

**ISGN Solutions, Inc.**

Special Purpose Financial statements  
together with the Independent Auditors' Report  
for the year ended 31 March 2018

## **ISGN Solutions, Inc.**

### **Special Purpose Financial statements together with the Independent Auditors' Report** *for the year ended 31 March 2018*

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## **INDEPENDENT AUDITORS' REPORT**

### **TO THE BOARD OF DIRECTORS FIRSTSOURCE SOLUTIONS LIMITED**

#### **Report on the Special Purpose Standalone Financial Statements**

We have audited the accompanying Special Purpose Standalone Financial Statements of ISGN Solutions INC. (the 'Company'), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### **Management's Responsibility for the Special Purpose Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the 'Act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and the cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 ('Ind AS').

This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Special Purpose Standalone Financial Statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these Special Purpose Standalone Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Special Purpose Standalone Financial Statements in accordance with the Standards on Audit specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Special Purpose Standalone Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgement, including the



assessment of risks of material misstatement of the Special Purpose Standalone Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Special Purpose Standalone Financial Statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Special Purpose Standalone Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Special Purpose Standalone Financial Statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Special Purpose Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its Profit and its cash flows for the year ended on that date.

### **Other Matter**

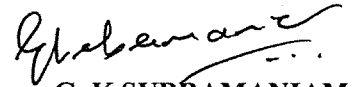
The comparative financial information of the Company for the year ended March 31, 2017 prepared in accordance with Ind AS included in these Special Purpose Standalone Financial Statements have been audited by another auditor. The report of the other auditor on these comparative financial information dated May 5, 2017 expressed an unmodified opinion.

Our report on the Special Purpose Standalone Financial Statements is not modified in respect of this matter.

### **Restriction on Distribution and Use**

The Special Purpose Standalone Financial Statements have been prepared for the limited purpose of facilitating the preparation of the consolidated financial statements of Firstsource Solutions Limited as at and for the year ended March 31, 2018 in accordance with Generally Accepted Accounting Principles in India ('Indian GAAP') and to assist Firstsource Solutions Limited, the holding company to comply with the requirements of Section 129(3) of the Act. As a result, the Special Purpose Standalone Financial Statements may not be suitable for another purpose. Our report is intended solely for the information and use of the Board of Directors of the Firstsource Solutions Limited for the preparation of their consolidated financial statements and compliance with the requirements of Section 129(3) as aforesaid and is not intended to be and should not be used by anyone other than the specified parties.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

  
**G. K. SUBRAMANIAM**  
Partner  
(Membership No. 109839)

Mumbai  
July 13, 2018

# ISGN Solutions, Inc.

## Balance sheet

as at 31 March 2018

(Currency: In US Dollar)

	Note	31 March 2018	31 March 2017
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	3	270,915	230,664
Capital work-in-progress		-	21,573
Other intangible assets	3	3,786	5,205
<b>Financial assets</b>			
Investments	4	46,669,322	46,669,322
Other financial assets	5(i)	226,875	227,553
Other non-current assets	6(i)	39,375	115,616
Income tax assets (net)		798	-
<b>Total non-current assets</b>		<b>47,211,071</b>	<b>47,269,933</b>
<b>Current assets</b>			
<b>Financial assets</b>			
Trade receivables	7	1,255,711	616,446
Cash and cash equivalents	8	-	26,998
Other financial assets	5(ii)	1,686,587	490,198
Other current assets	6(ii)	301,509	297,380
<b>Total current assets</b>		<b>3,243,807</b>	<b>1,431,022</b>
<b>Total assets</b>		<b>50,454,878</b>	<b>48,700,955</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	9	73,300	73,300
Other equity		49,522,009	48,359,421
<b>Total equity</b>		<b>49,595,309</b>	<b>48,432,721</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
Trade payables		588,869	213,329
Other financial liabilities	10	59,025	-
Provisions for employee benefits	11	164,665	29,979
Other current liabilities	12	47,010	24,926
<b>Total current liabilities</b>		<b>859,569</b>	<b>268,234</b>
<b>Total equity and liabilities</b>		<b>50,454,878</b>	<b>48,700,955</b>

### Significant accounting policies

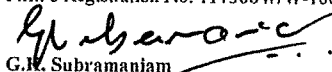
The accompanying notes from 1 to 24 are an integral part of these financial statements.

As per our report of even date attached.

