

# Annual Report 2022



**VORTIV**

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Vortiv Ltd  
ABN 98 057 335 672  
ASX: VOR

The acquisition of the remaining shares in TSI India has provided Vortiv's shareholders with the opportunity to invest in a leading ATM managed services operator in the high growth cash economy of India and provide a strategic focus to embark on future complementary Fintech acquisitions.

# Chairman's letter

## Dear Fellow Shareholders,

On behalf of the Board of Directors of Vortiv Limited we are proud to present to you the company's Annual Report for the year ended 31 March 2022.

Following the completion last year of the restructure and divestment of assets, the return of capital and dividend to shareholders last year the company set about identifying acquisition opportunities to complement our then passive interest in TSI India. Our first investment was completed during the year with the acquisition of the remaining 75% of TSI India.

This acquisition provides the company's shareholders with the opportunity to acquire and control a leading ATM managed services operator in the high growth cash economy of India, with strong earnings profile and a short pay back period.

We remain committed to supporting the TSI management team to continue delivering on its success to date and executing on the strategy for further Fintech acquisitions.

TSI India specialises in creating and executing transaction payments solutions for banks, financial institutions and utility companies:

- managing over 16,000+ ATMs for leading public and private sector banks, and white label operators across India with complete end to end Transaction Processing and Managed Services capabilities with state-of-the-art managed services.
- deployed its E-Surveillance solution at 5000+ sites providing clients with continuous, real time, sensor based or hybrid models of surveillance for ATM's.
- TSI's IoT based Power Management System has been developed in-house to manage and monitor electricity consumption on ATM sites. This integration with E-Surveillance provides a complete integrated solution.
- TSI's Smart Bill Pay Kiosks deployed for power utilities with the ability to process payments including Cash, Cheques & Cards via variety of hardware such as kiosk, mobile and tablet.
- I-Pay Marketplace platform enables customers to initiate Domestic Money Transfer, pay utility bill payments, book air tickets or hotel bookings, withdraw cash, assistance with E-Commerce and many other services all using cash at merchant outlets. i-Pay has 7000+ merchant locations across India.
- i-Pay Rewards & Loyalty program rewards consumers of utility companies to pay their bills on time. The solution serves 4 million consumers.

Since the acquisition TSI India secured an agreement with Central Bank of India (CBI) for deployment of an additional 2,550 ATMs inclusive of supply, site preparation, installation, commissioning, e-surveillance and ongoing services and support. There is also the possibility of being awarded an additional 625 ATM licenses from CBI over the next 12 months. The agreement is for a term of five years, ending in December 2027.

We would like to thank all shareholders for their continued support and to those who participated in the \$10.5m capital raise completed during the year to fund the acquisition of TSI India. The investment provides strategic focus for the Company to embark on further complementary Fintech acquisitions in developed markets such as Australia, the UK and the US.

We remain committed to supporting the TSI management team to continue delivering on its success to date and to executing on the strategy for further Fintech acquisitions.



