

TSIA HOLDINGS (THAILAND) LIMITED

Financial Statements

Year ended March 31, 2015

REPORT OF THE INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

TO THE SHAREHOLDERS AND BOARD OF DIRECTORS TSIA HOLDINGS (THAILAND) LIMITED

We have audited the financial statements of TSIA Holdings (Thailand) Limited, which comprise the statement of financial position as at March 31, 2015, and the statement of income and statement of changes in shareholders' equity for the year then ended, and notes, comprising a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Thai Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the aforementioned financial statements present fairly, in all material respects, the financial position of TSIA Holdings (Thailand) Limited as at March 31, 2015, and its financial performance for the year then ended in accordance with Thai Financial Reporting Standard for Non-Publicly Accountable Entities.

Emphasis of Matter

We draw attention to Notes 1 and 8, on July 15, 2015, the Board of Directors' Meeting passed a resolution to the closure of the Company. The Company thus changed its basis of accounting in preparation of the financial statements for the year ended March 31, 2015 from the going concern basis to the net realizable value basis. Our opinion is not qualified in respect of this matter.



Dr. Kiatniyom Kuntisook
Certified Public Accountant (Thailand)
Registration No. 4800

BANGKOK
July 30, 2015

DELOITTE TOUCHE TOHMATSU JAIYOS AUDIT CO., LTD.

TSIA HOLDINGS (THAILAND) LIMITED
STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2015

BAHT

	Notes	2015	2014
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	4	57,804	49,660
Total Current Assets		<u>57,804</u>	<u>49,660</u>
NON-CURRENT ASSETS			
Investment in an associate	5	-	5,142
Total Non-current Assets		<u>-</u>	<u>5,142</u>
TOTAL ASSETS		<u><u>57,804</u></u>	<u><u>54,802</u></u>
LIABILITIES AND SHAREHOLDERS' EQUITY			
CURRENT LIABILITIES			
Other payables		217,000	229,000
Total Current Liabilities		<u>217,000</u>	<u>229,000</u>
TOTAL LIABILITIES		<u><u>217,000</u></u>	<u><u>229,000</u></u>
SHAREHOLDERS' EQUITY			
SHARE CAPITAL			
Authorized share capital			
561 preference shares of Baht 100 each		<u>56,100</u>	<u>56,100</u>
539 ordinary shares of Baht 100 each		<u>53,900</u>	<u>53,900</u>
Paid-up share capital			
561 preference shares of Baht 100 each, fully paid		56,100	56,100
539 ordinary shares of Baht 100 each, fully paid		53,900	53,900
SURPLUS FROM THE WAIVER OF PAYABLE			
FROM A RELATED PARTY	7	844,511	582,247
RETAINED EARNINGS (DEFICITS)			
Unappropriated (deficits)		<u>(1,113,707)</u>	<u>(866,445)</u>
TOTAL SHAREHOLDERS' EQUITY (CAPITAL DEFICIENCY)		<u><u>(159,196)</u></u>	<u><u>(174,198)</u></u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u><u>57,804</u></u>	<u><u>54,802</u></u>

Notes to the financial statements form an integral part of these statements



TSIA HOLDINGS (THAILAND) LIMITED
STATEMENT OF INCOME
FOR THE YEAR ENDED MARCH 31, 2015

		BAHT	
	Note	2015	2014
REVENUE			
Other income		-	-
Total Revenue		-	-
EXPENSES			
Administrative expenses		242,120	236,435
Other expense	5	5,142	-
Total Expenses		247,262	236,435
NET LOSS		(247,262)	(236,435)

Notes to the financial statements form an integral part of these statements



TSIA HOLDINGS (THAILAND) LIMITED
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE YEAR ENDED MARCH 31, 2015

BAHT

	Note	Paid-up		Surplus from	Retained Earnings	Total
		Share Capital		the waiver	(Deficits)	Shareholders' Equity
		Preference	Ordinary	of payable	Unappropriated	(Capital Deficiency)
		Shares	Shares	from a	(Deficits)	
				related party		
For the year ended March 31, 2014						
Beginning balance as at April 1, 2013		56,100	53,900	-	(630,010)	(520,010)
The waiver of payable from a related party	7	-	-	582,247	-	582,247
Net loss		-	-	-	(236,435)	(236,435)
Ending balance as at March 31, 2014		<u>56,100</u>	<u>53,900</u>	<u>582,247</u>	<u>(866,445)</u>	<u>(174,198)</u>
For the year ended March 31, 2015						
Beginning balance as at April 1, 2014		56,100	53,900	582,247	(866,445)	(174,198)
The waiver of payable from a related party	7	-	-	262,264	-	262,264
Net loss		-	-	-	(247,262)	(247,262)
Ending balance as at March 31, 2015		<u>56,100</u>	<u>53,900</u>	<u>844,511</u>	<u>(1,113,707)</u>	<u>(159,196)</u>

Notes to the financial statements form an integral part of these statements



TSIA HOLDINGS (THAILAND) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2015

1. THE COMPANY'S OPERATIONS AND OTHER INFORMATION

TSIA Holdings (Thailand) Limited ("the Company") was registered as a limited company under the Thai laws on May 25, 1998. The registered office is located at 66 Q. House Asoke Building, 14th Floor, Soi Asoke, Sukhumvit 21 Road, Kwaeng North Klongtoey, Khet Wattana, Bangkok, and on March 1, 2015, the Company has changed its office to Rasa Tower, Bangkok. The main objective of the Company is holding investment in a related company.