For DELOITTE HASKINS & SELLS LLP

Chartered Accountants

Firm's Registration No: 117366W/W-100018



G.R. Subramaniam

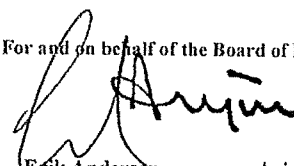
Partner

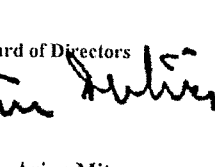
Membership No: 109839

Mumbai

13 July 2018

For and on behalf of the Board of Directors

  
Erik Anderson  
Director

  
Arjun Mitra  
Director

**ISGN Solutions, Inc.**  
**Statement of profit and loss**  
*for the year ended 31 March 2018*  
(Currency: In US Dollar)

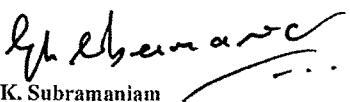
		Year ended	
	Note	31 March 2018	31 March 2017
<b>INCOME</b>			
Revenue from operations	13	8,568,532	5,042,703
Other income, net		38,457	-
<b>Total income</b>		<b>8,606,989</b>	<b>5,042,703</b>
<b>EXPENSES</b>			
Services rendered by business associates and Others		-	115,649
Employee benefits expenses	14	5,459,365	2,251,824
Finance costs	15	657,022	251
Depreciation and amortization expense	3	79,599	23,557
Other expenses	16	1,248,415	2,460,255
<b>Total expenses</b>		<b>7,444,401</b>	<b>4,851,536</b>
<b>Profit before tax</b>		<b>1,162,588</b>	<b>191,167</b>
<b>Tax expense</b>			
Current tax		-	2,050
<b>Profit for the year</b>		<b>1,162,588</b>	<b>189,117</b>
<b>Other comprehensive income</b>			
<b>Total comprehensive income for the year</b>		<b>1,162,588</b>	<b>189,117</b>
Weighted average number of equity shares outstanding during the year			
Basic		733	733
Diluted		733	733
Earnings per equity share			
Basic		1,586.07	258.00
Diluted		1,586.07	258.00

**Significant accounting policies**

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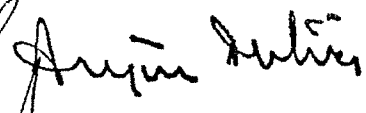
The accompanying notes from 1 to 24 are an integral part of these financial statements.  
As per our report of even date attached.

For **DELOITTE HASKINS & SELLS LLP**  
Chartered Accountants  
Firm's Registration No: 117366W/W-100018

  
**G.K. Subramaniam**  
Partner  
Membership No: 109839

Mumbai  
13 July 2018

For and on behalf of the Board of Directors

   
**Erik Anderson**      **Arjun Mitra**  
Director                      Director

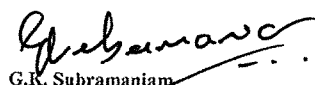
**ISGN Solutions, Inc.**  
**Statement of changes in equity**  
*for the year ended 31 March 2018*  
(Currency: In US Dollar)

**Statement of Changes in Equity**

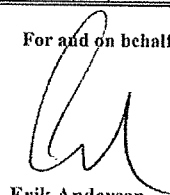
Particulars	Attributable to owners of the Company		Total
	Equity share capital	Retained earnings	
Balance as at 1 April 2017	73,300	48,359,421	48,432,721
Profit for the year	-	1,162,588	1,162,588
<b>Balance as at 31 March 2018</b>	<b>73,300</b>	<b>49,522,009</b>	<b>49,595,309</b>

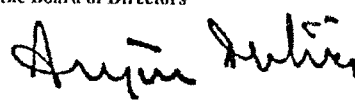
Particulars	Attributable to owners of the Company		Total
	Equity share capital	Retained earnings	
Balance as at 1 April 2016	73,300	48,170,304	48,243,604
Profit for the year	-	189,117	189,117
<b>Balance as at 31 March 2017</b>	<b>73,300</b>	<b>48,359,421</b>	<b>48,432,721</b>

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants  
Firm's Registration No: 117366W/W-100018