**Nicholas Smedley**  
**Chairman**

# TSA India highlights



## **Electronic Surveillance**

Eyeball and Sensor based Surveillance



## **i-Pay**

Merchant Assisted Marketplace



## **Loyalty & Rewards Platform**

Reward Customers Points for Bill Payments



## **ATM Solutions**

End to End ATM deployment and management



## **Bill Payment Solutions**

Smart Multi-functional Payment Kiosks

**TSI India** specialises in providing solutions in the payments, electronic surveillance and managed services space.

## 1.5 Trillion

**Processed INR across all product lines including ATMs & Payment Solutions**

## 550+ Million

**Transactions, ATMs being the key driver**

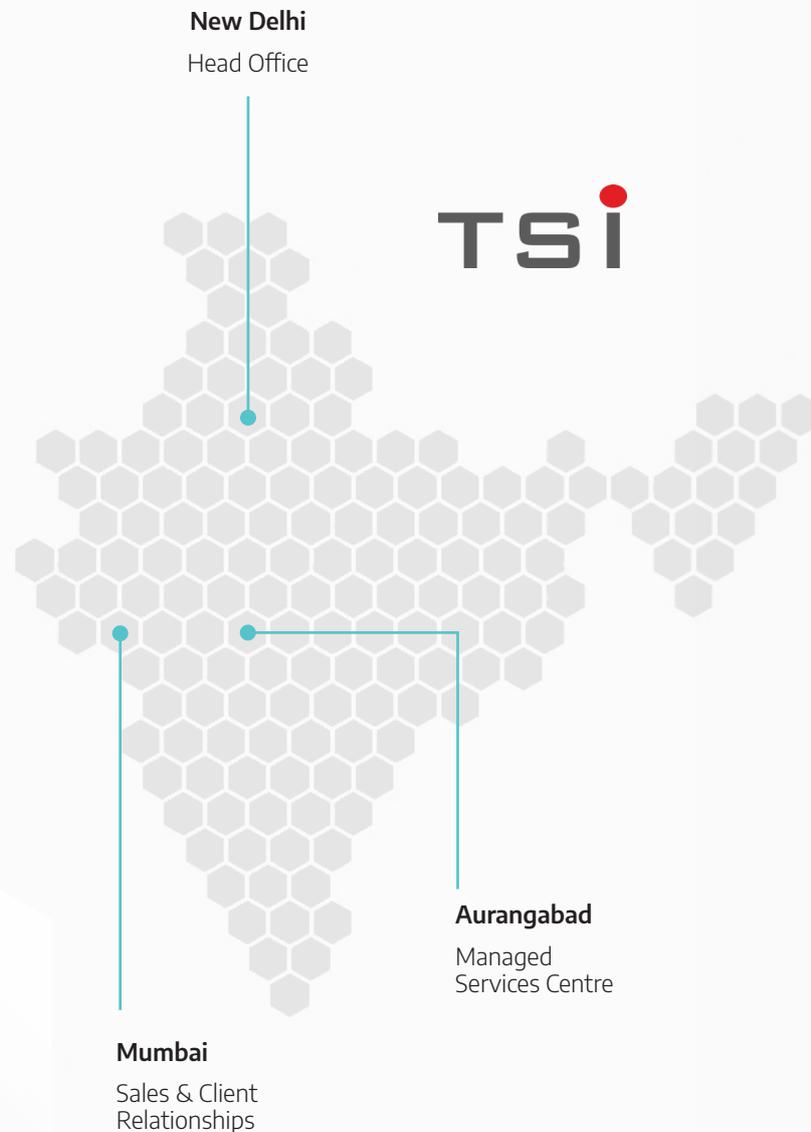
## 40+ Institutions

**Serving multiple strategic partnerships with leading entities**

## 20+ States

**Across Pan India operations with field operations and partnerships**

## 500+ Employees



“TSI India is well poised to capitalise on the exponential growth of transactions in the payments space in India. It has a proven track record of providing transaction payment solutions to multiplicity of Financial Institutions and Utilities in India successfully over the last 17 years.

TSI intends to enhance its footprint in the payments space both with ATMs and Digital Payments in the coming years with a primary focus on Rural India. This is aligned with the Governments Initiative to drive financial inclusion and payments supported by The Reserve Bank of India.”

**TSI India CEO – Mohnish Kumar**

## **Financial Statements**

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# Directors' Report

31 March 2022

Your directors of Vortiv Limited ("VOR" or the Company") submit herein the annual financial report of the company for the financial year ended 31 March 2022.

## INFORMATION ON DIRECTORS

The names and qualifications of each person who has been a director during the year and to the date of this report are:

