R SYSTEMS INTERNATIONAL LIMITED
Corporate Identity Number : L74899DL1993PLC053579
[CMMI Level 5, PCMM Level 5, ISO 9001:2015 & ISO 27001:2013 Company]
C-40, Sector-59, NOIDA, Distt. Gautam Budh Nagar, U.P. India-201307
Phones : +91-120-4303500 | Email : rsil@rsystems.com | Regd. Off.: GF-1-A, 6, Devika Tower,
Fax : +91-120-4082699 | www.rsystems.com | Nehru Place, New Delhi-110019

Financials of R Systems International Limited for Nine Months September 30, 2019 and the previous 3 years as per the Audited Standalone Statements of Accounts

				Rs. in Million, except per share data
Particulars	**Nine Months Ended**	**Financial Year Ended December 31,**		
	September 30, 2019	**2018 (Audited)**	**2017 (Audited)**	**2016 (Audited)**
Equity Paid up Capital	119.60	123.25	123.21	123.13
Reserves and surplus	2,684.38	2,572.28	2,346.31	2,080.32
Carry forward losses	-	-	-	-
Net Worth	2,756.07	2,406.83	2,182.14	1,474.87
Miscellaneous Expenditure	-	-	-	-
Secured Loans	13.49	9.36	9.58	13.44
Unsecured Loans	32.13	10.61	10.78	10.88
Fixed Assets	357.90	265.69	262.89	278.09
Investment property	22.21	23.31	24.78	26.26
Income from Operations	2,908.00	3,172.13	2,637.53	2,631.77
Total Income	3,024.39	3,259.41	2,774.29	2,755.44
Total Expenditure	2,544.70	2,853.97	2,431.80	2,188.03
Exceptional items	-	-	-	46.35
Profit before Tax	479.69	405.44	342.49	613.75
Profit after Tax	356.58	310.14	228.08	412.14
Cash profit	420.65	383.15	301.82	481.44
EPS	2.95 *	2.52	1.85	3.26
Book value per share	23.44	21.87	20.04	17.90

* Not annualized

Note:

1. Book value per share =(Equity Paid up Capital + Reserves and surplus)/ Outstanding Equity shares.
2. Networth = Equity Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working.).
   ** Free Reserves to be considered as per Section 2(43) of the Companies Act, 2013.
3. The Financial figures as mentioned are based on standalone audited financial statements prepared under Ind-AS for the quarter and nine months ended September 30, 2019, for the financial year ended December 31, 2018 and for the financial year ended December 31, 2017 (post Ind-AS adoption) and the standalone audited financial statements for the year ended December 31, 2016 prepared under the previous I- GAAP.

For R Systems International Limited

Authorised Signatory

Deloitte Haskins & Sells LLP

Chartered Accountants
7th Floor, Building 10, Tower B
DLF Cyber City Complex
DLF City Phase - II
Gurugram - 122 002
Haryana, India

Tel: +91 124 679 2000
Fax: +91 124 679 2012

INDEPENDENT AUDITOR'S REPORT ON AUDIT OF INTERIM STANDALONE FINANCIAL RESULTS

TO THE BOARD OF DIRECTORS OF
R SYSTEMS INTERNATIONAL LIMITED

Opinion

We have audited the accompanying Statement of Standalone Financial Results of **R SYSTEMS INTERNATIONAL LIMITED** ("the Company"), for the quarter and nine months ended September 30, 2019 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (Listing Regulations).

In our opinion and to the best of our information and according to the explanations given to us, these Standalone Financial Results:

a. are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; and

b. give a true and fair view in conformity with the recognition and measurement principles laid down in the Indian Accounting Standard 34 and other accounting principles generally accepted in India of the net profit and total comprehensive income and other financial information of the Company for the quarter and nine months ended September 30, 2019.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Companies Act, 2013 (the Act). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Results under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

Management's Responsibilities for the Standalone Financial Results

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been compiled from the related audited interim standalone financial statements. The Company's Board of Directors are responsible for the preparation and presentation of the Standalone Financial Results that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Standalone Financial Results that give a true and fair view and is free from material misstatement, whether due to fraud or error.

For R Systems International Limited

Authorised Signatory

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

The Board of Directors are also responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Standalone Financial Results

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit 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.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Standalone Financial Results, including the disclosures, and whether the Standalone Financial Results represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial results of the Company and its branches to express an opinion on the Standalone Financial Results. We are responsible for the direction, supervision and performance of the audit of financial information of business activities included in the Standalone Financial Results.

Materiality is the magnitude of misstatements in the Standalone Financial Results that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Results may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Results.

For R Systems International Limited

Authorised Signatory

DELOITTE HASKINS & SELLS LLP CHARTERED ACCOUNTANTS

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

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

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

JITENDRA AGARWAL
Partner
(Membership No. 87104)
UDIN: 19087104AAAAFG9526

Place: Noida
Date: October 25, 2019

DELOITTE HASKINS & SELLS LLP
CHARTERED ACCOUNTANTS

For R Systems International Limited

Authorised Signatory

R SYSTEMS INTERNATIONAL LIMITED

CIN : L74899DL1993PLC053579

Registered Office : GF-1-A, 6, Devika Tower, Nehru Place, New Delhi- 110019

Tel : +91 120 4303500; Fax : +91 120 4082699

Website : www.rsystems.com; Email : rsil@rsystems.com

Statement of Standalone Audited Financial Results for the Quarter and Nine months Ended September 30, 2019

(Rs. in million, except per share data)

