,141,474	2,441,092	278,823	2,240,644	2,519,467
Provision for compensated absences	219,243	1,554,974	1,774,217	187,573	1,663,748	1,851,321
Accrued pension liability	181,900	504,260	686,160	170,150	584,112	754,262
	<b>700,761</b>	<b>4,200,708</b>	<b>4,901,469</b>	<b>636,546</b>	<b>4,488,504</b>	<b>5,125,050</b>

### Gratuity

The Group provides gratuity benefit to its employees working in India. The gratuity plan is a defined benefit plan that, at retirement or termination of employment, provides eligible employees with a lump sum payment, which is a function of the last drawn salary and completed years of service.

### Compensated absences

The Group has accumulating compensated absences policy. The Group measures the expected cost of accumulating compensated absences as the additional amount expected to be paid or availed as a result of the unused entitlement that has accumulated at the end of reporting period.

### Accrued pension

The Group sponsors a non-contributory defined benefit pension plan (the “DB Plan”) covering all full-time employees of one of its subsidiaries meeting specified entry-age requirements. Pension benefits were based upon a formula contained in the DB Plan documents that takes into consideration years of service. The Company’s funding policy is based on actuarial recommended contribution. The actuarial cost method utilized to calculate the present value of benefit obligations is the projected unit credit cost method. The DB Plan assets are held by a bank, as trustee, principally in the form of mutual fund units, money market securities, corporate bonds, and U.S. government securities. The DB Plan has no liabilities.

The defined benefit obligation is calculated annually by an independent actuary using projected unit credit method. Changes in the present value of the defined benefit obligation with respect to gratuity and accrued pension liability are as follows:

*(This space has been left blank intentionally)*

**31 March 2018**

<b>Particulars</b>	<b>Gratuity</b>	<b>Accrued pension</b>
<b>Change in benefit obligation</b>		
Opening value of obligation	2,578,639	2,852,773
Interest expense	177,150	113,737
Current service cost	353,742	-
Past service cost	32,330	-
Benefits paid	(186,853)	(167,818)
Remeasurement - actuarial (gains)/ losses from changes in assumptions	(413,958)	59,099
Translation adjustment	(7,352)	-
<b>Defined benefit obligation at the year end</b>	<b>2,533,698</b>	<b>2,857,791</b>
<b>Fair value of planned assets</b>	<b>(92,606)</b>	<b>(2,171,631)</b>
<b>Defined benefit obligation at the year end (net)</b>	<b>2,441,092</b>	<b>686,160</b>

Expenses related to the Company's defined benefit plans are as follows:

**31 March 2018**

<b>Particulars</b>	<b>Gratuity</b>	<b>Accrued pension</b>
<b>Net benefit obligation</b>		
<b>Amounts recognized in consolidated income statement</b>		
Current service cost	353,741	-
Past service cost	32,330	-
Net interest expense	(256,483)	(65,447)
<b>Expense recognized in consolidated income statement</b>	<b>129,588</b>	<b>(65,447)</b>

*(This space has been left blank intentionally)*

31 March 2017

Particulars	Gratuity	Accrued pension
<b>Change in benefit obligation</b>		
Opening value of obligation	2,546,426	2,963,913
Interest expense	188,463	112,718
Current service cost	357,252	-
Benefits paid	(262,135)	(163,490)
Remeasurement - actuarial (gains)/ losses from changes in assumptions	(304,641)	(60,368)
Translation adjustment	53,274	-
<b>Defined benefit obligation at the year end</b>	<b>2,578,639</b>	<b>2,852,773</b>
<b>Fair value of planned assets</b>	<b>(59,172)</b>	<b>(2,098,511)</b>
<b>Defined benefit obligation at the year end (net)</b>	<b>2,519,467</b>	<b>754,262</b>

Expenses related to the Company's defined benefit plans are as follows:

	31 March 2017	
Particulars	Gratuity	Accrued pension
<b>Net benefit obligation</b>		
<b>Amounts recognized in consolidated income statement</b>		
Current service cost	357,252	-
Net interest expense	188,463	112,718
<b>Expense recognized in consolidated income statement</b>	<b>545,715</b>	<b>112,718</b>

Particulars	31 March 2018	31 March 2017
Current portion of obligation as at the end of the year	700,761	636,546
Non-current portion of obligation as at the end of the year	4,200,708	4,488,504
	<b>4,910,469</b>	<b>5,125,050</b>

The assumptions used in calculation of gratuity obligation are as follows:

Particulars	31 March 2018	31 March 2017
Discount rate	7.6% to 7.8% p.a.	6.7% to 7.3% p.a.
Expected rate of increase in compensation levels	6.0% to 8.0% p.a.	7.0% to 8.0% p.a.
Expected rate of return on plan assets	8.25% p.a.	8.25% p.a.
Retirement age	58 years	58 years
Mortality table	IALM (2006-08)	IALM (2006-08)
Withdrawal rates		
Up to 30 years	3% to 60%	3% to 60%
From 31 to 44 years	2% to 30%	2% to 30%



Above 44 years 1% to 37.5% 1% to 37.5%

Enterprise's best estimate of contribution during the next year amounts to USD 596,324.