Mr Nicholas Smedley	Non-executive Chairman (appointed 12 April 2021)
Qualifications	<p>Mr Nicholas Smedley is an experienced Investment Banker and M&amp;A Advisor with 14 years' experience at UBS and KPMG. He has worked on M&amp;A transactions in the UK, Hong Kong, China and Australia with transactions ranging from the A\$9bn defence of WMC Resources through to the investment of \$65m into Catch.com.au.</p> <p>Nicholas currently oversees investments in the Property, Aged care, Energy, Technology and Medical Technology space.</p> <p>Key areas of expertise include M&amp;A, Debt structuring, corporate governance and innovation.</p> <p>Mr Smedley holds a Bachelor of Commerce degree from Monash University.</p> <p>Mr Smedley is Executive Chairman of listed entity Respiro Limited (ASX: RSH) appointed 30 October 2019 to present and Non-executive Director of AD1 Holdings Limited (ASX: AD1) appointed 6 March 2020 to present.</p>
Mr Simon Vertullo	Non-executive Director (appointed 19 April 2021)
Qualifications	<p>Mr Simon Vertullo is a Chartered Accountant with more than 20 years' experience in Australia, Asia and Europe working in C-Suite, corporate finance and restructuring roles.</p> <p>Simon was previously partner and practice leader in international accounting firms and has extensive commercial and operational experience, having held various CFO, executive leadership and advisory roles with numerous listed and large private companies in Australia, Europe and Asia.</p> <p>Key areas of his expertise include equity and debt transactions, risk management and operational performance improvement.</p> <p>Mr Vertullo was previously a director of Donaco Ltd (ASX:DNA).</p>
Mr Jason Titman	Non-executive Director (appointed 19 April 2021)
Qualifications	<p>Mr Jason Titman is a SaaS technology C-Level Executive and Board Advisor, with extensive channel partnership and go to market experience in Australia, South East Asia, Europe, and the US. He is a proven multi-sector entrepreneur, with a track record of achieving significant growth in value and exits for business partners, shareholders and founders.</p> <p>His key areas of expertise include deep operational experience, transformative leadership, strategy and lateral thinking, B2B channel partnerships, international expansion and corporate governance.</p> <p>Mr Titman is a Chartered Accountant, has a Graduate Diploma from the Australian Institute of Company Directors and holds an MBA from the University of Queensland, where he guest lectures in the MBA Programs on Corporate Governance and is also involved with the UQ Entrepreneurial and Ventures team, which is building an entrepreneurialism program across all faculties within the University.</p> <p>Mr Titman has not held any other directorships of publicly listed companies in the last three years.</p>

# Directors' Report cont.

31 March 2022

Mr Phillip MacLeod	Company Secretary (appointed as Non-executive Director on 16 December 2020/ resigned as Non-executive Director on 30 April 2021)
Qualifications	Mr MacLeod has over 25 years commercial experience and has held the position of company secretary with listed public companies since 1995. Mr MacLeod has provided corporate, management and accounting advice to Australian and international public companies involved in the resource, technology, healthcare and property industries.  Mr MacLeod is a Fellow of the Governance Institute of Australia, a member of the Australian Institute of Company Directors and a member of CPA Australia.

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

## PRINCIPAL ACTIVITIES AND SIGNIFICANT CHANGES IN NATURE OF ACTIVITIES

The principal activity of Vortiv limited was a holding company seeking investment opportunities.

A change in Vortiv Limited's activities occurred on the acquisition of TSI India, a leading Fintech and ATM managed services provider in India. The acquisition was completed on 22<sup>nd</sup> February 2022. Refer to review of operations for further disclosures.

## OPERATING RESULTS

The operating loss after income tax of the Company for the year was \$1.52 million (2021: profit of \$10.4 million).

The basic and diluted earnings per share for the Company for the year was (0.85) cents (2021: 8.0 cents).

## REVIEW OF OPERATIONS

During the year the company acquired the remaining 75% Transaction Solutions International (India) Private Limited (TSI India). TSI India is a leading Fintech and ATM managed services provider, with core operations including ownership and/or servicing of over 14,000 ATMs in the high growth cash economy of India. The company has held a 25% interest in TSI since 2005.

The transaction was completed on 22<sup>nd</sup> February 2022, and as a result the balance sheet, profit and loss and cash flows of TSI India have been consolidated into the group's financial statements only from this date. However, the profit and loss does not incorporate a full 12 months of corporate overheads including various acquisition costs for TSI India and the cost of options issued as part of the capital raise for the acquisition. As part of the transaction key management were locked in via a 10% minority interest in TSI India issued to them post completion reducing VOR ownership to 90%.

As a result of the acquisition the group has recorded for the year a statutory revenue of \$4.778m, and a loss of \$1.522m representing the consolidated results of TSI India from the acquisition date and corporate overhead costs. Had the full year result of TSI India been consolidated the pro forma result for the year would have been \$40.56m revenue and EBITDA of \$7.368m. At 31 March 2022, the company had (\$0.956m) net debt i.e. borrowings less cash and term deposits.