S.No.	Particulars	Three months ended			Nine months ended		Year ended
		30.09.2019	30.06.2019	30.09.2018	30.09.2019	30.09.2018	31.12.2018
	(Refer notes)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	**Income**						
(a)	Revenue from operations	979.89	997.00	852.46	2,908.00	2,292.84	3,172.13
(b)	Other income	27.85	30.51	(12.91)	116.39	5.87	87.28
	Total income	**1,007.74**	**1,027.51**	**839.55**	**3,024.39**	**2,298.71**	**3,259.41**
2	**Expenses**						
(a)	Employee benefits expense	665.65	660.32	558.26	1,954.17	1,590.18	2,169.18
(b)	Finance costs	1.20	1.15	0.50	3.05	1.80	2.32
(c)	Depreciation and amortisation expense	22.22	22.19	18.22	64.07	54.40	73.01
(d)	Other expenses	171.68	187.36	151.00	523.41	447.02	609.46
	Total expenses	**860.75**	**871.02**	**727.98**	**2,544.70**	**2,093.40**	**2,853.97**
3	**Profit before tax**	**146.99**	**156.49**	**111.57**	**479.69**	**205.31**	**405.44**
4	**Tax expense**						
(a)	Current tax	31.90	38.20	33.57	108.07	68.68	99.35
(b)	Deferred tax charge / (credit)	(9.13)	4.13	(17.82)	15.04	(42.01)	(4.05)
	Total tax expense	**22.77**	**42.33**	**15.75**	**123.11**	**26.67**	**95.30**
5	**Net profit for the period / year**	**124.22**	**114.16**	**95.82**	**356.58**	**178.64**	**310.14**
6	**Other comprehensive income / (loss)**						
	Items that will not be reclassified to profit or loss						
(a)	Re-measurements of the defined benefit plans	(2.48)	(5.19)	3.22	(14.06)	7.36	(0.77)
(b)	Deferred tax relating to re-measurements of the defined benefit plans	0.72	1.81	(1.12)	4.77	(2.57)	0.27
	Total Other comprehensive income / (loss)	**(1.76)**	**(3.38)**	**2.10**	**(9.29)**	**4.79**	**(0.50)**
7	**Total comprehensive income for the period / year (5+6)**	**122.46**	**110.78**	**97.92**	**347.29**	**183.43**	**309.64**
8	**Earnings per share (Face value of Re. 1/- each) (not annualised)**						
(a)	Basic	1.04	0.95	0.78	2.95	1.45	2.52
(b)	Diluted	1.04	0.95	0.78	2.95	1.45	2.52

See accompanying notes to the financial results

For R Systems International Limited

Lt. Gen. [illegible] Singh (Retd.)
President & [illegible] Executive Director
[illegible]

For Identification Only

Deloitte Haskins & Sells LLP

For R Systems International Limited

Authorised Signatory

Notes:

1 The financial results for the quarter and nine months ended September 30, 2019 were reviewed by the Audit Committee and have been approved by the Board of Directors at their meetings held on October 25, 2019.

2 An audit has been completed by the Statutory Auditors for the quarter and nine months ended September 30, 2019 and September 30, 2018, quarter ended June 30, 2019 and year ended December 31, 2018. The statutory auditors have expressed an unmodified audit opinion on the aforesaid results.

3 The scheme of amalgamation between R Systems International Limited ("the Company") and GM Solutions Private Limited (the "Transferor Company") (hereinafter called 'the Scheme'), was approved by the National Company Law Tribunal, New Delhi Bench vide order dated December 07, 2018. As a result of the amalgamation all rights and obligations, assets and liabilities, interests and claims of the Transferor Company were transferred to the Company with effect from the appointed date i.e. January 1, 2018.

The aforesaid Scheme was accounted under 'common control' method in accordance Ind AS 103 "Business Combinations" and correspondingly all assets, liabilities and reserves of the Transferor Company were accounted for at their respective book value in the books of the Company effective January 01, 2017. Accordingly, the results for the nine months ended September 30, 2018 have been restated to give effect the Scheme. Consequent to this restatement, the profit after tax for the quarter and nine months ended September 30, 2018 is lower by Rs. 0.32 million and Rs. 3.13 million, respectively.

4 The Company has received an approval from Department of Commerce, Ministry of Commerce & Industry, Government of India on September 23, 2019 for setting up a new 'Special Economic Zone' (SEZ - Unit II) unit located at Greater Noida West (NCR) having area of 30,706 sq. ft.

5 Effective January 1, 2019, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method which is applied to contracts that were not completed as at the date of initial application. Accordingly, the comparatives have not been retrospectively adjusted. The adoption of the standard does not have any significant impact to the financial results of the Company.

6 During the nine months ended September 30, 2019, the Company has issued 37,500 equity shares of Re. 1/- each pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.

During the nine month ended September 30, 2018 and year ended December 31, 2018, the Company had issued 37,500 equity shares of Re. 1/- each pursuant to exercise of employee stock options under the R Systems International Limited Employee Stock Option Scheme 2007.

7 Refer Annexure A for standalone segment information.

8 Previous period's figures have been regrouped wherever applicable, to the extent possible, to conform to the current period presentation.

For and on behalf of the Board

Lt. Gen. Baldev Singh (Retd.)
President & Senior Executive Director
DIN: 00006966

Place : NOIDA
Date : October 25, 2019

For Identification Only

Deloitte Haskins & Sells LLP

For R Systems International Limited

Authorised Signatory

Annexure A

R SYSTEMS INTERNATIONAL LIMITED

Standalone Segment Information

(Rs. in million)

S.No.	Particulars	Three months ended			Nine months ended		Year ended
		30.09.2019	30.06.2019	30.09.2018	30.09.2019	30.09.2018	31.12.2018
		(Audited)	(Audited)	(Audited)	(Audited)	(Audited)	(Audited)
1	**Segment revenue**						
	- Information technology services	812.25	796.02	637.29	2,351.29	1,758.13	2,436.54
	- Business process outsourcing services	167.64	200.98	215.17	556.71	534.71	735.59
	Revenue from operations	**979.89**	**997.00**	**852.46**	**2,908.00**	**2,292.84**	**3,172.13**
2	**Segment results before tax, interest and exceptional items**						
	- Information technology services	144.41	137.55	61.36	440.13	135.42	299.28
	- Business process outsourcing services	6.22	20.80	51.50	43.65	71.55	108.83
	Total	**150.63**	**158.35**	**112.86**	**483.78**	**206.97**	**408.11**
	(i) Finance costs	(1.20)	(1.15)	(0.50)	(3.05)	(1.80)	(2.32)
	(ii) Interest income	11.91	11.10	12.53	38.25	43.89	57.81
	(iii) Other unallocable income	6.84	6.32	5.16	18.41	11.59	16.98
	(iv) Other unallocable expenses	(21.19)	(18.13)	(18.48)	(57.70)	(55.34)	(75.14)
	Profit before tax	**146.99**	**156.49**	**111.57**	**479.69**	**205.31**	**405.44**

Note: Assets and liabilities of the Company are used interchangeably between segments and the Chief Operating Decision Maker (CODM) does not review assets and liabilities at reportable segment level. Accordingly, segment disclosure relating to assets and liabilities has not been provided as per Ind AS 108.

For R Systems International Limited

Lt. Gen. Baldev Singh (Retd.)
President & Senior Executive Director
Director Identification No. 00006966

For Identification Only

Deloitte Haskins & Sells LLP

For R Systems International Limited

Authorised Signatory

RightMatch Holdings Ltd.