  
G.R. Subramaniam  
Partner  
Membership No: 109839  
Mumbai  
13 July 2018

For and on behalf of the Board of Directors

  
Erik Anderson  
Director

  
Arjun Mitra  
Director

**ISGN Solutions, Inc.**  
**Statement of cash flows**  
*for the year ended 31 March 2018*  
(Currency: In US Dollar)

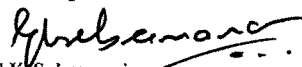
	31 March 2018	31 March 2017
<b><u>Cash flow from operating activities</u></b>		
Profit before tax	1,162,588	191,167
Adjustments for		
Depreciation and amortisation	79,599	23,557
Finance costs	657,022	251
Operating cash flow before changes in working capital	1,899,209	214,975
Changes in working capital		
Decrease / (increase) in trade receivables	(639,265)	464,212
Decrease / (increase) in loans and advances and other assets	(1,123,599)	(610,206)
Increase in liabilities and provisions	591,335	180,354
Net changes in working capital	(1,171,528)	34,360
Income taxes paid	(798)	(2,050)
Net cash generated from / (used in) operating activities (A)	726,882	247,285
<b><u>Cash flow from investing activities</u></b>		
Purchase of property plant and equipment and intangible assets	(96,858)	(280,999)
Net cash generated from / (used in) investing activities (B)	(96,858)	(280,999)
<b><u>Cash flow from financing activities</u></b>		
Interest paid	(657,022)	(251)
Net cash generated from / (used in) financing activities (C)	(657,022)	(251)
Net Increase / (decrease) in cash and cash equivalents at the end of the year (A+B+C)	(26,998)	(33,965)
Cash and cash equivalents at the beginning of the year	26,998	60,963
Cash and cash equivalents at the end of the year	-	26,998

**Notes to the cash flow statement**

Cash and cash equivalents consist of cash on hand and balances with bank. Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts:

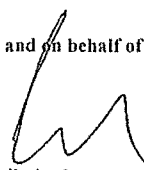
	31 March 2018	31 March 2017
Cash on hand	-	-
Balances with banks	-	26,998
- in current accounts	-	26,998
Cash and cash equivalents	-	26,998

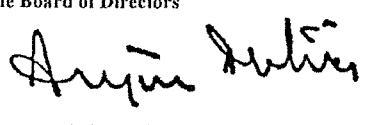
As per our report of even date attached.  
For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants  
Firm's Registration No: 117366W/W-100018

  
G.K. Subramaniam  
Partner  
Membership No: 109839

Mumbai  
13 July 2018

For and on behalf of the Board of Directors

  
Erik Anderson  
Director

  
Arjun Mitra  
Director



# **ISGN Solutions, Inc.**

## **Notes to the financial statements**

*for the year ended 31 March 2018*

(Currency: In US Dollar)

### **1) Company overview**

ISGN Solutions, Inc ('the Company') is a 100% subsidiary of Firstsource Group USA Inc,. Firstsource Group USA Inc acquired 100% interest in ISGN Solutions in April 2016. Firstsource Group USA Inc is a wholly owned subsidiary of Firstsource Solutions Limited, Company incorporated in India. The Company is engaged in providing business process outsourcing (BPO) services to the mortgage lending industry. The Company provides a wide range of consulting services relating to mortgage products. business process outsourcing (BPO) services such as fulfillment services and loan services. The Company's customer base consists primarily of mortgage banks and financial institutions situated primarily in the United States of America.

#### ***Basis of Preparation and Statement of compliance***

The special purpose financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 (the 'Act') (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 (the 'Rules').

These special purpose financial statements have been prepared for the limited purpose of facilitating the preparation of the consolidated financial statements of Firstsource Solutions Limited, the Holding Company, as at and for the year ended March 31, 2018 in accordance with Generally Accepted Accounting Principles in India ('Indian GAAP') and to assist the Holding Company Firstsource Solutions Limited to comply with the requirements of section 129(3) of the Act.

These special purpose financial statements were approved by the Board of Directors of Firstsource Solutions Limited the Holding Company, and authorised for issue on 7 May 2018.

### **2) Significant accounting policies**

#### ***2.1 Use of estimates***

The preparation of the financial statements in conformity with Ind AS requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of the financial statements and the reported amount of income and expenses for the period. Management believes that the estimates made in the preparation of financial statements are prudent and reasonable. Actual results could differ from those estimates. Any revisions to accounting estimates are recognised prospectively in current and future periods. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note 2.1.1.

#### ***2.1.1 Critical accounting estimates***

##### **a. Income taxes**

The Company's major tax jurisdiction is United States of America. Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid / recovered for uncertain tax positions. Also refer to Note 2.7.

##### **b. Property, plant and equipment and Intangible assets**

The charge in respect of periodic depreciation / amortisation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of the Company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

## ISGN Solutions, Inc.

### Notes to the financial statements

for the year ended 31 March 2018

(Currency: In US Dollar)

## 2 Significant accounting policies (continued)

### 2.2 Revenue recognition

Revenue from contact centre and transaction processing services comprises from both time / unit price and fixed fee based service contracts. Revenue from time / unit price based contracts is recognised as services are rendered and is billed in accordance with the contractual terms specified in the customer contracts. Revenue from fixed fee based service contracts is recognised on achievement of performance milestones specified in the customer contracts. Unbilled receivables represent costs incurred and revenues recognised on contracts to be billed in subsequent periods as per the terms of the contract.

Dividend income is recognized when the right to receive dividend is established.