The assumptions used in calculation of accrued pension are as follows:

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
Discount rate	3.96%	4.12%
Expected rate of increase in compensation levels	-	-
Expected rate of return on plan assets	7.5%	7.5%
Retirement age	65 years	65 years
Mortality table	RP-2014	RP-2014
Withdrawal rates		
Up to 30 years		
From 31 to 44 years	Refer Note 1	Refer Note 1
Above 44 years		

**Note 1 :** In current year, due to the small size of plan, no turnover was assumed. Prior to 31 March 2018 and 31 March 2017, a withdrawal assumption had been used to reflect an impact of the termination benefit.

Enterprise's best estimate of contribution during the next year amounts to USD 181,900.

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**Plan assets****Gratuity**

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
<b>Opening balance of fair value of plan assets</b>	59,172	41,706
Expected return on plan assets	4,907	3,395
Employer contribution	123,945	148,940
Benefits paid	(91,703)	(135,570)
Actuarial gain/(loss) on plan assets	(3,263)	(743)
Exchange fluctuation	(452)	1,444
<b>Closing balance of fair value of plan assets</b>	<b>92,606</b>	<b>59,172</b>

**Accrued pension**

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
<b>Opening balance of fair value of plan assets</b>	2,098,511	2,063,820
Fair value of asset on acquisition date	-	-
Actual return on plan assets	178,501	174,794
Employer contributions	62,347	23,387
Benefits paid	(167,818)	(163,490)
<b>Closing balance of fair value of plan assets</b>	<b>2,171,631</b>	<b>2,098,511</b>

*(This space has been left blank intentionally)*

Plan assets do not comprise any of the Group's own financial instruments or any assets used by Group companies. The gratuity plan of the Company is administered by TATA AIA Life Insurance Company Ltd. Plan assets for gratuity and pension plans are invested in below category of investments.

Particulars	31 March 2018	31 March 2017
Gratuity:		
<b>Quoted</b>		
-Government bonds	13,963	11,491
- Infrastructure bonds	5,923	9,370
-Corporate bonds	4,208	4,044
<b>Unquoted</b>		
-Commercial paper and deposits	158	1,176
-Cash and cash equivalents	68,112	33,091
-Mutual Funds	242	
Accrued Pension:		
<b>Quoted</b>		
- Equity mutual funds	1,226,403	1,157,050
- Fixed income	881,030	845,204
<b>Unquoted</b>		
- Cash and cash equivalents	64,198	96,257

*(This space has been left blank intentionally)*

The plans expose the Group to actuarial risks such as interest rate risk, investment risk and longevity risk.

**Interest rate risk**

The present value of the defined benefit liability is calculated using a discount rate determined by reference to market yields on high quality corporate bonds and government bonds where there is no deep market for high quality corporate bonds. The estimated term of the bonds is consistent with the estimated term of the defined benefit obligation and it is denominated in functional currencies of respective subsidiaries. A decrease in market yield on high quality corporate bonds and government bonds will increase the Group's defined benefit liability, although it is expected that this would be offset partially by an increase in the fair value of certain of the plan assets.

**Investment risk**

The plan assets at 31 March 2018 are predominantly risk free government securities, money market and mutual funds. The mutual funds are significantly weighted towards international market funds.

**Longevity risk**

The Group is required to provide benefits for life for the members of the defined benefit liability. Increase in the life expectancy of the members will increase the defined benefit liability.

The defined benefit obligation and plan assets are composed by geographical locations as follows:

<b>31 March 2018</b>			
<b>Particulars</b>	<b>US</b>	<b>India</b>	<b>Total</b>
Defined benefit obligation	2,857,791	2,533,698	5,391,489
Fair value of plan assets	(2,171,631)	(92,606)	(2,264,237)
	<b>686,160</b>	<b>2,441,092</b>	<b>3,127,252</b>
<b>31 March 2017</b>			
<b>Particulars</b>	<b>US</b>	<b>India</b>	<b>Total</b>
Defined benefit obligation	2,852,773	2,578,639	5,431,412
Fair value of plan assets	(2,098,511)	(59,172)	(2,157,683)
	<b>754,262</b>	<b>2,519,467</b>	<b>3,273,729</b>

*(This space has been left blank intentionally)*

Amounts recognized in other comprehensive income related to the Group's defined benefit plans are as follows:

<b>Particulars</b>	<b>31 March 2018</b>
Actuarial loss from changes in demographic assumptions	13,118
Actuarial gain from changes in financial assumptions	(334,163)
Actuarial gain from changes in experience adjustments	(92,913)
Return on plan assets (excluding amounts included in net interest)	(135,779)
<b>Total expenses recognized in other comprehensive income</b>	<b>(549,737)</b>

<b>Particulars</b>	<b>31 March 2017</b>
Actuarial loss from changes in demographic assumptions	59,626
Actuarial loss from changes in financial assumptions	(37,942)
Actuarial gain from changes in experience adjustments	(326,326)
Return on plan assets (excluding amounts included in net interest)	(85,038)
<b>Total expenses recognized in other comprehensive income</b>	<b>(389,680)</b>

All the expenses summarized above were included within items that will not be reclassified subsequently to income statement in the statement of other comprehensive income.