IFS Court, Bank Street, Twenty Eight, Cybercity, Ebene 72201, Mauritius
Tel: (230) 467 3000 Fax: (230) 467 4000

Financial Details of RightMatch Holdings Limited

(Amount in USD, except per share data)

Particulars	Seven Months Ended	Financial Year Ended December 31,		
	July 31, 2019 (Audited)#	2018 (Audited) #	2017 (Audited)	2016 (Audited)
Ordinary Share Paid up Capital	5,609,550.00	5,500.00	5,500.00	5,500.00
Reserves and surplus	113,224.00	6,584,951.00	6,876,387.00	7,809,052.00
Carry forward losses	-	-	-	-
Net Worth	5,722,774.00	213,404.00	(74,756.00)	(55,842.00)
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	-	-	-	-
Income from Operations	232,088.00	81,038.00	-	-
Total Income	232,088.00	81,038.00	-	-
Total Expenditure	26,768.00	17,131.00	18,914.00	61,683.00
Profit before Tax	205,320.00	63,907.00	(18,914.00)	(61,683.00)
Profit after Tax	205,320.00	63,907.00	(18,914.00)	(61,683.00)
Cash profit	205,320.00	63,907.00	(18,914.00)	(61,683.00)
EPS	0.04*	11.62	(3.44)	(11.22)
Book value per share	1.02	1,198.26	1,251.25	1,420.83

* Not annualized

The Financial statements for period ended July 31, 2019 includes the restatement of prior periods refer Note 16 in the aforesaid financial statements.

Note:

1. EPS = PAT / Ordinary Share paid up capital
2. Book value per share = (Ordinary Share Paid up Capital + Reserves and surplus)/ Ordinary paid up share Capital
3. Networth = Ordinary Share Capital + Free Reserves** - Miscellaneous Expenditure written off, along with the detailed working.) ** Free Reserves to be considered as per Section 2(43) of the Companies Act, 2013

For RightMatch Holdings Ltd

Authorised Signatory

RightMatch Holdings Ltd.

FINANCIAL STATEMENTS

FOR THE PERIOD FROM
01 JANUARY 2019 TO 31 JULY 2019

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For RightMatch Holdings Ltd.

Authorised Signatory

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For RightMatch Holdings Ltd

Authorised Signatory

RightMatch Holdings Ltd.

CORPORATE INFORMATION

		Date of Appointment
DIRECTORS:	Harpreet Rekhi	10 April 2000
	Satinder S Rekhi	10 April 2000
	Sartaj S Rekhi	10 April 2000
	Ramneet Singh Rekhi	27 February 2006
	Sangeeta Bissessur	19 February 2013
	Zakir Niamut	30 August 2013

ADMINISTRATOR, SECRETARY & TAX AGENT:

SANNE Mauritius
IFS Court, Bank Street
TwentyEight, Cybercity
Ebene 72201
Mauritius

REGISTERED OFFICE:

IFS Court, Bank Street
TwentyEight, Cybercity
Ebene 72201
Mauritius

AUDITORS:

Crowe ATA
2nd Floor, Ebene Esplanade
24, Bank Street, Cybercity
Ebene 72201
Mauritius

BANKER:

AfrAsia Bank Limited
3rd Floor, Nexteracom Tower III
Ebene
Mauritius

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For RightMatch Holdings Ltd

Authorised Signatory

COMMENTARY OF THE DIRECTORS
FOR THE PERIOD FROM 1 JANUARY 2019 TO 31 JULY 2019

The directors present the audited financial statements of **RightMatch Holdings Ltd.** (the "Company") for the period ended from 1 January 2019 to 31 July 2019.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of investment holding.

RESULTS AND DIVIDEND

The results for the period are shown in the statement of profit or loss and other comprehensive income and related notes.

The directors have declared a dividend amounting to USD 300,000 for the period under review (2018: USD Nil).

DIRECTORS

The present membership of the Board is set out on page 2.

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors have prepared the financial statements which reflect fairly the financial position, financial performance and cash flows of the Company. In preparing those financial statements, the directors have:

- Selected suitable accounting policies and then apply them consistently;
- Made judgements and estimates that are reasonable and prudent;
- Stated whether International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- Prepared the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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 confirm that they have complied with the above requirements in preparing the financial statements.

AUDITORS

The auditors, **Crowe ATA**, have indicated their willingness to continue in office until the next annual meeting.

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For RightMatch Holdings Ltd

Authorised Signatory

Crowe

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INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF RightMatch Holdings Ltd.

Report on the audit of the special purpose financial statements

Opinion

We have audited the special purpose financial statements of **RightMatch Holdings Ltd.** (the "Company") set out on pages 8 to 31, which comprise the statement of financial position as at 31 July 2019, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the period then ended, and the notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying special purpose financial statements present fairly, in all material aspects the financial position of the Company as at 31 July 2019 and its performance and cash flows for the period then ended in accordance with International Financial Reporting Standards (IFRS).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, 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 audit opinion.

Other information

Directors are responsible for the other information. The other information comprises the commentary of the directors, which we obtained prior to the date of this auditors' report. Other information does not include the financial statements and our auditors' report thereon.

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

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For RightMatch Holdings Ltd
Authorised Signatory

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INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF RightMatch Holdings Ltd.

Report on the audit of the special purpose financial statements (Continued)

Other information (Continued)

In connection with our audit of the special purpose financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditors' report, 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.

Responsibilities of the directors

The directors are responsible for the preparation and fair presentation of the special purpose financial statements in accordance with IFRS and for such internal control as the directors determine is necessary to enable the preparation of the special purpose financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the special purpose financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the special purpose financial statements

Our objectives are to obtain reasonable assurance about whether the special purpose financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' 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 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 special purpose financial statements.

CERTIFIED TRUE COPY
For RightMatch Holdings Ltd
Authorised Signatory

Crowe

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF RightMatch Holdings Ltd.

Report on the audit of the special purpose financial statements (Continued)

Auditors' responsibilities for the audit of the special purpose financial statements (Continued)

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

- Obtain an understanding of internal control relevant to the audit 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;

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the special purpose financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the special purpose financial statements, including the disclosures, and whether the special purpose financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

For RightMatch Holdings Ltd

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Authorised Signatory

Crowe

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE SHAREHOLDERS OF RightMatch Holdings Ltd.

Report on the audit of the special purpose financial statements (Continued)

In forming our opinion, we report as follows:

- We have no relationship with, or any interests in, the Company other than in our capacity as auditors;
- We have obtained all the information and explanations that we required; and
- In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Restricted use of this report

This report is made solely for the Company's shareholders. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in our auditors' report and for no other purpose. We do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, for our audit work, for this report, or for the opinion we have formed on the accompanying special purpose financial statements which have been prepared by management for their purpose of evaluating the possible options for corporate restructuring, execution of such restructuring, and necessary fillings thereunder and should not be used for any other purposes.

