

PSI Holding Group Inc.
Balance Sheet
(All amounts in USD thousands, unless otherwise stated)

Balance Sheet as at	Notes	As at March 31, 2018	As at March 31, 2017
Assets			
Non-current assets			
Financial assets			
(i) Investments	4 (a)	3,640	3,630
Total non-current assets		3,640	3,630
Current assets			
(a) Financial assets			
i. Trade receivables	4 (b)	588	553
ii. Other financial assets	4 (c)	-	68
(b) Other current assets	4 (d)	-	0
Total current assets		588	621
Total assets		4,228	4,251
Equity and liabilities			
Equity			
(a) Equity share capital	5 (a)	0	0
(b) Other equity			
i. Reserves and surplus	5 (b) & (c)	558	533
ii. Other components of equity	5 (d) & (e)	3,640	3,630
Total equity		4,198	4,163
Liabilities			
Current liabilities			
(a) Financial liabilities			
(i) Trade payables	6	-	44
(b) Income tax liabilities (net)	7	30	44
Total current liabilities		30	88
Total liabilities		30	88
Total equity and liabilities		4,228	4,251

See accompanying notes to the financial statements
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors of
PSI Holding Group Inc.

Hemant M. Joshi
Partner
Place: Pune
Date: June , 2018

Director

Director

Place: Pune
Date: June , 2018

PSI Holding Group Inc.
Statement of Profit and Loss
(All amounts in USD thousands, unless otherwise stated)

Statement of Profit and Loss for the	Notes	Year ended March 31, 2018	Year ended March 31, 2017
Income			
(a) Other income	8	55	-
Total income		55	-
Expenses			
(a) Other expenses		-	-
Total expenses		-	-
Profit before tax		55	-
Tax expense			
(a) Current tax	9	30	-
Total tax expense		30	-
Profit / (Loss) for the year		25	-
Other comprehensive income			
I) Items that will not be reclassified to profit or loss			
- Equity instrument through other comprehensive income	10	10	330
		10	330
II) Items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year, net of tax		10	330
Total comprehensive income for the year		35	330
Earnings per share - [nominal value per share USD 0.01 (March 31, 2017: USD 0.01)]			
- Basic and Diluted - in USD		0.25	-

See accompanying notes to the financial statements
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors of
PSI Holding Group Inc.

Hemant M. Joshi
Partner
Place: Pune
Date: June , 2018

Director

Director

Place: Pune
Date: June , 2018

PSI Holding Group Inc.
Statement of changes in equity
(All amounts in USD thousands, unless otherwise stated)

Equity share capital

Balance as at April 1, 2016	Changes in equity share capital during the year	Balance as at March 31, 2017
0	-	0
Balance as at April 1, 2017	Changes in equity share capital during the year	Balance as at March 31, 2018
0	-	0

Particulars	Notes	Reserves and Surplus	Other components of equity	Total
		Retained earnings	Equity instrument through other comprehensive income	
Balance as at April 1, 2016		533	3,960	4,493
Profit for the year	5 (c)	-	(330)	-
Movement in fair value of investments	5 (e)			
Total comprehensive income for the year		533	3,630	4,163
Balance as at March 31, 2017		533	3,630	4,163
Profit for the year	5 (c)	25		25
Movement in fair value of investments	5 (e)		10	10
Total comprehensive income for the year		558	3,640	4,198
Balance as at March 31, 2018		558	3,640	4,198

See accompanying notes to the financial statements
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors of
PSI Holding Group Inc.

Hemant M. Joshi
Partner
Place: Pune
Date: June , 2018

Director

Director

Place: Pune
Date: June , 2018

PSI Holding Group Inc.
Statement of Cash Flows for year ended March 31, 2018
(All amounts in USD thousands, unless otherwise stated)

Particulars	Year ended March 31, 2018		Year ended March 31, 2017	
Profit before taxation		55		-
Adjustments for:				
Sundry balances written back	(55)	(55)	-	-
Operating profit before working capital changes		-		-
Change in operating assets and liabilities				
(Increase)/ decrease in trade receivables	-		0	
(Increase)/ decrease in other current financial assets	-		(68)	
(Increase)/ decrease in other current assets	-		9	
Increase/ (decrease) in trade payables	-		(0)	
Increase/ (decrease) in current provisions	-		59	
		-		-
Cash generated from operations		-		-
Net cash flow from operating activities		-		-
Net cash flow from investing activities		-		-
Net cash flow from financing activities		-		-
Net increase/(decrease) in cash and cash equivalents		-		-
Cash and cash equivalents at the beginning of the year		-		-
Cash and cash equivalents at the end of the year		-		-

Notes:

a. The above Cash Flow Statement has been prepared under the "Indirect Method" set out in Indian Accounting Standard (Ind AS) 7 on Statement of Cash Flows.