#### **Other defined benefit plan information**

The contributions to the defined plans are funded by the Group's subsidiaries. The funding requirements are based on the pension fund's actuarial measurement framework as set out in the funding policies.

Based on historical data, the Group expects contribution of USD 594,639 for Gratuity and USD 181,900 for Accrued Pension to be paid for the financial year 2018-2019.

The weighted average duration of the defined benefit obligation for Gratuity at 31 March 2018 is 6.6 years (31 March 2017 : 6.6 years).

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate and the withdrawal rate. The calculation of the net defined benefit liability is sensitive to these assumptions. The following table summarizes the effects of changes in these actuarial assumptions on the defined benefit liability:

	As at 31 March 2018		As at 31 March 2017	
	Increase by 0.5%	Decrease by 0.5%	Increase by 0.5%	Decrease by 0.5 %
<b>Discount rate for Gratuity</b>				
Increase (decrease) in the defined benefit liability	(82,383)	93,653	(85,176)	95,163

	As at 31 March 2018		As at 31 March 2017	
	Increase by 0.5%	Decrease by 0.5%	Increase by 0.5%	Decrease by 0.5 %
<b>Salary growth rate for Gratuity</b>				
Increase (decrease) in the defined benefit liability	94,210	(83,622)	94,030	(85,741)

As at 31 March 2018

As at 31 March 2017

<b>Discount rate for Accrued Pension</b>	<b>Increase by 0.25%</b>	<b>Decrease by 0.25%</b>	<b>Increase by 0.25%</b>	<b>Decrease by 0.25 %</b>
Increase (decrease) in the defined benefit liability	(500)	(800)	(2,800)	2,800

	<b>As at 31 March 2018</b>		<b>As at 31 March 2017</b>	
<b>Long-term rate of return for Accrued Pension</b>	<b>Increase by 0.5%</b>	<b>Decrease by 0.5%</b>	<b>Increase by 0.5%</b>	<b>Decrease by 0.5 %</b>
Increase (decrease) in the defined benefit liability	(10,000)	10,000	(10,000)	10,000

The present value of the defined benefit obligation calculated with the same method (project unit credit) as the defined benefit obligation recognized in the statement of financial position. The sensitivity analyses are based on a change in one assumption while not changing all other assumptions. This analysis may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in the assumptions would occur in isolation of one another as some of the assumptions may be correlated.

### Defined contribution plans

Apart from being covered under the Gratuity Plan described earlier, employees of the Group also participate in a Provident Fund Plan in India. Contributions paid or payable are recognized as expense in the period in which they are due. During the year ended 31 March 2018, the Group contributed USD 1,420,365 (31 March 2017: 1,349,544) towards the Provident Fund Plan in India.

## 19 OTHER CURRENT LIABILITIES

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
Employee dues	3,769,116	3,798,125
Statutory dues payable	1,224,885	579,788
Unearned revenue	208,352	370,870
Advance from customers	1,331,419	889,253
Others	1,059,684	1,041,184
	<b>7,593,456</b>	<b>6,679,220</b>

## 20 OTHER OPERATING INCOME

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
Foreign exchange gain	312,695	847,789
Profit on sale of fixed assets	19,036	1,104
Excess provision written back	-	83,855
Miscellaneous income	868,817	134,300
	<b>1,200,548</b>	<b>1,067,048</b>

## 21 FINANCE INCOME

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
Interest income on deposit accounts	525,482	413,204
Others	42	6,320
Interest on tax refund	76,264	73,350

**601,788**                      **492,874**

## 22 FINANCE COST

Particulars	31 March 2018	31 March 2017
Interest on borrowings	6,122,815	7,205,924
Interest on finance lease	58,881	75,712
Others	-	9,863
	<b>6,181,696</b>	<b>7,291,499</b>

## 23 INCOME TAXES

Income tax is based on tax rate applicable on income statement in various jurisdictions in which the Group operates. The effective tax at the domestic rates applicable to profits in the country concerned as shown in the reconciliation below have been computed by multiplying the accounting profit with effective tax rate in each jurisdiction in which the Group operates. The entity at Guernsey is zero tax entity.