Crowe ATA

Crowe ATA
Public Accountants

K.S. Sewraz, FCCA
Signing Partner
Licensed by FRC

Date: 02 October 2019
Ebene, Mauritius

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For RightMatch Holdings Ltd

Authorised Signatory

RightMatch Holdings Ltd.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE PERIOD FROM 1 JANUARY 2019 TO 31 JULY 2019

	Notes	Period from 1 January 2019 to 31 July 2019 USD	Year ended 31 December 2018 Restated USD
Income			
Gain on buy back of shares held in R Systems International Ltd	9	232,088	-
Dividend income		-	81,038
Expenses			
Professional fees		19,285	13,036
Licence fees		1,358	2,300
Audit fee		1,430	1,400
Bank charges		615	395
Foreign exchange loss		4,080	-
Total expenses		26,768	17,131
Profit before taxation		205,320	63,907
Taxation	8	-	-
Profit for the period / year		205,320	63,907
Other comprehensive income:			
Items that will not be reclassified subsequently to profit or loss		-	-
Items that may be reclassified subsequently to profit or loss:			
Net change in the fair value of investments	9	(772,997)	(212,964)
Total comprehensive loss for the period / year		(567,677)	(149,057)

The notes as set out on pages 12 to 31 form an integral part of these special purpose financial statements.

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For RightMatch Holdings Ltd

Authorised Signatory

RightMatch Holdings Ltd.

STATEMENT OF FINANCIAL POSITION
AS AT 31 JULY 2019

	Notes	As at 31 July 2019 USD	As at 31 December 2018 Restated USD
ASSETS			
Non-current assets			
Financial assets at fair value through other comprehensive income	9	5,614,250	6,387,534
		5,614,250	6,387,534
Current assets			
Advance to shareholders	13	-	196,693
Prepayments		1,817	4,425
Cash and cash equivalents		120,796	3,626
Total current assets		122,613	204,744
TOTAL ASSETS		5,736,863	6,592,278
EQUITY AND LIABILITIES			
Equity			
Stated capital	10	5,609,550	5,500
Retained earnings		113,224	207,904
Revaluation reserve		-	6,377,047
Total equity		5,722,774	6,590,451
Current liability			
Accruals		14,089	1,827
Total liabilities		14,089	1,827
TOTAL EQUITY AND LIABILITIES		5,736,863	6,592,278

Approved and authorised for issue by the board of directors on **2 October 2019** and signed on its behalf by:

Director

Director

The notes as set out on pages 12 to 31 form an integral part of these special purpose financial statements.

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For RightMatch Holdings Ltd

Authorised Signatory

STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD FROM 1 JANUARY 2019 TO 31 JULY 2019

	Stated capital	(Accumulated Losses) / Retained Earnings	Fair Valuation Reserve	Total equity
	USD	USD	USD	USD
As at 1 Jan 2018 (as previously stated)	5,500	(80,256)	6,956,643	6,881,887
Prior year adjustment (Note 16)	-	224,253	(224,253)	-
Restated as at 1 Jan 2018	5,500	143,997	6,732,390	6,881,887
Total comprehensive profit for the year	-	63,907	(355,343)	(291,436)
As at 31 December 2018 (As restated)	**5,500**	**207,904**	**6,377,047**	**6,590,451**
Total comprehensive profit for the period	-	**205,320**	**(772,997)**	**(567,677)**
Dividend paid	-	**(300,000)**	-	**(300,000)**
Issued of bonus shares	**5,604,050**	-	**(5,604,050)**	-
As at 31 July 2019	**5,609,550**	**113,224**	-	**5,722,774**

The notes as set out on pages 12 to 31 form an integral part of these special purpose financial statements.

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For RightMatch Holdings Ltd

Authorised Signatory

RightMatch Holdings Ltd.

STATEMENT OF CASH FLOWS
FOR THE PERIOD FROM 1 JANUARY 2019 TO 31 JULY 2019

	For the period from 1 January 2019 to 31 July 2019	For the year ended 31 December 2018
	USD	USD
Cash flows from operating activities		
Profit before taxation	**205,320**	63,907
Changes in working capital:		
Decrease in prepayments	**2,608**	-
Increase / (decrease) in accruals	**12,262**	(1,373)
Realised gain on buy back of shares of investee company	**(232,088)**	-
Brokerage fees and charges on buy back of shares of investee company	**176**	-
Foreign exchange loss	**4,080**	-
Net cash (used in) / from operating activities	**(7,642)**	62,534
Cash flows from investing activity		
Proceeds from buy back of shares of investee company	**228,119**	-
Net cash from investing activity	**228,119**	-
Cash flows from financing activity		
Dividend payout net of earlier advance to shareholders	**(103,307)**	(60,000)
Net cash used in financing activity	**(103,307)**	(60,000)
Net increase in cash and cash equivalents	**117,170**	2,534
Cash and cash equivalents at beginning of the period / year	**3,626**	1,092
Cash and cash equivalents at end of the period / year	**120,796**	3,626

The notes as set out on pages 12 to 31 form an integral part of these special purpose financial statements.

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For RightMatch Holdings Ltd

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1. GENERAL INFORMATION

RightMatch Holdings Ltd., the "Company", was incorporated in Mauritius on 10 April 2000 as a private company limited by shares and holds a Category 1 Global Business Licence issued by the Financial Services Commission. The Company has its registered office at IFS Court, Bank Street, TwentyEight, Cybercity, Ebene 72201, Mauritius.

The principal activity of the Company is to act as an investment holding company.

2. STATEMENT OF COMPLIANCE

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS), which comprise of standards and interpretations approved by the International Accounting Standards Board (IASB), and International Accounting Standards and Standing Interpretations Committee interpretations approved by the International Accounting Standards Committee (IASC) that remain in effect.

3. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared in accordance with International Financial Reporting Standard ("IFRS"). A summary of the more important accounting policies which have been applied consistently, is set out below. The preparation of the financial statements in accordance with IFRS requires the directors to make estimates and assumptions that could affect the reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.
These financial statements which have been prepared by management for their purpose of evaluating the possible options for corporate restructuring, execution of such restructuring, and necessary fillings thereunder and should not be used for any other purposes.

4. CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES

(i) New and amended standards and interpretations that are mandatorily effective for the current period.

In the current period, the Company has applied the following new and revised IFRSs issued by the International Accounting Standards Board ("IASB") and the International Financial Reporting Interpretations Committee ("IFRIC") of the IASB that are relevant to its operations and effective for accounting periods beginning on 1 January 2019.

IFRS 9 Financial Instruments and associated amendments to various other standards
IFRS 9 replaces the multiple classification and measurement models in IAS 39 Financial instruments: Recognition and measurement with a single model that has initially only two classification categories: amortised cost and fair value.