See accompanying notes to the financial statements
In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors of
PSI Holding Group Inc.

Hemant M. Joshi
Partner
Place: Pune
Date: June , 2018

Director

Director

Place: Pune
Date: June , 2018

PSI Holding Group Inc.

Notes accompanying the financial statements as at and for the year ended March 31, 2018

1. Background

PSI Holding Group, Inc. is a company for holding investments in entities, namely Zensar Technologies IM Inc. (Erstwhile Akibia, Inc.), Zensar Technologies IM B.V. (Erstwhile Akibia BV) and Aquila Technology Corporation.

2. Summary of significant accounting policies

a. Basis of preparation

(i) Compliance with Ind AS

These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

(ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- defined benefit plans - plan assets measured at fair value;
- share-based payments and
- assets and liabilities arising in a business combination

(iii) Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and services and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current -non current classification of assets and liabilities.

b. Foreign currency translation

(i) Functional and presentation currency:

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

(ii) Transactions and balances

- Transactions in foreign currency are translated into the functional currency using the exchange rates prevailing at the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in Profit or Loss and reported within foreign exchange gains/(losses), except when deferred in other comprehensive income as qualifying cash flow hedges.

- A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

- Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs.

- 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. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other comprehensive income or profit or loss are also recognised in Other comprehensive income or profit or loss, respectively).

c. Income Tax

Income tax comprises current and deferred tax. Income tax expense is recognized in the statement of profit and loss except to the extent it relates to a business combination, or items directly recognized in equity or in other comprehensive income.

(i) Current Income Tax:

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period. The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted as at the reporting date and applicable for the period.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized

amounts and where it intends either to settle on a net basis, or to realize the asset and liability simultaneously.

(ii) Deferred Tax:

Deferred tax is recognized using the balance sheet approach. Deferred tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

Deferred tax assets are recognized to the extent 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 utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

The Company offsets deferred tax assets and liabilities, where it has a legally enforceable right to offset current tax assets against current tax liabilities, and they relate to taxes levied by the same taxation authority on either the same taxable entity, or on different taxable entities where there is an intention to settle the current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

d Impairment of assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

e Cash and cash equivalents

For the purposes of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, in banks and demand deposits with financial institutions, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to insignificant risk of change in value.

f Trade Receivables

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

g Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit and loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual cash flow characteristics.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(ii) Initial recognition

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

(iii) Measurement

Financial assets carried at amortised cost:

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset 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.

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

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model 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. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

Financial assets at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or 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 ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in statement of profit or loss.

(v) Derecognition of financial assets

The Company derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109.
- retains contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

When the entity has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to extent of continuing involvement in the financial asset.

(vi) Investments in subsidiaries: The Company has accounted for its investment in subsidiaries at cost.

h Financial Liabilities

(i) Initial recognition and measurement

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

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

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

(ii) Subsequent Measurement

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

Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

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

Trade and other payables:

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

Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the Effective Interest Rate (EIR) amortisation process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

(iii) Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

j Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to passage of time is recognised as interest expense.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognized as an asset, if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material)

Provisions for onerous contracts are recognized 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. Provisions for onerous contracts are measured at the present value of lower of the expected net cost of fulfilling the contract and the expected cost of terminating the contract.

k Contributed Equity

Equity shares are classified as equity.

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

l Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

m Earnings per share

The basic earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share and also the weighted average number of equity shares which would have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless they have been issued at a later date.

m Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to nearest thousands, unless otherwise stated.

n Recent accounting pronouncements

Standards issued but not yet effective

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("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. The amendment will come into force from April 1, 2018. The Company is in process of evaluating the impact on the financial statements.

Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize 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 standard permits two possible methods of transition: • Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors • Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach) The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018. The Company will adopt the standard on April 1, 2018 by using the cumulative catch-up transition method and accordingly comparatives for the year ending or ended March 31, 2018 will not be retrospectively adjusted. The Company is in process of evaluating the impact on the financial statements.