Since the acquisition TSI India secured an agreement with Central Bank of India (CBI) for deployment of an additional 2,550 ATMs inclusive of supply, site preparation, installation, commissioning, e-surveillance and ongoing services and support. There is also the possibility of being awarded an additional 625 ATM licenses from CBI over the next 12 months. The agreement is for a term of 5-years, ending in December 2027 (extendable for a further 2 years by CBI). TSI India management have estimated that following full deployment of the 2,550 ATM's this will result in an additional annual AUD \$25-30m of revenue and AUD \$11-13m of EBITDA (assuming an exchange rate of AUD\$1 = INR55).

In a best case scenario, TSI India management had hoped to be awarded 1,500 ATM's following a request for information from CBI. As a result of TSI exceeding the deliverables in its ATM contracts for several other major Indian Banks, and with the strength of TSI's e-surveillance offering, CBI awarded TSI a contract covering 100% of its ATM allocation. The rollout has commenced, is anticipated to be largely completed by the end of CY22 and be finalised within 12 months.

During the year the company completed a \$10.5m capital raise to fund the acquisition of TSI India remaining 75% and provide working capital and also commenced a strategic review with TSI India management and the results of this will be announced following its finalisation which is expected shortly.

## FINANCIAL POSITION

The net assets of Vortiv Limited have decreased by \$6.9 million from 31 March 2021 to \$14 million at 31 March 2022. This decrease is largely due to the acquisition of TSI India. As a result, the Group has recorded for the year statutory revenue of \$4.778m, and a loss of \$1.522m representing the consolidated results of TSI India from the acquisition date and corporate

## Directors' Report cont.

31 March 2022

overhead costs. Had the full year result of TSI India been consolidated the pro forma result for the year would have been \$40.56m revenue and EBITDA of \$7.368m. At 31 March 2022, the company had (\$0.956m) net debt i.e. borrowings less cash and term deposits.

### COMPANY SECRETARY

Mr Alastair Beard was appointed as Joint Company Secretary on 7 December 2021.

Mr Beard is a skillful and adaptable Certified Practising Accountant with diverse private and public company experience including roles as director or Chief Financial Officer in the property, utilities, aquaculture and research-to-commercialisation industries.

### MEETINGS OF DIRECTORS

Attendances by each director during the year were as follows:

	Directors' Meetings	
	Number eligible to attend	Number attended
Mr Nicholas Smedley	5	5
Mr Simon Vertullo	5	5
Mr Jason Titman	5	5

### INDEMNIFICATION AND INSURANCE OF OFFICERS AND AUDITORS

No indemnities have been given or insurance premiums paid, during or since the end of the financial year, for any person who is or has been an officer or auditor of Vortiv Limited.

### OPTIONS

At the date of this report, the unissued ordinary shares of Vortiv Limited under option are as follows:

Grant Date	Date of Expiry	Exercise Price	Number under Option
17 January 2022	17 January 2024	\$0.045	364,644,240
17 January 2022	17 January 2025	\$0.045	10,000,000
02 February 2022	02 February 2026	\$0.045	19,999,998
02 February 2022	02 February 2027	\$0.045	20,000,001
02 February 2022	02 February 2028	\$0.045	20,000,001
			<b>434,644,240</b>

Option holders do not have any rights to participate in any issues of shares or other interests in the Group.

For details of options issued to directors and other key management personnel as remuneration, refer to the remuneration report.

There were no options exercised during the year ended 31 March 2022.

No person entitled to exercise the option had or has any right by virtue of the option to participate in any share issue of any other body corporate.

# Directors' Report cont.

31 March 2022

## PROCEEDINGS ON BEHALF OF COMPANY

### Non-audit services

The Board of Directors, in accordance with advice from the audit committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*. The directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided do not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

There were no fees paid or payable to the external auditors for non-audit services during the year ended 31 March 2022

### Auditor's independence declaration

The auditor's independence declaration in accordance with section 307C of the *Corporations Act 2001* for the year ended 31 March 2022 has been received and can be found on page 10 of the financial report.

### ASIC corporations instrument 2016/191 rounding of amounts

The Group is an entity to which ASIC Corporations (Rounding in Financial/Directors' Report) Instrument 2016/191 applies and, accordingly, amounts in the financial statements and directors' report have been rounded to the nearest thousand dollars.

### Remuneration Report (audited)

This Remuneration Report, which forms part of the Director's Report, sets out information about the remuneration of Key Management Personnel ("KMP") of the Company.