Classification of debt assets will be driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. A debt instrument is measured at amortised cost if: a) the objective of the business model is to hold the financial asset for the collection of the contractual cash flows, and b) the contractual cash flows under the instrument solely represent payments of principal and interest.

For RightMatch Holdings Ltd
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4. CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES (CONTINUED)

(i) New and amended standards and interpretations that are mandatorily effective for the current period (Continued)

IFRS 9 Financial Instruments and associated amendments to various other standards (Continued)

All other debt and equity instruments, including investments in complex debt instruments and equity investments, must be recognised at fair value.

All fair value movements on financial assets are taken through the statement of profit or loss, except for equity investments that are not held for trading, which may be recorded in the statement of profit or loss or in reserves (without subsequent recycling to profit or loss).

For financial liabilities that are measured under the fair value option entities will need to recognise the part of the fair value change that is due to changes in their own credit risk in other comprehensive income rather than profit or loss.

The new hedge accounting rules (released in December 2013) align hedge accounting more closely with common risk management practices. As a general rule, it will be easier to apply hedge accounting going forward. The new standard also introduces expanded disclosure requirements and changes in presentation.

In July 2014, the IASB made further changes to the classification and measurement rules and also introduced a new impairment model. With these amendments, IFRS 9 is now complete. The changes introduce:

• a third measurement category (FVTOCI) for certain financial assets that are debt instruments

• a new expected credit loss (ECL) model which involves a three stage approach whereby financial assets move through the three stages as their credit quality changes. The stage dictates how an entity measures impairment losses and applies the effective interest rate method. A simplified approach is permitted for financial assets that do not have a significant financing component (eg trade receivables). On initial recognition, entities will record a day-1 loss equal to the 12 month ECL (or lifetime ECL for trade receivables), unless the assets are considered credit impaired.

For financial years commencing before 1 February 2015, entities could elect to apply IFRS 9 early for any of the following:
• the own credit risk requirements for financial liabilities
• classification and measurement (C&M) requirements for financial assets
• C&M requirements for financial assets and financial liabilities, or
• C&M requirements for financial assets and liabilities and hedge accounting.

After 1 February 2015, the new rules must be adopted in their entirety.

For RightMatch Holdings Ltd

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4. CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES (CONTINUED)

(i) New and amended standards and interpretations that are mandatorily effective for the current period (Continued)

IFRS 9 Financial Instruments and associated amendments to various other standards (Continued)

The following table explains the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets and financial liabilities as at 1 January 2018.

		Original measurement category under IAS 39	New measurement category under IFRS 9	Original carrying amount under IAS 39	Additional loss allowance recognised under IFRS 9	New carrying amount under IFRS 9
				USD	USD	USD
1	Cash and cash equivalents	Loan and receivables	Financial assets at amortised cost	3,626	Nil	3,626
2	Payables	Financial liabilities at amortised cost	Financial liabilities at amortised cost	1,827	Nil	1,827

IFRS 15 Revenue from contracts with customers and associated amendments to various other standards

The IASB has issued a new standard for the recognition of revenue. This will replace IAS 18 which covers contracts for goods and services and IAS 11 which covers construction contracts.

The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer – so the notion of control replaces the existing notion of risks and rewards.

A new five-step process must be applied before revenue can be recognised:
- identify contracts with customers
- identify the separate performance obligation
- determine the transaction price of the contract
- allocate the transaction price to each of the separate performance obligations, and
- recognise the revenue as each performance obligation is satisfied.

For RightMatch Holdings Ltd

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4. CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES (CONTINUED)

(i) New and amended standards and interpretations that are mandatorily effective for the current period (Continued)

IFRS 15 Revenue from contracts with customers and associated amendments to various other standards (Continued)

Key changes to current practice are:

- Any bundled goods or services that are distinct must be separately recognised, and any discounts or rebates on the contract price must generally be allocated to the separate elements.
- Revenue may be recognised earlier than under previous standards if the consideration varies for any reasons (such as for incentives, rebates, performance fees, royalties, success of an outcome etc) – minimum amounts must be recognised if they are not at significant risk of reversal.
- The point at which revenue is able to be recognised may shift: some revenue which is currently recognised at a point in time at the end of a contract may have to be recognised over the contract term and vice versa.
- There are new specific rules on licences, warranties, nonrefundable upfront fees and, consignment arrangements, to name a few.
- As with any new standard, there are also increased disclosures.

These accounting changes may have flow-on effects on the entity's business practices regarding systems, processes and controls, compensation and bonus plans, contracts, tax planning and investor communications. Entities will have a choice of full retrospective application, or prospective application with additional disclosures.

IFRIC 22 Foreign Currency Transactions and Advance Consideration

The interpretation clarifies how to determine the date of transaction for the exchange rate to be used on initial recognition of a related asset, expense or income where an entity pays or receives consideration in advance for foreign currency-denominated contracts.

For a single payment or receipt, the date of the transaction should be the date on which the entity initially recognises the non-monetary asset or liability arising from the advance consideration (the prepayment or deferred income/contract liability).

If there are multiple payments or receipts for one item, a date of transaction should be determined as above for each payment or receipt.

Entities can choose to apply the interpretation:

- retrospectively for each period presented
- prospectively to items in scope that are initially recognised on or after the beginning of the reporting period in which the interpretation is first applied, or
- prospectively from the beginning of a prior reporting period presented as comparative information.

For RightMatch Holdings Ltd

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4. CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES (CONTINUED)

(ii) New and revised IFRSs and interpretations in issue but not yet effective

The following standards and interpretations had been issued but were not mandatory for annual reporting periods ending 31 July 2019.

IFRS 16 Leases

IFRS 16 will affect primarily the accounting by lessees and will result in the recognition of almost all leases on balance sheet. The standard removes the current distinction between operating and financing leases and requires recognition of an asset (the right to use the leased item) and a financial liability to pay rentals for virtually all lease contracts. An optional exemption exists for short-term and low-value leases.

The statement of profit or loss will also be affected because the total expense is typically higher in the earlier years of a lease and lower in later years. Additionally, operating expense will be replaced with interest and depreciation, so key metrics like EBITDA will change.

Operating cash flows will be higher as cash payments for the principal portion of the lease liability are classified within financing activities. Only the part of the payments that reflects interest can continue to be presented as operating cash flows.