3. Critical estimates and judgements

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are included in the following notes:

The areas involving critical estimates and/or judgements are:**a Income taxes**

Significant judgments are involved in determining the provision for income taxes, including amount expected to be paid/recovered for uncertain tax positions.

b Provisions

Provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date adjusted to reflect the current best estimates. The policy for the same has been explained under Note 2(j).

PSI Holding Group Inc.

Notes to the financial statements as at and for the year ended March 31, 2018

(All amounts in USD thousands, unless otherwise stated)

4 Financial assets

(a) Non-current investments

	As at March 31, 2018	As at March 31, 2017
Investment carried at Fair Value through Other Comprehensive Income (FVTOCI)		
Investment in equity instruments - Unquoted		
1,000 (March 31, 2017: USD 1,000) Equity Shares of USD 0.01 each in Aquila Technology Corporation	3,640	3,630
Total non-current investments	3,640	3,630

(b) Trade receivables

(Unsecured, considered good unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
Considered good (Refer note 11)	588	553
Considered doubtful	-	-
	588	553
Less: allowance for doubtful trade receivables	-	-
Total trade receivables	588	553

(c) Other financial assets : Current

(Unsecured and considered good unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
Contractually reimbursable expenses (Refer note 11)	-	68
Total other financial assets : current	-	68

(d) Other Current assets

(Unsecured and considered good unless otherwise stated)

	As at March 31, 2018	As at March 31, 2017
- Others	-	0
Total other current assets	-	0

5 (a) Equity share capital

	As at March 31, 2018	As at March 31, 2017
Issued, subscribed and Paid up :		
100 equity shares of USD 0.01 each (100 shares of USD 0.01 each at March 31, 2017)	0	0
Total equity share capital	0	0

PSI Holding Group Inc.

Notes to the financial statements as at and for the year ended March 31, 2018

(All amounts in USD thousands, unless otherwise stated)

5 (b) Reserves and surplus:

	As at March 31, 2018	As at March 31, 2017
Retained earnings	558	533
Total reserves and surplus	558	533

5 (c) Movement of Reserves and surplus

	As at March 31, 2018	As at March 31, 2017
Retained earnings		
Balance as at the beginning of the year	533	533
Add: Profit for the year	25	-
Balance as at the end of the year	558	533

5 (d) Other components of equity

	As at March 31, 2018	As at March 31, 2017
Equity instrument through other comprehensive income	3,640	3,630
Total other components of equity	3,640	3,630

5 (e) Movement of other components of equity

	As at March 31, 2018	As at March 31, 2017
Equity instrument through other comprehensive Income		
Balance as at the beginning of the year	3,630	3,960
Movement in fair value of investments	10	(330)
Balance as at the end of the year	3,640	3,630

6 Trade payables

	As at March 31, 2018	As at March 31, 2017
Trade payables	-	44
Total trade payables	-	44

7 Income taxes

	As at March 31, 2018	As at March 31, 2017
Income tax assets	-	-
Income tax liabilities	30	44
Net current income tax assets / (liability)	(30)	(44)

8 Other Income

	Year ended March 31, 2018	Year ended March 31, 2017
Sundry balances written back	55	-
Total other income	55	-

9 Tax expense

This note provides an analysis of Company's income tax expense, shows amounts that are recognised directly in equity and

	Year ended March 31, 2018	Year ended March 31, 2017
Income tax expense		
Current Tax		
Current tax on profits for the year	30	-
Total tax expense	30	-

PSI Holding Group Inc.

Notes to the financial statements as at and for the year ended March 31, 2018

(All amounts in USD thousands, unless otherwise stated)

10 Fair value measurements

Financial instruments by category:

Particulars	March 31, 2018				March 31, 2017			
	FVTPL	FVTOCI	Amortised cost	Total	FVTPL	FVTOCI	Amortised cost	Total
Financial assets								
Investments:								
- equity instruments (*)	-	3,640	-	3,640	-	3,630	-	3,630
Trade receivables	-	-	588	588	-	-	553	553
Contractually reimbursable expenses	-	-	-	-	-	-	68	68
Total financial assets	-	3,640	588	4,228	-	3,630	621	4,251
Financial liabilities								
Trade payables	-	-	-	-	-	-	44	44
Total financial liabilities	-	-	-	-	-	-	44	44

(i) Fair value hierarchy:

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

(a) recognised and measured at fair value, and

(b) measured at amortised cost and for which fair values are disclosed in the financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVTOCI					
Equity instruments	4 (a)	-	-	3,640	3,640
Total financial assets		-	-	3,640	3,640
Financial assets and liabilities measured at fair value - recurring fair value measurements At March 31, 2017	Notes	Level 1	Level 2	Level 3	Total
Financial assets					
Financial investments at FVTOCI					
Equity instruments	4 (a)	-	-	3,630	3,630
Total financial assets		-	-	3,630	3,630

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchange is valued using the closing price as at the reporting period.