Tax expense reported in the Consolidated Income Statement for the year ended 31 March 2018 and 31 March 2017 is as follows:

Particulars	31 March 2018	31 March 2017
Current tax expense	3,335,094	3,322,366
Deferred tax expense	3,987,449	4,358,695
<b>Income tax expense included in consolidated income statement</b>	<b>7,322,543</b>	<b>7,681,061</b>

*(This space has been left blank intentionally)*

The relationship between the expected tax expense based on the domestic tax rates for each of the legal entities within the Group and the reported tax expense in income statement is reconciled as follows:

Particulars	31 March 2018	31 March 2017
<b>Accounting profit for the year before tax</b>	<b>27,763,755</b>	<b>22,638,949</b>
Effective tax at the domestic rates applicable to profits in the country concerned	4,321,949	2,329,369
Deferred tax on undistributed earnings	609,641	1,894,493
Recognition of deferred tax assets on carry forward losses*	-	2,804,649
Dividend distribution tax	259,476	91,026
Income not taxable/ expenses not allowed	158,163	132,929
Change in tax rate	133,093	292,148
Change in US Tax laws	1,949,333	-
Others	(109,112)	136,447
<b>Tax expense</b>	<b>7,322,543</b>	<b>7,681,061</b>

\*During the year ended 31 March 2017, Aptara Inc. (subsidiary company) concluded an IRS audit of 2012 tax year.

The settlement resulted in a reduction of the carry forward losses thereby reducing the net Deferred Tax Assets by USD 2,527,403.

## 24 EARNINGS PER SHARE

The calculation of the basic earnings per share is based on the profits attributable to ordinary shareholders divided by the weighted average number of shares in issue during the year.

Calculation of basic and diluted earnings per share for the year ended 31 March 2018 is as follows:

### Basic earnings per share

Particulars	31 March 2018	31 March 2017
Profit attributable to shareholders	20,441,212	14,957,888
Weighted average numbers shares outstanding	190,130,008	190,130,008
Basic earnings per share (USD)	0.11	0.08

### Diluted earnings per share

Particulars	31 March 2018	31 March 2017
Profit attributable to shareholders	20,441,212	14,957,888
Potential ordinary shares	Nil	Nil
Weighted average numbers shares outstanding	190,130,008	190,130,008
Diluted earnings per share (USD)	0.11	0.08

## 25 LEASES

The Group's finance lease payments are due on assets taken on lease for its business operations. The net carrying value of computers and plant and machinery taken on lease as at 31 March 2018 is USD 139,517 (31 March 2017: 226,515).

Particulars	31 March 2018	31 March 2017
Computers and peripherals	28,091	67,971
Office equipment	-	13,086
Plant and machinery	73,570	99,096
Furniture and fixtures	28,255	32,605
Leasehold improvement	9,601	13,757
	<b>139,517</b>	<b>226,515</b>

The minimum lease rent payable for the assets taken on finance leases (included under current and non-current borrowings) are as under:

Payments falling due	Future minimum lease payments outstanding		Interest Implicit		Present value of future lease payments	
	31 March 2018	31 March 2017	31 March 2018	31 March 2017	31 March 2018	31 March 2017
Within 1 year	153,583	333,200	13,762	43,943	139,821	289,257
Later than 1 year but less than 5 years	60,342	221,308	5,290	19,108	55,052	202,201
More than 5 years	-	-	-	-	-	-



The Group's approximate future minimum lease payments under non-cancellable operating leases are as follows:

<b>Payments falling due</b>	<b>Future minimum lease payments outstanding</b>	
	<b>31 March 2018</b>	<b>31 March 2017</b>
Within 1 year	1,138,492	1,576,878
Later than 1 year but less than 5 years	1,819,221	3,128,684
More than 5 years	-	1,036,460

Lease expense for premises taken on lease, recognized as expense in the consolidated income statement for the year ended 31 March 2018 is USD 1,662,560 (31 March 2017: USD 1,694,549). There were no sublease payments or contingent rent payments. Assets held under lease agreements are used exclusively by the Group and sublease of premises are not allowed as a part of the agreements.

## **26 FAIR VALUATION GAIN/ (LOSS) ON DERIVATIVES**

The fair valuation gain on derivatives financial instrument amount to USD 13,304 during the year ended 31 March 2018 (31 March 2017: USD 758,128). The same has been disclosed in line item "Foreign exchange gain" in Note 20 "Other operating income".

## **27 SHARE CAPITAL**

The share capital of iEnergizer consists only of fully paid ordinary shares with a par value of GBP 0.01 per share (previous year GBP 0.01 per share). All shares represent one vote at the shareholder's meeting of iEnergizer Limited and are equally eligible to receive dividends and the repayment of capital.

The total number of shares issued and fully paid up of the company as on each reporting date is summarized as follows:

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
Opening number of shares	190,130,008	190,130,008
Number of shares authorized and issued during the year	-	-
<b>Closing number of shares</b>	<b>190,130,008</b>	<b>190,130,008</b>

*(This space has been left blank intentionally)*

## 28 RELATED PARTY TRANSACTIONS

The related parties for each of the entities in the Group have been summarized in the table below:

<b>Nature of the relationship</b>	<b>Related Party's Name</b>
I. Ultimate controlling party	Mr. Anil Aggarwal
II. Entities directly or indirectly through one or more intermediaries, control, are controlled by, or are under common control with, the reported enterprises	EICR Cyprus Limited ( <i>Parent of iEnergizer Limited</i> )
III. Key management personnel and significant shareholders :	Mr. Anil Aggarwal ( <i>Ultimate Shareholder, EICR Cyprus Limited</i> ) Mr. Chris de Putron ( <i>Director, iEnergizer Limited</i> ) Mr. Marc Vassanelli ( <i>Director, iEnergizer Limited</i> ) Mr. Mark De La Rue ( <i>Director, iEnergizer Limited</i> )