The accounting by lessors will not significantly change. Some differences may arise as a result of the new guidance on the definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Interpretation 23 Uncertainty over Income Tax Treatments

The interpretation explains how to recognise and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses:

- how to determine the appropriate unit of account, and that each uncertain tax treatment should be considered separately or together as a group, depending on which approach better predicts the resolution of the uncertainty;
- that the entity should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information, ie that detection risk should be ignored;
- that the entity should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment;

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4. CHANGES IN ACCOUNTING STANDARDS AND DISCLOSURES (CONTINUED)

(ii) New and revised IFRSs and interpretations in issue but not yet effective (Continued)

Interpretation 23 Uncertainty over Income Tax Treatments (Continued)

- that the impact of the uncertainty should be measured using either the most likely amount or the expected value method, depending on which method better predicts the resolution of the uncertainty, and

- that the judgements and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgements. While there are no new disclosure requirements, entities are reminded of the general requirement to provide information about judgements and estimates made in preparing the financial statements.

5. SUMMARY OF ACCOUNTING POLICIES

The principal accounting policies set out below have been consistently applied in dealing with items which are considered material in relation to the Company's financial statements.

(a) *Revenue recognition*

Dividend income is recognised when the shareholders' right to receive payment is established.
Interest income is recognised as it accrues unless collectability is in doubt.

(b) *Expense recognition*

All expenses are accounted for in the profit or loss on an accrual basis.

(c) *Foreign currency translation*

(i) Functional and presentation currency

Items included in the financial statements of each of the Company entities are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Company's financial statements are presented in USD which is the Company's functional and presentation currency.

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit or loss.

For RightMatch Holdings Ltd

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5. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(c) *Foreign currency translation (Continued)*

(ii) Transactions and balances (Continued)

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the profit or loss within 'finance income or cost'. All other foreign exchange gains and losses are presented in the profit or loss within 'other (losses)/gains – net'.

Translation differences arising on non-monetary assets and liabilities are included in the translation reserve in equity.

(d) *Financial instruments*

Financial instruments carried on the statement of financial position include available-for-sale investments, advance to shareholders, cash and cash equivalents, amount due to shareholders, amount due to related party and accruals. The particular recognition methods adopted are disclosed in the individual policy statements associated with each item.

Disclosures about financial instruments to which the Company is a party are provided in Note 12.

Classification and initial measurement of financial assets

The classification of financial instruments at initial recognition depends on the purpose and management's intention for which the financial instruments were acquired and their characteristics.

Financial assets within the scope of IFRS 9 are classified as financial assets at fair value through profit and loss (FVTPL), amortised cost, or fair value through other comprehensive income (FVTOCI) (in terms of the Company's business model and contractual cash flows or designated as such), as appropriate. In the periods presented, the Company does not have any financial assets categorised as FVTPL. Financial assets carried on the statement of financial position include financial assets at FVTOCI, dividend receivable and cash and cash equivalents.

Financial liabilities within the scope of IFRS 9 are classified as financial liabilities at fair value through profit and loss or amortised cost, as appropriate. All financial liabilities are recognized initially at fair value. Financial liabilities carried on the statement of financial position include accruals.

(i)Equity investments

-Classification and measurement prior to 1 January 2018 (as per IAS 39)

The Company had classified its investments as available-for-sale financial assets.

For RightMatch Holdings Ltd

5. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(d) *Financial instruments (Continued)*

(i) Equity investments (Continued)

Investments that the Company intended to hold for an indefinite period of time were classified as available-for-sale. These were included in non-current assets unless management has expressed its intention of holding the investment for less than twelve months from the reporting date, in which case they would have been included in current assets.

Classification and measurement prior to 1 January 2018 (as per IAS 39)

All purchases and sales of investments were recognised on the trade date, which is the date that the Company commits to purchase or sell the assets. Cost of purchase included transaction costs. Available-for-sale investments were subsequently re-measured at fair value based on quoted bid prices. From time to time, the directors might adjust the basis of the valuation of these investments if they considered such adjustments are required to reflect more fairly the value of the investments. Gains and losses arising from changes in the fair valuation of available-for-sale investments were recognised in other comprehensive income and dealt under 'revaluation reserve'.

Classification and measurement as from 1 January 2018 (as per IFRS 9)

As from 1 January 2018, the Company classifies its equity investments as financial assets at fair value through other comprehensive income (FVTOCI)

Financial assets at fair value through other comprehensive income (FVTOCI)

The Company elected to present in other comprehensive income changes in the fair value of its equity investment previously classified as available-for-sale, which are subsequently measured at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following derecognition of the investment. Dividend from such investments continue to be recognized in profit or loss.
The Company's equity assets are listed investments on the Indian Stock Exchange market and they are fair valued at the reporting date based on the last traded price at close of business of the Indian stock exchange market.

(ii) Cash and cash equivalents

Cash and cash equivalents consist of balance with bank.

(iii) Accruals

Accruals are stated at their nominal value.

(iv) Loan from shareholders and related party

The amount payable to shareholders and related parties are stated at amount disbursed

For RightMatch Holdings Ltd

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5. SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

(e) *Equity*

Stated capital is determined using the nominal values of shares that have been issued.

Retained earnings include all current and prior period results as disclosed in the statement of profit or loss and other comprehensive income.

(f) *Taxation*

Income tax on the profit or loss for the period comprises of current and deferred tax. Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted at the reporting date, and any adjustment to tax payable in respect of prior years.

Deferred tax is recognised using the liability method, providing on all temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: 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 differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates 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.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. 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 realised.

(g) *Provisions*

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events and, it is probable that an outflow of resources will be required to settle the obligation, and a reliable estimate of the amount can be made.

(h) *Related parties*

Related parties are individuals and companies where the individuals or companies have the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with IFRS requires the directors to make use of certain critical accounting estimates. It also requires directors to exercise its judgement in the process of applying the Company's accounting policies.

The following are the management's judgements made in applying the accounting policies of the Company that have the most significant effect on the financial statements. Critical estimation uncertainties are described in Note 7.

For RightMatch Holdings Ltd

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6. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(a) Determination of functional currency

The determination of functional currency of the Company is critical since recording of transactions and exchange differences arising there are dependent on the functional currency selected. As described in note 5(c), the directors have considered those factors therein and have determined that the functional currency of the Company is the USD.

(b) Impairment of financial assets

IFRS 9 effectively incorporates an impairment review for financial assets that are measured at fair value, as any fall in fair value is taken to profit or loss or other comprehensive income for the period, depending upon the classification of the financial asset.

For financial assets designated to be measured at amortised cost, an entity must make an assessment at each reporting date whether there is evidence of possible impairment; if there is, then an impairment review should be performed. If impairment is identified, it is charged to profit or loss immediately. Quantification of the recoverable amount would normally be based upon the present value of the expected future cash flows estimated at the date of the impairment review and discounted to their present value based on the original effective rate of return at the date the financial asset was issued.

The Company's policy is to maintain cash balances and short-term deposits with a reputable banking institution and to monitor the placement of cash balances on an ongoing basis.