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

## 2 Significant accounting policies (continued)

### 2.3 Property, plant and equipment and Intangible assets

Property, plant and equipment and Intangible are stated at cost less accumulated depreciation / amortisation and impairment, if any. Cost includes freight, duties, taxes and incidental expenses related to acquisition and installation of the property, plant and equipment. Depreciation on Property, plant and equipment and intangible assets is provided pro-rata to the period of use based on management's best estimate of useful lives of the assets as summarized below:

Asset category	Useful life (in years)
<b>Tangible assets</b>	
Computers*	2 – 4
Service equipment*	2 – 5
Office equipment*	2 – 5
Furniture and fixtures*	2 – 5
Leasehold improvements	Lease term or 5 years, whichever is shorter
<b>Intangible assets</b>	
Software*	2 – 4
* For these class of assets, based on internal assessment and independent technical evaluation carried out by external valuers, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence the useful lives for these assets is different from the useful lives as prescribed under Part C of Schedule II to the Companies Act, 2013.	

Depreciation and amortisation methods, useful lives and residual values are reviewed periodically at the end of each financial year.

# **ISGN Solutions, Inc.**

## **Notes to the financial statements**

*for the year ended 31 March 2018*

(Currency: In US Dollar)

### **2 Significant accounting policies (continued)**

#### **2.4 Impairment**

##### **a. Financial assets**

The Company recognises loss allowances using the expected credit loss ('ECL') model for the financial assets which are not fair valued through profit and loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12 month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

##### **b. Non-financial assets**

###### **Property, plant and equipment and Intangible assets**

Property, plant and equipment and Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit ('CGU') to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognised for the asset in prior years.

# ISGN Solutions, Inc.

## Notes to the financial statements

for the year ended 31 March 2018

(Currency: In US Dollar)

### 2 Significant accounting policies (continued)

#### 2.5 Employee benefits

##### *Defined contribution plans*

The Company has a saving and investment plan under section 401 (k) of the Internal Revenue Code of the United States of America. This is a Defined Contribution Plan. Contribution made under the plan are charged to statement of profit and loss in the period in which that accrue. The Company has no further obligation to the plan beyond its monthly contribution. Other retirement benefits, including social security and medicare, are accrued based on the amounts payable as per local regulations.

##### *Compensated absences*

Provision for compensated absences cost has been made based on eligible vacation balances at balance sheet date.

Employees of the Company are entitled to compensated absences, the employees can carry-forward a portion of the unutilised accrued compensated absence and utilise it in future periods or receive cash compensation at termination of employment for the unutilised accrued compensated absence. The Company records an obligation for compensated absences in the period in which the employee renders the services that increase this entitlement.

#### 2.6 Taxation

##### *Current income taxes*

Income-tax expense comprises current tax (i.e. amount of tax for the year determined in accordance with the income-tax law) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the year). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be recognised.

The Income tax liability and Deferred Tax Asset and Liability are computed on a combined basis and a combined tax return is filed for all subsidiaries of Firstsource Solutions Limited operating in the United States of America and the charge, the asset and the liability is accounted on a combined basis by Firstsource Group USA, Inc. (parent company in the United States of America) in its financial statements. Deferred Tax Asset and Liability and Income tax charge accounted in these Special Purpose Financial Statements relate only to the pre-acquisition period and adjustments thereof.

#### 2.7 Leases

##### *Finance lease*

Assets acquired on finance leases, including assets acquired under sale and lease back transactions, have been recognised as an asset and a liability at the inception of the lease and have been recorded at an amount equal to the lower of the fair value of the leased asset or the present value of the future minimum lease payments. Such leased assets are depreciated over the lease term or its estimated useful life, whichever is shorter. Further, the instalments of minimum lease payments have been apportioned between finance charge / expense and principal repayment. Assets given on finance lease are shown as amounts recoverable from the lessee. The rentals received on such leases are apportioned between the finance income and principal amount using the implicit rate of return.

The finance charge / (income) is recognised in consolidated statement of profit and loss, and principal received is reduced from the amount receivable. All initial direct costs incurred are included in the cost of the asset.

##### *Operating lease*

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Operating lease payments are recognised on a straight line basis over the lease term, unless the increase is on account of inflation, in the statement of profit and loss.

# **ISGN Solutions, Inc.**

## **Notes to the financial statements**

*for the year ended 31 March 2018*

(Currency: In US Dollar)

### **2 Significant accounting policies *(continued)***

#### **2.8 Foreign Currency transactions**

##### **Functional currency**

The functional currency of the Company is the US Dollars (USD).

##### **Transactions and translations**

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the statement of profit and loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

Gains or losses realised upon settlement of foreign currency transactions are included in determining net profit for the year in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the functional currency using the exchange rate in effect on the date of the transaction.

#### **2.9 Earnings per equity share**

The basic earnings per equity share is computed by dividing the net profit or loss for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which may be issued on the conversion of all dilutive potential shares, unless the results would be anti-dilutive.