Disclosure of transactions between the Group and related parties and the outstanding balances is as under:

### Transactions with key managerial personnel and their relative

<b>Particulars</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
<b>Transactions during the year</b>		
Short term employee benefits		
<i>Remuneration paid to directors</i>		
Chris de Putron	13,081	12,798
Mark De La Rue	13,081	12,798
Marc Vassanelli	39,241	38,407
<b>Balances at the end of the year</b>		
Total remuneration payable to key managerial personnel	52,492	21,780

## 29 SEGMENT REPORTING

Management currently identifies the Group's two service lines business process outsourcing and content delivery as operating segments on the basis of operations. These operating segments are monitored and operating and strategic decisions are made on the basis of operating segment results.

The Chief Operating Decision Maker ("CODM") evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by operating segments. The Group's reportable segments are as follows:

1. Business Process Outsourcing
2. Content delivery
3. Others

The measurement of each operating segment's revenues, expenses, assets and is consistent with the accounting policies that are used in preparation of the consolidated financial statements. In addition, two

minor operating segments, for which the quantitative thresholds have not been met, are currently combined below under 'Others'.

Segment information can be analysed as follows for the reporting years under review:

31 March 2018

	<b>Business Process Outsource</b>	<b>Content delivery</b>	<b>Others</b>	<b>Total</b>
Revenue from external customers	84,378,693	71,325,779	-	155,704,472
Other income	9,132	883,376	25,071	917,579
Realized Foreign Exchange gain/(loss)	-	492,749	-	492,749
<b>Segment revenue</b>	<b>84,387,825</b>	<b>72,701,904</b>	<b>25,071</b>	<b>157,114,800</b>
Cost of outsourced Services	36,711,581	10,473,148	-	47,184,729
Employee benefit expense	21,487,381	40,442,112	-	61,929,493
Other expenses	1,988,602	6,956,989	431,261	9,376,852
<b>Earning before interest, tax, depreciation and amortization</b>	<b>24,200,261</b>	<b>14,829,655</b>	<b>(406,190)</b>	<b>38,623,726</b>
Unrealized Foreign Exchange gain/(loss)	-	(209,780)	-	(209,780)
Depreciation and amortisation	1,050,272	4,020,011	-	5,070,283
<b>Segment operating profit</b>	<b>23,149,989</b>	<b>10,599,864</b>	<b>(406,190)</b>	<b>33,343,663</b>
<b>Other income/expense :</b>				
Finance income	299,857	293,938	7,993	601,788
Finance costs	60,880	2,532,708	3,588,108	6,181,696
<b>Profit before tax</b>	<b>23,388,966</b>	<b>8,361,094</b>	<b>(3,986,305)</b>	<b>27,763,755</b>
Income tax expense	1,830,165	5,492,378	-	7,322,543
<b>Profit after tax</b>	<b>21,558,801</b>	<b>2,868,716</b>	<b>(3,986,306)</b>	<b>20,441,212</b>
Segment assets	41,516,866	81,573,329	80,659,417	203,749,612
Segment liabilities	16,533,485	50,741,940	26,542,895	93,818,320
Capital expenditure	918,664	843,567	-	1,762,231

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31 March 2017

	<b>Business Process Outsource</b>	<b>Content delivery</b>	<b>Others</b>	<b>Total</b>
Revenue from external customers	71,393,813	74,894,244	-	146,288,057
Other income	191,842	28,131	-	219,973
Realized Foreign Exchange gain/(loss)	-	1,630,370	-	1,630,370
<b>Segment revenue</b>	<b>71,585,655</b>	<b>76,552,745</b>	<b>-</b>	<b>148,138,400</b>
Cost of outsourced Services	31,043,496	11,144,831	-	42,188,327
Employee benefit expense	20,187,666	40,764,366	-	60,952,032
Other expenses	2,009,881	7,558,216	344,909	9,913,006
<b>Earning before interest, tax, depreciation and amortisation</b>	<b>18,344,612</b>	<b>17,085,332</b>	<b>(344,909)</b>	<b>35,085,035</b>
Unrealized Foreign Exchange gain/(loss)	-	(783,295)	-	(783,295)
Depreciation and amortisation	769,021	4,095,145	-	4,864,166
<b>Segment operating profit</b>	<b>17,575,591</b>	<b>12,206,892</b>	<b>(344,909)</b>	<b>29,437,574</b>
<b>Other income/expense :</b>				
Finance income	183,105	309,754	14	492,873
Finance costs	77,843	3,060,165	4,153,491	7,291,499
<b>Profit before tax</b>	<b>17,680,853</b>	<b>9,456,481</b>	<b>(4,498,386)</b>	<b>22,638,948</b>
Income tax expense	1,628,520	6,052,541	-	7,681,061
<b>Profit after tax</b>	<b>16,052,333</b>	<b>3,403,940</b>	<b>(4,498,386)</b>	<b>14,957,887</b>
Segment assets	28,903,932	84,745,592	77,579,319	191,228,843
Segment liabilities	10,442,454	57,347,734	33,841,054	101,631,242
Capital expenditure	822,915	515,120	-	1,338,035