There are no such indications of events having impact on future cash flows of the Company. Therefore, no impairment provision is required to be made by the Company.

7. ESTIMATION UNCERTAINTY

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses.
The actual result may differ from the judgements, estimates and assumptions made by management and will seldom equal the estimated results.

8. TAXATION

Income tax

The Company holds a Category 1 Global Business License for the purpose of the Financial Services Act 2007 of Mauritius. Pursuant to the enactment of the Finance Act 2018, with effect as from 1 January 2019, the deemed tax credit has been phased out, through the implementation of a new tax regime. Companies which had obtained their Category 1 Global Business Licence on or before 16 October 2017, including the Company, have been grandfathered and would benefit from the deemed tax credit regime up to 30 June 2021.

For RightMatch Holdings Ltd

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8. TAXATION (CONTINUED)

Accordingly, the Company is entitled to a foreign tax credit equivalent to the higher of the actual foreign tax suffered or 80% of the Mauritian tax ("Deemed tax credit") on its foreign source income resulting in an effective tax rate on net income of up to 3%, up to 30 June 2021. Further, the Company is exempted from income tax in Mauritius on profits or gains arising from sale of securities. In addition, there is no withholding tax payable in Mauritius in respect of payments of dividends to shareholders or in respect of redemptions or exchanges of shares.

Post 30 June 2021 and under the new tax regime and subject to meeting the necessary substance requirements as required under the Financial Services Act 2007 (as amended by the Finance Act 2018) and such guidelines issued by the Financial Services Commission, the Company is entitled to either (a) a foreign tax credit equivalent to the actual foreign tax suffered on its foreign income against the Company's tax liability computed at 15% on such income, or (b) a partial exemption of 80% of some of the income derived, including but not limited to foreign source dividends or interest income.

The foregoing is based on the taxation laws and practices currently in force in Mauritius and may be subject to change.

For the period under review, the Company did not have any tax liability and therefore, no provision has been made.

Tax reconciliation	**Period from 1 January 2019 to 31 July 2019 USD**	Year ended 31 December 2018 USD
Profit before taxation	**205,320**	63,907
Dividend grossed up	**-**	16,687
Exempt income	**(232,088)**	-
Unauthorised deduction	**26,768**	-
Tax losses brought forward from previous years	**-**	(40,682)
	-	39,912
Income tax at 15 %	-	5,987
Actual foreign tax suffered (maximum claimed)	-	5,987
Tax liability	-	-

For RightMatch Holdings Ltd

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9. FINANCIAL ASSETS AT FAIR VALUE THOUGH OCI

Financial assets at fair value through other comprehensive income (FVTOCI)

	For the period from 1 January 2019 to 31 July 2019	Restated Year ended 31 December 2018
		USD
At beginning of the year	**6,387,534**	-
Transferred from AFS	-	6,742,877
Fair value adjustment for the year	**(772,997)**	(355,343)
Disposal	**(287)**	-
At end of the period / year	**5,614,250**	6,387,534

Financial assets at FVTOCI comprise equity securities which are not held for trading, and for which the Company had made an irrevocable election last year at initial recognition to recognise changes in other comprehensive income rather than profit or loss as these are strategic investments and the management considered this to be more relevant.

The details of the investment as at 31 July 2019 are as follows:

Name of company	**Number of shares**	**% holding**	**Fair Value USD**	**Cost USD**
R Systems International Limited	8,828,489 equity shares	7.34%	5,614,250	10,201

The Company has invested to the extent of **7.34%** (2018:7.32%) representing 8,828,489 equity shares of face value of INR1 each (2018: 9,076,218 equity shares of face value of INR1 each), in R Systems International Limited, a company quoted on the BSE Limited (BSE) and National Stock Exchange of India (NSE). The investments have been valued based on quoted market prices available on the BSE which was INR43.75 per share as at 31 July 2019 (2018: INR49.10). The market value of the investment has been converted into USD at the exchange rate of USD1: INR68.7975 (2018: USD1: INR69.7675).

During the period under review, R Systems International Limited, bought back 247,729 equity shares held by the Company for consideration amounting to USD228,119 resulting in a gain on the share buyback amounting to USD232,088.

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10. STATED CAPITAL

	As at 31 July 2019 USD	As at 31 December 2018 USD
Issued and fully paid:		
5,500 ordinary shares of USD1 each	5,609,550	5,500

The issued share capital of the Company comprises of 5,609,550 ordinary shares (2018: 5,500 ordinary share) with a par value of USD1 per share. These shares are entitled to voting rights and to dividends. Shareholders have various rights under the Company's constitution, including the rights to income distributions subject to solvency test and other legal requirements. They are also required to attend and vote at meeting of shareholders.

During the period under review, the Company issued 5,604,050 ordinary shares equally to Mr Satinder Singh Rekhi and Mrs Harpreet Singh Rekhi, the shareholders of the Company, out of reserves.

11. FAIR VALUE ESTIMATION

(a) Values of financial instruments

The Company's financial assets at fair value through other comprehensive income are valued as described in Note 9.

The Company's other financial assets and liabilities include advance to shareholders, cash and cash equivalents, amount due to shareholders, amount due to related party and accruals.

- Fair valuation hierarchy

Fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurements in its entirety, which are described as follows:

Level 1: inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2: inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly.

Level 3: inputs are unobservable inputs for the assets or liability.

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11. FAIR VALUE ESTIMATION (CONTINUED)

(a) Values of financial instruments (Continued)

The following tables set out the fair values of financial instruments that are analysed by the level in the fair value hierarchy into which each fair value measurement is categorised:

Assets **At 31 July 2019**	**Level 1** **USD**	**Level 2** **USD**	**Level 3** **USD**	**Total** **USD**
Financial assets at FVTOCI	**5,614,250**	-	-	**5,614,250**
Cash and cash equivalents	-	-	**120,796**	**120,796**
	5,614,250	-	**120,796**	**5,735,046**

Liabilities **At 31 July 2019**	**Level 1** **USD**	**Level 2** **USD**	**Level 3** **USD**	**Total** **USD**
Payables	-	-	**14,089**	**14,089**
	-	-	**14,089**	**14,089**

Assets At 31 December 2018	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
Financial assets at FVTOCI	6,387,534	-	-	6,387,534
Advance to shareholders	-	-	196,693	196,693
Cash and cash equivalents	-	-	3,626	3,626
	6,387,534	-	200,319	6,587,853

Liabilities At 31 December 2018	Level 1 USD	Level 2 USD	Level 3 USD	Total USD
Amount due to related party	-	-	-	-
Payables	-	-	1,827	1,827
	-	-	1,827	1,827

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11. FAIR VALUE ESTIMATION (CONTINUED)

(a) Values of financial instruments (Continued)

- Fair valuation hierarchy (Continued)

The fair value of financial instruments traded in active markets is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Company is the current bid price.