#### **2.10 Provisions and contingencies**

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an economic benefit will arise, the asset and related income are recognised in the period in which the change occurs.

#### **2.11 Financial instruments**

##### **2.11.1 Initial recognition**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

## **ISGN Solutions, Inc.**

### **Notes to the financial statements**

*for the year ended 31 March 2018*

(Currency: In US Dollar)

#### **2 Significant accounting policies (continued)**

##### **2.11.2 Classification and subsequent measurement**

###### **a) Non-derivative financial instruments**

###### **i) Cash and cash equivalents**

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

###### **ii) Financial assets at amortised cost**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

###### **iii) Financial assets at fair value through other comprehensive income ('FVOCI')**

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

###### **iv) Financial assets at fair value through profit and loss ('FVTPL')**

Financial assets are measured at fair value through profit and loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition. The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit and loss are immediately recognised in statement of profit and loss.

###### **v) Financial liabilities**

Financial liabilities are measured at amortised cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amount approximate fair value to short-term maturity of these instruments

###### **vi) Equity instruments**

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recognised by the Company at the proceeds received net of direct issue cost.

###### **b) Share capital**

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

##### **2.11.3 De-recognition of financial instruments**

The Company de-recognises a financial asset when the contractual rights to the cash flows from the financial assets expire or it transfers the financial assets and such transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of financial liability) is de-recognised from the Company's balance sheet when obligation specified in the contract is discharged or cancelled or expired.

# **ISGN Solutions, Inc.**

## **Notes to the financial statements**

*for the year ended 31 March 2018*

(Currency: In US Dollar)

### **2 Significant accounting policies (continued)**

#### **2.11.4 Fair value of financial instrument**

In determining the fair value of its financial instrument, the Company uses the methods and assumptions based on market conditions and risk existing at each reporting date. Methods of assessing fair value result in general approximation of value, and such value may never actually be realised. For all other financial instruments, the carrying amounts approximate the fair value due to short maturity of those instruments.

#### **2.12 Cash flow statement**

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

#### **2.13 Onerous contracts**

Provisions for onerous contracts are recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable costs of meeting the future obligations under the contract. The provision is measured at lower of the expected cost of terminating the contract and the expected net cost of fulfilling the contract.

#### **2.14 Recent accounting pronouncements**

##### **Ind AS 21 Foreign currency transactions and advance consideration:**

On 28 March, 2018, MCA has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. This amendment will come into force from 01 April 2018. The Company has evaluated the effect of this on the financial statements and the impact is not material.

##### **Ind AS 115 Revenue from Contract with Customers:**

On 28 March 2018, Ministry of Corporate Affairs has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The effective date for adoption of Ind AS 115 is financial periods beginning on or after 1 April 2018. The effect on adoption of Ind AS 115 on the financial statements is expected to be insignificant.

**ISGN Solutions, Inc.**

**Notes to the financial statements (Continued)**

as at 31 March 2018

(Currency: In US Dollar)

**3) Property, plant and equipment and Intangible assets**

Particulars	Tangible Asset					Intangible Asset	
	Computers	Service Equipment	Office Equipment	Furniture and fixture	Leasehold Improvements	Total	Software
As at 1 April 2017	5,26,921	-	-	1,20,874	89,800	7,55,335	11,56,560
Additions / adjustments during the year	54,585	9,759	-	7,816	1,580	1,18,431	-
Deletions during the year	-	-	-	(1,19,535)	-	(1,19,535)	-
As at 31 March 2018	5,81,506	9,759	-	9,155	91,380	7,54,231	11,56,560
Accumulated depreciation / amortization					62,431		
As at 1 April 2017	3,98,554	-	-	1,19,634	5,786	5,24,671	11,51,355
Charge for the year	45,722	1,775	-	1,496	18,593	78,180	1,419
On deletions / adjustments during the year	-	-	-	(1,19,535)	-	(1,19,535)	-
As at 31 March 2018	4,44,276	1,775	-	1,595	24,379	4,83,316	11,52,774
Net block							
As at 31 March 2018	1,37,230	7,984	-	7,560	67,001	51,140	3,786
As at 31 March 2017	1,28,367	-	-	1,240	84,014	17,043	5,205