*(This space has been left blank intentionally)*

The Group's revenues from external customers and its non-current assets (other than financial instruments, investments accounted for using the equity method, deferred tax assets and post-employment benefit assets) are divided into the following geographical areas:

Location	Revenue	Non-current assets	Revenue	Non-current assets
	31 March 2018	31 March 2018	31 March 2017	31 March 2017
United Kingdom	8,755,507	13	8,279,901	13
India	28,392,129	8,158,349	26,408,696	8,882,662
USA	112,435,729	112,350,105	104,209,639	113,065,758
Rest of the world	6,121,107	1,728,309	7,389,821	3,787,637
<b>Total</b>	<b>155,704,472</b>	<b>122,236,776</b>	<b>146,288,057</b>	<b>125,736,070</b>

Revenues from external customers in United Kingdom, as well as its major markets, India and the USA have been identified on the basis of the internal reporting systems.

In year ended 31 March 2018, revenue from one customer (31 March 2017: two customers) amounted to 10% or more of consolidated revenue during the year presented.

		31 March 2018
Revenue from	Segment	Amount
Customer 1	Business process outsource	16,998,301

		31 March 2017
Revenue from	Segment	Amount
Customer 1	Content delivery	17,382,738
Customer 2	Business process outsource	17,142,680

From the financial year 2017-18, Chief operating officer (CODM) reviews the business results in two major segments to make decisions about resources to be allocated and for assessing the performance of segments which are namely Content delivery services and Business process outsourcing (inclusive of real time operations). Till financial year 2016-17, real time operations were viewed as a separate segment which has now been merged with business process outsourcing on account of similar nature of business operations just differentiating geographically.

### 30 FINANCIAL ASSETS AND LIABILITIES

Carrying amounts of assets and liabilities presented in the statement of financial position relates to the following categories of assets and liabilities:

<b>Financial assets</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
<b>Non-current assets</b>		
<i>Loans and receivables</i>		
Security deposits	416,167	639,632
Restricted cash	72,279	27,750
Fixed deposits with banks	62,088	62,273
<b>Current assets</b>	-	-
<i>Loans and receivables</i>	-	-
Trade receivables	27,346,367	25,108,966
Cash and cash equivalents	33,774,536	18,332,480
Restricted cash	3,037,622	2,939,785
Security deposits	122,122	38,154
Fixed deposits with banks	4,461,187	3,013,765
Due from officers and employees	38,225	47,651
Other short term financial assets	2,206	360
<i>Fair value through profit and loss:</i>		
Derivative financial instruments	13,304	978,518
	<b>69,346,103</b>	<b>51,189,334</b>

<b>Financial liabilities</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
<b>Non-current liabilities</b>		
<i>Financial liabilities measured at amortized cost:</i>		
Long term borrowings	46,038,369	61,071,201
<b>Current liabilities</b>		
<i>Financial liabilities measured at amortized cost:</i>		
Short term borrowings	402,986	97,955
Trade payables	13,258,193	8,830,810
Current portion of long term borrowings	13,732,671	13,965,177
Other current liabilities	7,593,456	6,679,220
	<b>81,025,675</b>	<b>90,644,363</b>

These non-current financial assets and liabilities, current financial assets and liabilities have been recorded at their respective carrying amounts as the management considers the fair values to be not materially different from their carrying amounts recognized in the statement of financial positions. Derivative financial instruments, recorded at fair value through profit and loss, are recorded at their respective fair values on the reporting dates.

### 31 COMMITMENT AND CONTINGENCIES

At 31 March 2018 and 31 March 2017, the Group had capital commitment of USD 14,810 and USD 83,742 respectively for acquisition of property, plant and equipment.

The contingent liability in respect of claims filed by erstwhile employees against the group companies amounts to USD 125,336 and USD 86,255 as on 31 March 2018 and 31 March 2017 respectively and in respect of interest on VAT amounts to USD 10,755 as on 31 March 2018 (USD 10,787 as on 31 March 2017).

The contingent liability in respect of bonus based on pending litigations at various jurisdictions amounting of USD 249,903 (USD 249,903 as on 31 March 2017).

Guarantees: As at 31 March 2018 and 31 March 2017, guarantees provided by banks on behalf of the group companies to the revenue authorities and certain other agencies, amount to approximately USD 82,036 and USD 29,747 respectively.

## **32 RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to raise finances for the Group's operations. The Group has trade and other receivables, other financial assets and cash and bank balances.

The Group is exposed to market risk, credit risk and liquidity risk.

### **MARKET RISK**

Market risk is the risk that changes in market prices will have an effect on Group's income or value of the financial assets and liabilities. The Group's financial instruments affected by market risk include trade and other receivables, other financial assets, borrowings and trade and other payables.