### Key Management Personnel

The KMP of the Company during the current year and the prior financial year were:

Name	Role
Mr Nicholas Smedley	Non-executive chairman (appointed 12 April 2021)
Mr Simon Vertullo	Non-executive director (appointed 19 April 2021)
Mr Jason Titman	Non-executive director (appointed 19 April 2021)
Mr Phillip MacLeod	Non-executive director (resigned 30 April 2021)

Except as noted, the named persons held their current position for the whole of the financial year and since the end of the financial year.

# Directors' Report cont.

31 March 2022

## Remuneration of KMPs

Details of the nature and amount of each element of the emoluments of each director of the Company are as follows:

	Short term benefits Salary & fees 000's	Post- employment benefits 000's	Equity compensation benefits 000's	Total 000's	Compensation based on performance %
<b>Year ended 31 March 2022</b>					
Nicholas Smedley	132	-	80	212	37
Jason Titman	106	-	79	185	43
Simon Vertullo	106	-	79	185	43
Jeffrey Lai**	1	-	-	1	-
Howard Digby***	3	-	-	3	-
Phil MacLeod****	5	-	-	5	-
<b>Total</b>	<b>353</b>	<b>-</b>	<b>238</b>	<b>591</b>	<b>40</b>

	Short term benefits Salary & fees 000's	Post- employment benefits 000's	Equity compensation benefits 000's	Total 000's	Compensation based on performance %
<b>Year ended 31 March 2021</b>					
Gary Foster*	59	-	-	59	-
Jeffrey Lai**	251	14	-	265	18.9
Howard Digby***	56	-	-	56	-
Phil MacLeod****	11	-	-	11	-
Gregg Taylor*****	18	-	-	18	-
<b>Total</b>	<b>395</b>	<b>14</b>	<b>-</b>	<b>409</b>	<b>18.9</b>

\* resigned 17 February 2021

\*\* resigned 12 April 2021

\*\*\* resigned 19 April 2021

\*\*\*\* resigned 30 April 2021

\*\*\*\*\* resigned 31 August 2020

## Directors' Report cont.

31 March 2022

### Options: Granted and vested to KMPs

Numbers and amounts relating to options and shares for year ending 31 March 2020 have been converted based on the 20 for one consolidation that was effective 3 April 2020.

	Opening Balance Nos.	Number acquired during the year Nos.	Granted as remuneration Nos.	Expired Nos.	On leaving Nos.	Closing Balance Nos.
<b>Year ended 31 March 2022</b>						
Nicholas Smedley	-	13,333,334	20,000,000	-	-	33,333,334
Simon Vertullo	-	6,666,666	20,000,000	-	-	26,666,666
Jason Titman	-	10,000,000	20,000,000	-	-	30,000,000
<b>Total</b>	<b>-</b>	<b>30,000,000</b>	<b>60,000,000</b>	<b>-</b>	<b>-</b>	<b>90,000,000</b>

	Opening Balance Nos.	Number acquired during the year Nos.	Granted as remuneration Nos.	Expired Nos.	On leaving Nos.	Closing Balance Nos.
<b>Year ended 31 March 2021</b>						
Jeffrey Lai	1,592,280	-	-	1,555,515	-	36,765
Howard Digby	273,530	-	-	86,765	-	186,765
Gary Foster	200,000	-	-	-	-	200,000
Gregg Taylor	200,000	-	-	-	-	200,000
<b>Total</b>	<b>2,265,810</b>	<b>-</b>	<b>-</b>	<b>1,642,280</b>	<b>-</b>	<b>623,530</b>

## Directors' Report cont.

31 March 2022

### Share-based compensation during the year ended 31 March 2021.

There was nil share-based compensation during the year ended 31 March 2021.

### Shareholdings of KMPs

	Balance at 1 April 2021 Nos.	Acquired during the year Nos.	Sold during the year Nos.	Other Nos.	Balance at 31 March 2022 Nos.
<b>Year ended 31 March 2022</b>					
Nicholas Smedley	-	13,333,334	-	-	13,333,334
Simon Vertullo	350,000	6,666,666	-	-	7,016,666
Jason Titman	33,715	10,000,000	-	-	10,033,715
	<b>383,715</b>	<b>30,000,000</b>	-	-	<b>30,383,715</b>