Particulars	Tangible Asset					Intangible Asset	
	Computers	Service Equipment	Office Equipment	Furniture and fixture	Leasehold Improvements	Total	Software
Gross block (at deemed cost)							
As at 1 April 2016	3,81,920	-	-	1,19,537	-	5,01,457	11,51,012
Additions / adjustments during the year	1,45,001	-	-	1,337	89,800	2,53,878	5,548
Deletions during the year	-	-	-	-	-	-	-
As at 31 March 2017	5,26,921	-	-	1,20,874	89,800	7,55,335	11,56,560
Accumulated depreciation / amortization					17,740		
As at 1 April 2016	3,81,920	-	-	1,19,537	-	5,01,457	11,51,012
Charge for the year	16,634	-	-	97	5,786	23,214	343
On deletions / adjustments during the year	-	-	-	-	-	-	-
As at 31 March 2017	3,98,554	-	-	1,19,634	5,786	5,24,671	11,51,355
Net block					697		
As at 31 March 2017	1,28,367	-	-	1,240	84,014	17,043	5,205
As at 31 March 2016	-	-	-	-	-	-	-



# ISGN Solutions, Inc.

## Notes to the financial statements (Continued)

as at 31 March 2018

(Currency: In US Dollar)

31 March 2018      31 March 2017

### 4) Investments

#### Non-Current

#### Unquoted

#### Investments carried at cost (Investment in equity instruments of subsidiaries)

Investment in ISGN Fulfillment Services Inc., - 400,803 voting common stock (31 March 2017 400,803 voting common stock)

4,66,69,322      4,66,69,322

4,66,69,322      4,66,69,322

### 5) Other financial assets

(Unsecured, considered good)

#### (i) Other non-current financial assets

Deposits

2,26,875      2,27,553

2,26,875      2,27,553

#### (ii) Other current financial assets

Unbilled receivables

41,399      -

Advances to related parties

16,31,266      4,90,198

Recoverable from Vendors

6,964      -

Loans and advances to employees

6,958      -

16,86,587      4,90,198

### 6) Other assets

(Unsecured, considered good)

#### (i) Other non-current assets

Prepaid expenses

39,375      1,15,616

39,375      1,15,616

#### (ii) Other current assets

Prepaid expenses

3,01,509      2,97,380

3,01,509      2,97,380

### 7) Trade receivables

(Unsecured)

Considered doubtful

-      2,41,876

Less: Impairment allowance

-      2,41,876

-      -

Considered good

12,55,711      6,16,446

12,55,711      6,16,446

12,55,711      6,16,446

a) Trade receivables are non-interest bearing.

b) No trade or other receivables are due from directors or other officers of the Company either severally or jointly.

c) During the year ended 31 March 2018 trade receivables considered doubtful amounting to USD 241,876 has been written off, for which impairment allowances was created in the prior years.

d) For receivables from related party refer note 19

### 8) Cash and cash equivalents

Balances with banks

-in current accounts

-      26,998

-      26,998

# ISGN Solutions, Inc.

## Notes to the financial statements (Continued)

as at 31 March 2018

(Currency: In US Dollar)

31 March 2018

31 March 2017

### 9) Share capital

#### Authorised

1000 (31 March 2017 : 1000) Equity shares of USD 100 each

1,00,000

1,00,000

**1,00,000**

**1,00,000**

#### Issued, subscribed and paid-up

733 (31 March 2017: 733) equity shares of USD 100 each

73,300

73,300

**73,300**

**73,300**

#### a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

	31 March 2018		31 March 2017	
	Number of shares	Amount	Number of shares	Amount
At the commencement of the year	733	73,300	733	73,300
Shares allotted during the year	-	-	-	-
- employee stock option scheme				
At the end of the year	733	73,300	733	73,300

#### b) Particulars of shareholders holding more than 5% equity shares

	31 March 2018		31 March 2017	
	Number of shares	% of total shares	Number of shares	% of total shares
Firstsource Group USA, Inc.	733	100.00%	733	100.00%

#### c) Shares held by holding company

	31 March 2018		31 March 2017	
	Number of shares	Amount	Number of shares	Amount
Firstsource Group USA, Inc.	733	7,33,000	733	7,33,000

#### f) Rights, preferences and restrictions attached to equity shares

The Company has a single class of units. Accordingly, all unit holders rank equally with regard to dividends and share in the Company's residual assets. The unit holders are entitled to receive dividend as declared from time to time. The voting rights of an unit holder are in proportion to its share of the units of the Company. On winding up of the Company, the unit holders will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of units held.