The sensitivity analyses in the following sections relate to the position as at 31 March 2018. The analyses exclude the impact of movements in market variables on the carrying value of assets and liabilities other than financial assets and liabilities. The sensitivity of the relevant consolidated income statement is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2018.

#### **Interest rate sensitivity**

Interest rate risk primarily arises from floating rate borrowings. As of 31 March 2018, substantially all of our borrowings were subject to floating interest rates, which reset at short intervals. If interest rates were to increase by 1% from 31 March 2018, additional net annual interest expense on our floating rate borrowing would amount to approximately USD 601,969.

#### **Price risk sensitivity**

The Group does not have any financial asset or liability exposed to price risk as at reporting date.

#### **Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group renders services primarily to customers located in United States including those rendered by its Indian entities. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the trades receivable in USD on account of contracts for rendering the services. The Group entity has fixed rate forward contracts that are obtained to manage the foreign

currency risk in USD denominated trade receivables. Such contracts are taken considering overall receivable position and related expense and are not speculative in nature.

Net short term exposure in USD equivalents of foreign currency denominated financial assets and liabilities at each reporting date are as follows:

<b>Currency</b>	<b>USD</b>	<b>USD</b>	<b>USD</b>	<b>USD</b>
<b>Foreign currency</b>	<b>AUD</b>	<b>GBP</b>	<b>EURO</b>	<b>SGD</b>
<b>31 March 2018</b>				
Financial assets	67,057	1,139,054	170,122	37,815
Financial liabilities	(1,866)	(6,272)	-	-
<b>Net short term exposure</b>	<b>65,191</b>	<b>1,132,782</b>	<b>170,122</b>	<b>37,815</b>

<b>Currency</b>	<b>USD</b>	<b>USD</b>	<b>USD</b>	<b>USD</b>
<b>Foreign currency</b>	<b>AUD</b>	<b>GBP</b>	<b>EURO</b>	<b>SGD</b>
<b>31 March 2017</b>				
Financial assets	67,105	848,934	151,319	37,815
Financial liabilities	(7,229)	(4,641)	-	-
<b>Net short term exposure</b>	<b>59,876</b>	<b>844,293</b>	<b>151,319</b>	<b>37,815</b>

In computing the below sensitivity analysis, the management has assumed the following % movement between various foreign currencies and the underlying functional currency:

<b>Functional currency</b>	<b>31 March 2018</b>	<b>31 March 2017</b>
AUD	+0.45%	+0.32%
GBP	+10.86%	+13.00%
EUR	+13.30%	+6.00%
SGD	+6.08%	+4.00%

The following table details Group's sensitivity to appreciation or depreciation in functional currency vis-a-vis the currency in which the foreign currency financial assets and liabilities are denominated:

<b>Currency</b>	<b>USD</b>	<b>USD</b>	<b>USD</b>	<b>USD</b>
<b>Foreign currency</b>	<b>AUD</b>	<b>GBP</b>	<b>EURO</b>	<b>SGD</b>
<b>31 March 2018</b>	(226)	(172,411)	(27,878)	(1752)
<b>31 March 2017</b>	192	97,705	(9,537)	(1,380)

If the functional currency of the Company had weakened with respect to various currencies by the percentages mentioned above, for years ended 31 March 2018 and 2017 then the effect will be change in profit and equity for the year by USD 227,672 (31 March 2017: USD 86,980). If the functional currency had strengthened with respect to the various currencies, there would be an equal and opposite impact on profit and equity for each year.

## **CREDIT RISK**



Credit risk arises from debtors' inability to make payment of their obligations to the Group as they become due; and by non-compliance by the counterparties in transactions in cash, which is limited, to balances deposited in banks and accounts receivable at the respective reporting dates. The Group is not exposed to any significant credit risk on other financial assets and balances with banks. Further analysis for each category is detailed below:

### Trade receivables

In case of trade receivables, its customers are given a credit period of 30 to 75 days and the customers do not generally default and make payments on time. and other receivables are immediately recoverable.

Gross value of top five customers for the year ended 31 March 2018 are USD 9,574,952 being 35.01% (31 March 2017 USD 9,746,500 being 38.82%) of net trade receivables. An analysis of age of trade receivables past due net of impairment at each reporting date is summarized as follows:

<b>Particulars</b>	<b>31 March 2018</b>
Not past due	18,813,234
Past due less than three months	7,415,924
Past due more than three months but not more than six months	237,560
Past due more than six months but not more than one year	766,420
More than one year	113,229
<b>Total</b>	<b>27,346,367</b>

<b>Particulars</b>	<b>31 March 2017</b>
Not past due	17,185,648
Past due less than three months	6,966,037
Past due more than three months but not more than six months	770,989
Past due more than six months but not more than one year	21,570
More than one year	164,722
<b>Total</b>	<b>25,108,966</b>

### Other financial assets

In case of other financial assets, all the current balances are recoverable on demand while the non-current balances are primarily on account of security deposits given for buildings take on lease. The maximum exposure to the Group in case of security deposits paid under long-term arrangements is given in note below.