	Balance at 1 April 2020 Nos.	Acquired during the year Nos.	Sold during the year Nos.	Other Nos.	Balance at 31 March 2021 Nos.
<b>Year ended 31 March 2021</b>					
Gary Foster	8,141,940	-	-	-	8,141,940
Jeffrey Lai	497,059	-	-	-	497,059
Howard Digby	147,059	-	-	-	147,059
Phillip MacLeod*	6,810	-	-	-	6,810
	<b>8,792,868</b>	-	-	-	<b>8,792,868</b>

\*appointed 16 December 2020/resigned 30 April 2021

### Service agreements

The Company had a formal service agreement with Mr Jeffrey Lai, Chief Executive Officer. His agreement commencement date was 20 March 2017 through to his resignation date as Chief Executive Officer on 22 January 2021. Remuneration was \$200,000 inclusive of superannuation guarantee. Other benefits include mobile phone and laptop computer. Post probation period incentive package included options with a 3-year term subject to achievement of specific performance hurdles.

# Directors' Report cont.

31 March 2022

## Performance of the Company for the last five years

The performance of the Company and the impact on shareholder wealth are noted below.

	2022	2021	2020	2019	2018
	000's	000's	000's	000's	000's
Revenue*	4,778	10,326	11,533	5,821	2,366
Profit/(loss) before tax from continuing operations	(1,526)	(470)	(673)	143	(587)
Profit/(loss) after tax from continuing operations	(1,522)	(470)	(673)	143	(587)
Profit/(loss) after tax from discontinued operations	-	10,875	2,949	(95)	-
Profit/(loss) after tax for the year	(1,522)	10,405	2,276	48	(587)
<b>Share price (In Cents)</b>					
Share price at beginning	-	10.00	14.00	16.00	34.00
Share price at end	-	13.00	10.00	14.00	16.00
Dividends paid/payable	-	5.55	-	-	-
<b>Earnings per share</b>					
Basic earnings per share	(0.85)	8.00	0.04	(0.60)	(1.40)
Diluted earnings per share	(0.85)	8.00	0.04	(0.60)	(1.40)

\* includes discontinued operations

## End of Audited Remuneration Report

This director's report, incorporating the remuneration report, is signed in accordance with a resolution of the Board of Directors.



Nicholas Smedley  
Chairman

Dated this 30<sup>th</sup> day of June, 2022

To the Board of Directors

## AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C OF THE CORPORATIONS ACT 2001

As lead audit director for the audit of the financial statements of Vortiv Limited for the financial year ended 31 March 2022, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours Faithfully,

*Hall Chadwick*

**HALL CHADWICK WA AUDIT PTY LTD**



**CHRIS NICOLOFF CA**

**Director**

Dated this 30<sup>th</sup> day of June 2022  
Perth, Western Australia

# Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 March 2022

	Note	2022 \$000's	2021 \$000's
Revenue	3	4,698	80
Finance income	4	80	19
<b>Total revenues</b>		4,778	99
Operating expenses		(2,069)	-
<b>Total Operating Expenses</b>		(2,069)	-
<b>Gross Profit</b>		2,709	99
Employee benefits expenses		(1,425)	(530)
Professional services		(769)	(365)
Office expenses		(59)	-
IT expenses		(53)	-
Depreciation expenses		(1,046)	(1)
Depreciation of right of use assets		(183)	(54)
Finance costs		(287)	(11)
Fair value adjustment on contingent consideration		-	473
Options expense		(238)	-
Other expenses		(175)	(81)
<b>Loss before tax from continuing operations</b>	6	(1,526)	(470)
Income tax benefit/(expense)		4	-
<b>Loss after tax from continuing operations</b>		(1,522)	(470)
Profit from discontinued operations	7	-	10,875
<b>Profit/(loss) for the period</b>		(1,522)	10,405
<b>Other comprehensive income/(loss)</b>			
<i>Items that may be subsequently reclassified to profit or loss</i>			
Foreign currency movement in translation of foreign operations		-	4
Movement in fair value of financial assets designated at fair value through other comprehensive income		-	570
<b>Other comprehensive income/(loss) for the period</b>		-	574
<b>Total comprehensive income/(loss) for the period</b>		(1,522)	10,979
<b>Less: Total comprehensive income/(loss) for the period attributable to Non Controlling Interests</b>		(152)	
<b>Total comprehensive income/(loss) for the period attributable to members</b>		(1,370)	
<b>Earnings/(Loss) per share post-consolidation</b>			
Basic earnings/(loss) per share from continuing operations (cents per share)		(0.85)	(0.4)
Diluted earnings/(loss) per share from continuing operations (cents per share)		(0.85)	(0.4)
Basic earnings/(loss) per share from continuing and discontinued operations (cents per share)		(0.85)	8.0
Diluted earnings/(loss) per share from continuing and discontinued operations (cents per share)		(0.85)	8.0