# ISGN Solutions, Inc.

## Notes to the financial statements (Continued)

as at 31 March 2018

(Currency: In US Dollar)

31 March 2018

31 March 2017

### 10) Other financial liabilities

Book credit in bank account

59,025

-

59,025

-

### 11) Provision for employee benefits

#### (i) Current

Compensated absences

1,64,665

29,979

1,64,665

29,979

### 12) Other liabilities

#### Other current liabilities

Advance from Customer

47,010

943

Indirect tax payable

-

23,983

47,010

24,926

**ISGN Solutions, Inc.****Notes to the financial statements (Continued)***for the year ended 31 March 2018*

(Currency: In US Dollar)

	Year ended	
	31 March 2018	31 March 2017
<b>13) Revenue from operations</b>		
Sale of services	85,68,532	50,42,703
	<u>85,68,532</u>	<u>50,42,703</u>
<b>14) Employee benefits expense</b>		
Salaries and wages	52,88,940	21,71,784
Contribution to social security and other benefits	-	37,720
Staff welfare expenses	1,70,425	42,320
	<u>54,59,365</u>	<u>22,51,824</u>
<b>15) Finance cost</b>		
Interest expense	6,57,022	251
	<u>6,57,022</u>	<u>251</u>
<b>16) Other expenses</b>		
Rent	3,62,172	1,74,038
Car and other hire charges	8,133	19,374
Repairs, maintenance and upkeep	1,59,179	32,296
Computer expenses	32,521	63,500
Legal and professional fees	2,05,732	13,54,683
Connectivity charges	19,870	1,14,341
Recruitment and training expenses	1,60,348	2,84,350
Information and communication expenses	1,09,189	53,543
Travel and conveyance	41,653	16,615
Insurance	51,562	38,029
Miscellaneous expenses	42,629	98,260
Printing and stationery	29,712	35,216
Rates and Taxes	262	1,48,619
Meeting and seminar expenses	71	1,478
Bank administration charges	10,774	15,634
Registration and Membership Fees	(748)	437
Title and Valuation Expenses	15,356	9,842
	<u>12,48,415</u>	<u>24,60,255</u>

**ISGN Solutions, Inc.**  
**Notes to the financial statements (Continued)**  
for the year ended 31 March 2018  
(Currency: In US Dollar)

**17) Financial instruments**

**I. Financial instruments by category:**

The carrying value and fair value of financial instruments by categories as of 31 March 2018 were as follows:

	Amortized cost	FVTPL	FVOCI	Total carrying amount	Total fair value
<b>Financial assets</b>					
Trade receivables	12,55,711	-	-	12,55,711	12,55,711
Cash and cash equivalents	-	-	-	-	-
Other financial assets	19,13,462	-	-	19,13,462	19,13,462
<b>Total</b>	<b>31,69,173</b>	<b>-</b>	<b>-</b>	<b>31,69,173</b>	<b>31,69,173</b>
<b>Financial liabilities</b>					
Trade Payables	5,88,869	-	-	5,88,869	5,88,869
Other financial liabilities	59,025	-	-	59,025	59,025
<b>Total</b>	<b>6,47,894</b>	<b>-</b>	<b>-</b>	<b>6,47,894</b>	<b>6,47,894</b>

The carrying value and fair value of financial instruments by categories as of 31 March 2017 were as follows:

	Amortized cost	FVTPL	FVOCI	Total carrying amount	Total fair value
<b>Financial assets</b>					
Trade receivables	6,16,446	-	-	6,16,446	6,16,446
Cash and cash equivalents	26,998	-	-	26,998	26,998
Other financial assets	7,17,751	-	-	7,17,751	7,17,751
<b>Total</b>	<b>13,61,195</b>	<b>-</b>	<b>-</b>	<b>13,61,195</b>	<b>13,61,195</b>
<b>Financial liabilities</b>					
Trade Payables	2,13,329	-	-	2,13,329	2,13,329
<b>Total</b>	<b>2,13,329</b>	<b>-</b>	<b>-</b>	<b>2,13,329</b>	<b>2,13,329</b>

Fair value hierarchy for the above stated financial assets and liabilities is using measurement principles at Level 3 as at 31 March 2018 and 31 March 2017.

**II. Financial risk management:**

**Financial risk factors:**

The Company's activities are exposed to a variety of financial risks: market risk, credit risk, and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

**a) Market risk**

The Company operates in the United States of America and there are no major transactions outside the United States of America. So there is no major market risk for the Company.

**b) Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to USD 1,255,711.03 and USD 616,446 as of 31 March 2018 and 31 March 2017 respectively and unbilled revenue amounting to USD 41,399 and USD Nil as of 31 March 2018 and 31 March 2017 respectively. Trade receivables and unbilled revenue are typically unsecured and are derived from revenue earned from customers. Credit risk has always been managed by the Company by continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

**c) Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to manage liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The table below provides details regarding the contractual maturities of significant financial liabilities as of 31 March 2018 and 31 March 2017:

	31 March 2018		31 March 2017	
	Less than 1 Year	More than 1 year	Less than 1 Year	More than 1 year
Trade payables	5,88,869	-	2,13,329	-
Other financial liabilities	59,025	-	-	-

**18) Leases**

**Operating lease**

Expenses under cancellable operating lease for the year ended 31 March 2018 aggregated to USD Nil (31 March 2017 : USD 4,962). There are no non-cancellable operating leases.