The maximum exposure to credit risk in other financial assets is summarized as follows:	31 March 2018	31 March 2017
Security deposits	538,289	677,786
Restricted cash	3,109,901	2,967,535
Cash and cash equivalents	33,774,536	18,332,480
Short term investments	4,523,275	3,076,038
Due from officers and employees	38,225	47,651
Derivative financial instruments	13,304	978,518
Other current assets	2,206	360
<b>Total</b>	<b>41,999,736</b>	<b>26,080,368</b>

Cash and cash equivalents are held with reputable banks. The maximum exposure to credit risk is in the items stated in Note 13. The management considers the credit quality of deposits with such banks to be good and reviews the banking relationships on an ongoing basis.

The Group's maximum exposure to credit risk arising from the Group's trade and other receivables and other financial assets at the respective reporting dates is represented by the carrying value of each of these assets.

Credit risk concentrations exist when changes in economic, industrial or geographic factors take place, affecting in the same manner the Group's counterparties whose added risk exposure is significant to the Group's total credit exposure.

### LIQUIDITY RISK

Liquidity needs of the Group are monitored on the basis of future cash flow projections. The Group manages its liquidity needs by continuously monitoring cash flows from customers and by maintaining adequate cash and cash equivalents and short terms investments. Net cash requirements are compared to available cash in order to determine any shortfalls.

Short terms liquidity requirements comprise mainly of sundry creditors, expense payable, and employee dues arising during normal course of business as on each reporting date. The Group maintains a minimum of sixty days of short term liquidity requirements in cash and cash equivalents. Long term liquidity requirement is assessed by the management on periodical basis and is managed through internal accruals and through the management's ability to negotiate borrowing facilities. Derivative financial instruments reflect forward exchange contracts that will be settled on a gross basis.

As at 31 March 2018, the Group's financial liabilities having contractual maturities (including interest payments where applicable) are summarized as follows:

<b>31 March 2018</b>	<b>Current</b>		<b>Non- current</b>
<b>Financial liabilities</b>	Due within 60 days	Due in 61 days to 365 days	Due in more than 1 year but not later than 5 years
Trade payables	7,523,316	2,849,968	2,911
Expenses payable	1,979,596	495,706	406,696
Borrowings	60,578	13,671,054	46,039,408
Employee dues	3,769,116	-	-
Bank overdraft	402,986	-	-
<b>Total</b>	<b>13,735,592</b>	<b>17,016,728</b>	<b>46,449,015</b>

As at 31 March 2017, the Group's financial liabilities having contractual maturities (including interest payments where applicable) are summarized as follows:

<b>31 March 2017</b>	<b>Current</b>		<b>Non- current</b>
<b>Financial liabilities</b>	Due within 60 days	Due in 61 days to 365 days	Due in more than 1 year but not later than 5 years
Trade payables	3,804,775	875,682	417,160
Expenses payable	2,233,848	1,038,969	460,375
Borrowings	1,453,803	18,571,946	65,763,656
Employee dues	2,846,580	590,321	361,223
Bank overdraft	97,955	-	-
<b>Total</b>	<b>10,436,961</b>	<b>21,076,918</b>	<b>67,002,414</b>

### 33 FAIR VALUE HIERARCHY

**Level 1** – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**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).

**Level 3** – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 1 and 3 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

31 March 2018	Total (Notional amount)	Fair value measurements at reporting date using
		Level 2
<b>Liabilities</b>		
<i>Derivative instruments</i>		
Forward contracts (currency – USD/INR)	14,000,000	13,304

31 March 2017	Total (Notional amount)	Fair value measurements at reporting date using
		Level 2
<b>Assets</b>		
<i>Derivative instruments</i>		
Forward contracts (currency – USD/INR)	15,625,000	978,518

The Group's foreign currency forward contracts are not traded in active markets. These have been fair valued using observable forward exchange rates and interest rates corresponding to the maturity of the contract. The effects of non-observable inputs are not significant for foreign currency forward contracts.

### 34 CAPITAL RISK MANAGEMENT

The Group's capital comprises of equity attributable to the equity holder of the parent.

The Group monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total equity comprises of all the components of equity (i.e., share capital, additional paid in capital, retained earnings etc.). Total debt comprises of all liabilities of the Group. The management of the Group regularly reviews the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristic of the Group.

	31 March 2018	31 March 2017
Total equity	109,931,292	89,490,416
Total debts	93,818,320	101,700,721
<b>Overall financing</b>	<b>203,749,612</b>	<b>191,190,867</b>
Gearing ratio	0.46	0.53

The current gearing ratio of the Group is quite high and the primary objective of the Group's capital management is to reduce net debt over the coming financial year whilst investing in business and maximizing shareholder value. In order to meet this objective, the Group may repay debt, adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

### **35 POST REPORTING DATE EVENTS**

No adjusting or significant non-adjusting events have occurred between the 31 March reporting date and the date of authorization.