The major shareholder is Tata Steel International (Singapore) Holdings Pte Ltd. which was incorporated in Singapore, holding 49% of the Company's shares.

The ultimate parent of the group is Tata Steel Limited, which was incorporated in the Republic of India.

The Company has extensive transactions and relationships with related companies. Accordingly, the financial statements may not necessarily be indicative of the conditions that would have existed or the results of operations that would have occurred if the Company had operated without such affiliations.

On July 15, 2015, the Board of Directors' Meeting passed a resolution to the closure of the Company. The Company thus changed its basis of accounting in preparation of the financial statements for the year ended March 31, 2015 from the going concern basis to the net realizable value basis (see Notes 2 and 8).

2. BASIS FOR PREPARATION AND PRESENTATION OF THE FINANCIAL STATEMENTS

2.1 The Company maintains its accounting records in Thai Baht and prepares its statutory financial statements in the Thai language in conformity with Thai Financial Reporting Standard for Non-Publicly Accountable Entities (TFRS for NPAEs) issued by the Federation of Accounting Professions and accounting practices generally accepted in Thailand.

2.2 The financial statements of the Company are prepared in compliance with the Notification of the Department of Business Development dated September 28, 2011 regarding "The Brief Particulars in the Financial Statements B.E. 2554".

2.3 The financial statements for the year ended March 31, 2015 prepared on the net realizable value basis (see Note 1).

The financial statements for the year ended March 31, 2014, which are presented as comparative information are prepared base on the historical cost convention except as disclosed in the significant accounting policies.

3. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies are summarized as below:

3.1 Cash and cash equivalents

Cash and cash equivalents are cash in hand and all types of deposits at banks with original maturities of three months or less from the date of acquisition excluding deposits at banks used as collateral, if any.

3.2 Investment in an associate

Investment in an associate is stated at cost.

If there is an indicator that the value of an investment has permanently declined, the Company shall recognize a loss on diminution in value of the investment in the statement of income.

3.3 Income tax expense

Income tax expense, if any, is based on tax paid and accrued for the year.

3.4 Use of accounting estimate

The preparation of financial statements in conformity with TFRS for NPAEs also requires the Company's management to exercise judgment in order to determine the accounting policies, estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the end of the reporting period and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's reasonable consideration of current events, actual results may differ from these estimates.

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents as at March 31, 2015 and 2014 are cash at bank-current account of Baht 57,804 and Baht 49,660, respectively.

5. INVESTMENT IN AN ASSOCIATE

Investment in an associate is investment in Tata Steel International (Thailand) Limited. Its details as at March 31, are as follows:

	Country of Registration	Type of Business	Relationship	Ownership		Paid-up share capital		At cost method	
				2015	2014	2015	2014	2015	2014
				%		Baht	Baht	Baht	Baht
Tata Steel International (Thailand) Limited	Thailand	Providing services to related companies	Shareholder	51.00	51.00	2,010,000	2,010,000	5,142	5,142
<u>Less</u> Allowance for loss on diminution in value of investment								(5,142)	-
								-	5,142

The Company classified its investment in Tata Steel International (Thailand) Limited as investment in an associate because the Company has no power to control such company.

For the year ended March 31, 2015, loss on diminution in value of investment amounting of Baht 5,142 was recorded as a part of other expense in the statements of income (2014: nil).

There was no dividend income from the associated company for the years ended March 31, 2015 and 2014.

6. SHARE CAPITAL

Each ordinary shareholder has one vote per share and preference shareholder has one vote for every ten preference shares. The preference shares are non-cumulative dividend preference shares which will receive dividend at a fixed rate of 3% per annum of paid-up share capital at each dividend declaration.

When there is a liquidation of the Company, the preference shareholder has the right to receive the return of the remaining contributions before the ordinary shareholder at the amount not exceeding the paid-up share capital of preference shares.

7. SURPLUS FROM THE WAIVER OF PAYABLE FROM A RELATED PARTY

According to the confirmation letter dated May 13, 2015 to waive debts, Tata Steel International (Thailand) Limited, an associated company agreed to waive debts of Baht 262,264 to the Company for the year ended March 31, 2015. Such amount was recorded as surplus from the waiver of payable from a related party and presented under "shareholders' equity".

According to the confirmation letter dated April 16, 2014 to waive debts, Tata Steel International (Thailand) Limited, an associated company agreed to waive debts of Baht 582,247 to the Company for the year ended March 31, 2014. Such amount was recorded as surplus from the waiver of payable from a related party and presented under "shareholders' equity".

8. EVENT AFTER THE REPORTING PERIOD

On July 15, 2015, the Board of Directors' Meeting passed a resolution to the closure of the Company.

9. APPROVAL OF THE FINANCIAL STATEMENTS

These financial statements have been approved for issue by the authorized director of the Company on July 30, 2015.