**ISGN Solutions, Inc.**  
**Notes to the financials statements (Continued)**  
*for the year ended 31 March 2018*  
(Currency: In US Dollar)

# ISGN Solutions, Inc.

## Notes to the financial statements (continued)

for the year ended 31 March 2018

(Currency: In US Dollar)

### 19) Related party transactions

Details of related parties including summary of transactions entered into during the year ended 31 March 2018 are summarised below:

Ultimate Holding Company	CESC Limited
Holding Company	Firstsource Solutions Limited Firstsource Group USA, Inc.
Fellow Subsidiaries	Firstsource Advantage LLC Firstsource Solutions USA LLC Firstsource Solution UK Limited Firstsource Process Management Services Limited Firstsource Dialog Solutions (Private) Ltd. Firstsource Business Process Services LLC Medassist Holding LLC One Advantage LLC ISGN Fulfillment Services Inc., ISGN Fulfillment Agency, LLC Firstsource BPO Ireland Limited Firstsource Transaction Services LLC
Fellow Associate	Nanobi Data and Analytics Private Limited
Directors	Erik Anderson Arjun Mitra

#### Particulars of related party transactions:

Name of the related party	Description	Transaction value during the year ended		Receivable / (Payable) as at	
		31 March 2018	31 March 2017	31 March 2018	31 March 2017
Firstsource Solutions Limited	Services rendered by business associates and Others		1,15,649		
	Reimbursement of expenses	3,742	9,620		
	Recovery of expense	6,795			
	Receivable / (Payable)			940	1,25,269
Firstsource Group USA Inc	Reimbursement of expenses	9,03,093	1,346		
	Recovery of expense	2,95,513	1,26,045		
	Receivable / (Payable)			(1,28,75,554)	(47,10,813)
Firstsource Transaction Services LLC	Reimbursement of expenses	809	6,422		
	Recovery of expense				
	Receivable / (Payable)			(6,07,231)	(6,422)
ISGN Fulfillment Services Inc.,	Reimbursement of expenses	9,30,749	15,81,118		
	Recovery of expense	1,19,07,872	1,98,02,241		
	Receivable / (Payable)			1,53,76,539	50,71,123
Medassist Holdings LLC	Reimbursement of expenses	2,62,820	-		
	Recovery of expense		-		
	Receivable / (Payable)			(2,62,820)	-
Firstsource Advantage LLC	Reimbursement of expenses	607	-		
	Recovery of expense		-		
	Receivable / (Payable)			(608)	-

**ISGN Solutions, Inc.****Notes to the financial statements (Continued)***for the year ended 31 March 2018*

(Currency: In US Dollar)

**20) Segment reporting**

As per Ind AS 108 - Operating Segment, if a financial report contains both consolidated financial statements of a parent that is within the scope of this Ind AS as well as the parent's separate financial statements, segment information is required only in the consolidated financial statements. Accordingly, information required to be presented under Ind AS 108 - Operating Segment has been given in the consolidated financial statements of the Holding Company.

**21) Computation for calculating basic and diluted earnings per share**

	For year ended	
	31 March 2018	31 March 2017
Number of shares considered as basic weighted average shares outstanding	733	733
Number of shares considered as weighted average shares and potential shares outstanding	733	733
Net profit after tax attributable to shareholders	1,162,588	189,117
Net profit after tax for diluted earnings per share	1,162,588	189,117

**22) Capital and other commitments and contingent liabilities**

The Company has capital commitments of USD 124 (31 March 2017: USD 89,928 ) as at the balance sheet date and there are no contingent liabilities as at the balance sheet date 31 March 2018 Nil.

**23) Long-term contracts**

The Company has a process whereby yearly all long-term contracts are assessed for material foreseeable losses. At the year end, the Company has reviewed and ensured that adequate provision as required under any law / Accounting Standards for material foreseeable losses on such long term contracts has been made in the books of account.

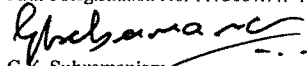
**24) Subsequent events**

The Company evaluated subsequent events from the balance sheet date through 13 July 2018 and determined there are no material items to report.

As per our report of even date attached.

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants

Firm's Registration No: 117366W/W-100018



G.K. Subramaniam

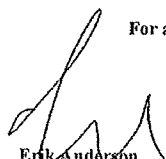
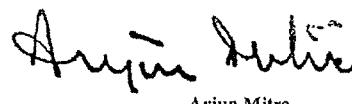
Partner

Membership No: 109839

Mumbai

13 July 2018

For and on behalf of the Board of Directors

  
Erik Anderson  
Director  
Arjun Mitra  
Director