The financial instruments not measured at fair value through profit or loss are short-term financial assets and financial liabilities whose carrying amounts approximate fair value.

The fair values of cash and cash equivalents and accruals approximate their carrying values to their short term nature.

12. FINANCIAL RISK MANAGEMENT

Financial risks

The Company's investment activities expose it to the various types of risks, which are associated with the financial instruments and markets in which it invests. The following is a summary of the main risks:

(i) Currency risk

The Company invests in shares denominated in currencies other than its reporting currency, the United States dollar. Consequently, the Company is exposed to the risks that the exchange rate of the United States dollar relative to those currencies may change in a manner which has an adverse effect on the reported value of that portion of the Company's assets which are denominated in those currencies.

(ii) Concentration risk

At 31 July 2019, a significant portion of the Company's net assets consisted of investment in an Indian company which involves certain considerations and risks not typically associated with investments in other more developed countries. Further economic and political developments in India could adversely affect the liquidity or value, or both, of securities in which the Company has invested.

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12. FINANCIAL RISK MANAGEMENT (CONTINUED)

(iii) Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the loan to related party and shareholders.

The Company's investment and operational transactions are carefully allocated to counterparties reflecting the credit worthiness of financial institutions.

At 31 July 2019, the Company is not exposed to such risk.

(iv) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing 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 risking damage to the Company's reputation.

The table below summarizes the maturity profile of the Company financial liabilities on contractual undiscounted payments.

Financial liabilities	**Due < 1 year**	**Due > 1 year**	**Total**
31 July 2019	**USD**	**USD**	**USD**
Accruals	**14,089**	-	**14,089**
	14,089	-	**14,089**
31 December 2018			
Amount due to related party	-	-	-
Accruals	1,827	-	1,827
	1,827	-	1,827

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12. FINANCIAL RISK MANAGEMENT (CONTINUED)

(v) Sensitivity analysis

A 10% strengthening of United States dollar against the Indian rupee at the reporting date would decrease equity and profit or loss by the amounts shown below. The analysis assumes that all other variables remain constant.

	Effect on Equity	Effect on Equity
	31 July 2019 USD	31 December 2018 USD
Indian rupee (INR)	**510,386**	580,685

A 10% weakening of United States dollar against the Indian rupee at the reporting date would increase equity and profit or loss by the amounts shown below. The analysis assumes that all other variables remain constant.

	Effect on Equity	Effect on Equity
	31 July 2019 USD	31 December 2018 USD
Indian rupee (INR)	**(623,806)**	(709,726)

(vi) Capital risk management

The Company's objectives when managing capital are to raise sufficient funds for the initial investment and to safeguard the Company's ability to pay its debts as they fall due in order to continue as a going concern and provide returns for the shareholder. Capital comprises equity.

In order to maintain or adjust the capital structure, the Company may issue new shares or have recourse to its parent for funding or sell its investment and vary the amount of dividends or return capital to the shareholder.

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12. FINANCIAL RISK MANAGEMENT (CONTINUED)

(vii) Price risk

Price risk is the risk that the value of the financial instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to the instrument or all factors affecting all similar instruments.

The Company has investment in R Systems International Limited, an Indian Company whose shares are listed on Indian stock exchanges. The market price of the shares constantly changes due to market forces or other specific trading factors. Hence, the Company is exposed to the risk that the reported value of its investment may be adversely affected due to fluctuations in the market price of the shares.

(viii) Market risk

The Company takes on exposure to market risk, which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

Market risks arise from open positions in interest rate, currency and equity products, all of which are exposed to general and specific market movements and changes in the level of volatility of market rates or prices such as interest rates and foreign exchange rates.

(b) Currency profile

The currency profile of the Company's financial assets and liabilities is summarised as follows:

	Financial assets 31 July 2019 USD	**Financial liabilities 31 July 2019 USD**	Financial assets 31 December 2018 USD	Financial liabilities 31 December 2018 USD
Indian rupee	**5,614,250**	-	6,387,534	-
United States dollar	**120,796**	**14,089**	200,319	1,827
	5,735,046	**14,089**	6,587,853	1,827

Prepayments amounting to **USD1,817** (2018: USD4,425) have not been included in the financial assets.

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13. RELATED PARTY TRANSACTIONS

During the period under review, the Company had transactions with the related parties. Details of the nature, volume of transactions and balances for related party transactions are as follows:

Related parties	Relationship	Nature of transaction	Movement during the period	Debit / (credit) Balances 31 July 2019	Debit / (credit) Balances 31 December 2018
			USD	USD	USD
Mr. & Mrs. Rekhi	Shareholders	Advance	(196,693)	-	196,693
Mr. & Mrs. Rekhi	Shareholders	Dividend paid	(300,000)	(300,000)	-
R Systems International Limited	Investee Company	Proceeds from buy back of shares	228,119	228,119	-
SANNE Mauritius	Administrator Secretary and Tax Agent	Services	(5,594)	(6,271)	(677)

14. CAPITAL MANAGEMENT

Internally imposed capital requirements

The Company's objectives when managing capital are:

- to provide an adequate return to shareholders by pricing services commensurate with the level of risk;
- to comply with the capital requirements set out by the regulators;
- to safeguard the entity's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders;
- to maintain a strong asset base to support the development of business; and
- to maintain an optimal capital structure to reduce the cost of capital.

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14. CAPITAL MANAGEMENT (CONTINUED)

Internally imposed capital requirements (continued)

The Company sets the amount of capital in proportion to risk. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt and therefore, consistently with others in the industry, the Company does not have any external debts and therefore, consistently with others in the industry, the Company is not required to monitor its capital on the basis of the gearing ratio. There have not been any changes in the way the Company manages its capital.

Externally imposed capital requirements

The Company is not exposed to any externally imposed capital requirements.

15. COMPARATIVES

The financial statements have been prepared for a period of 7 months from 1 January 2019 to 31 July 2019. The comparative figures represent for the 12 months period from 1 January 2018 to 31 December 2018. Therefore, they are not comparable.

16. PRIOR YEAR RESTATEMENT

A realized loss of USD39,915 on buyback of shares held by the Company in R Systems International Ltd was recorded in the financial statement of the Company for the year ended 31 December 2016. It was noted that it should have been a realized gain of USD184,338 on the said buyback of shares and on that basis the realized gain amount has been adjusted with prior period figures restated.

17. EVENTS AFTER THE REPORTING PERIOD

Other than the Company's directors looking for possible options for corporate restructuring, there are no other events after the reporting date which would require amendments or additional disclosures to the special purpose financial statements.

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