Level 2: Fair value of financial instruments that are not traded in an active market (for example, traded bonds, over the counter derivatives) is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument as observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification assets.

(ii) As per Ind AS 107 "Financial Instrument: Disclosure", fair value disclosures are not required when the carrying amounts reasonably approximate the fair value. Accordingly fair value disclosures have not been made for the following financial instruments:-

1. Trade receivables
2. Cash and cash equivalent
3. Contractually reimbursable expenses
4. Trade payables
5. Payable to related parties

PSI Holding Group Inc.

Notes to the financial statements as at and for the year ended March 31, 2018
(All amounts in USD thousands, unless otherwise stated)

11 Related party disclosures

A List of related parties

(i) List of subsidiaries

Name	Country of Incorporation	Relationship
Zensar Technologies Limited	United States of America	Ultimate Holding Company
Zensar Technologies, Inc.	United States of America	Holding Company
Zensar Technologies IM Inc.	United States of America	Subsidiary
Zensar Technologies IM B.V.	Netherlands	Subsidiary
Zensar Technologies (Singapore) Pte. Limited	Singapore	Fellow Subsidiary
Zensar (Africa) Holdings Proprietary Limited	South Africa	Fellow Subsidiary
Zensar Technologies (Shanghai) Company Limited	China	Fellow Subsidiary
Zensar Technologies (UK) Limited	United Kingdom	Fellow Subsidiary
Professional Access Limited	United States of America	Fellow Subsidiary
Foolproof Limited	United Kingdom	Fellow Subsidiary
Flow Interactive Limited	United Kingdom	Fellow Subsidiary
Knit Limited	United Kingdom	Fellow Subsidiary
Foolproof (SG) Pte Limited	Singapore	Fellow Subsidiary
Zensar (South Africa) Proprietary Limited	South Africa	Fellow Subsidiary

(ii) Key Management Personnel

Name	Designation	Tenure
Sandeep Kishore	Chief Executive Officer and Managing Director	From 15 January 2018
Harjott Atrii	Director	Till 31st March 2018
Pinaki Kar	Director	
Anand Mitkari	Director	

B Transactions with Related Parties

Sr. No.	Particulars	Volume of transactions during				Amount outstanding as on			
		March 31, 2018		March 31, 2017		March 31, 2018		March 31, 2017	
						Receivable	Payable	Receivable	Payable
A.	Rendering of software services								
(i)	Zensar Technologies IM Inc.	-	-	-	-	585	-	517	-
(ii)	Zensar Technologies IM B.V.	-	-	-	-	3	-	3	-
(iii)	Zensar Technologies, Inc.	-	-	-	-	-	-	-	-
	Total of Rendering of software services	-	-	-	-	588	-	520	-
B.	Tax relief to group companies/Reimbursements of expenses incurred								
(i)	Zensar Technologies, Inc.	3	-	-	-	-	3	68	-
	Total of Tax relief to group companies/Reimbursements of expenses incurred	3	-	-	-	-	3	68	-

PSI Holding Group Inc.

Notes to the financial statements as at and for the year ended March 31, 2018

(All amounts in USD thousands, unless otherwise stated)

12 Capital management

(a) Risk management

The Company's capital comprises equity share capital, share premium, retained earnings and other equity attributable to equity holders.

The Company's objectives when managing capital are to :

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt. Net debt comprises of long term and short term borrowings less cash and bank balances. Equity includes equity share capital and reserves that are managed as capital.

As Company's cash and bank balances are higher than net debt, hence the ratio is not applicable.

No changes were made in the objectives, policies or processes for managing capital of the Company during the current and previous year.

(b) Segment reporting

As the company does not have any income from operations , the disclosure in regard to segment is not given.

- (c)** The Ind AS financial statements of the Company for the year ended March 31, 2017, were audited by Chetan Mayur & Co, Chartered Accountants, the predecessor auditor.

**For and on behalf of the Board of Directors of
PSI Holding Group Inc.**

Director

Director

Place: Pune

Date: June , 2018