# Consolidated Statement of Financial Position

As At 31 March 2022

	Note	2022 \$000's	2021 \$000's
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	9	1,185	22,709
Trade and other receivables	10	6,118	124
Term deposits		22,031	-
Contract assets		-	7
Income tax receivable		-	37
Prepayments	15	48	7
<b>Total Current Assets</b>		<b>29,382</b>	<b>22,884</b>
<b>Non-current Assets</b>			
Plant and equipment	11	14,386	2
Right-of-use assets	12	13,828	
Intangible assets		94	-
Goodwill on acquisition	14	1,267	-
Financial assets at fair value through other comprehensive income (FVOCI)	13	-	6,100
Other non-current assets		761	-
<b>Total Non-Current Assets</b>		<b>30,336</b>	<b>6,102</b>
<b>TOTAL ASSETS</b>		<b>59,718</b>	<b>28,986</b>
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Trade and other payables	16	17,660	265
Borrowings	17	14,281	-
Short-term provisions		5,407	-
Dividend payable	18	-	7,799
<b>Total Current Liabilities</b>		<b>37,348</b>	<b>8,064</b>
<b>Non-Current Liabilities</b>			
Trade and other payables	16	333	-
Borrowings	17	7,979	-
<b>Total Non-Current Liabilities</b>		<b>8,312</b>	<b>-</b>
<b>TOTAL LIABILITIES</b>		<b>45,660</b>	<b>8,064</b>
<b>NET ASSETS</b>		<b>14,058</b>	<b>20,922</b>
<b>EQUITY</b>			
Issued capital	19	38,161	41,989
Reserves	20	59	802
Accumulated losses	22	(23,391)	(21,869)
Outside equity interest		(771)	-
<b>TOTAL EQUITY</b>		<b>14,058</b>	<b>20,922</b>

# Consolidated Statement of Changes in Equity

For the Year Ended 31 March 2022

	Contributed equity \$000's	Convertible note reserve \$000's	Foreign currency translation reserve \$000's	FVOCI reserve \$000's	Share based payment reserve \$000's	Options reserve \$000's	Outside equity interest \$000's	Accumulated losses \$000's	Total \$000's
<b>Balance at 1 April 2020</b>	41,789	52	(17)	226	124	-	-	(24,632)	17,542
Net profit/(loss) for the period	-	-	-	-	-	-	-	10,405	10,405
Total other comprehensive income/ (expense)	-	-	4	570	-	-	-	-	574
<b>Transactions with owners in their capacity as owners</b>									
Issue of shares	200	-	-	-	-	-	-	-	200
Convertible note repaid	-	(52)	-	-	-	-	-	52	-
Dividend payable	-	-	-	-	-	-	-	(7,799)	(7,799)
Expired options transferred to accumulated losses	-	-	-	-	(105)	-	-	105	-
<b>Balance at 31 March 2021</b>	<b>41,989</b>	<b>-</b>	<b>(13)</b>	<b>796</b>	<b>19</b>	<b>-</b>	<b>-</b>	<b>(21,869)</b>	<b>20,922</b>
<b>Balance at 1 April 2021</b>	41,989	-	(13)	796	19	-	-	(21,869)	20,922
Net profit/(loss) for the period	-	-	-	-	-	-	-	(1,522)	(1,522)
Total other comprehensive income/ (expense)	-	-	(185)	(796)	-	-	-	-	(981)
<b>Transactions with owners in their capacity as owners</b>									
Return of capital	(14,052)	-	-	-	-	-	-	-	(14,052)
Capital raise	10,939	-	-	-	-	-	-	-	10,939
Capital raising costs	(715)	-	-	-	-	-	-	-	(715)
Options reserve	-	-	-	-	-	238	-	-	238
Recognition of outside equity interest	-	-	-	-	-	-	(771)	-	(771)
<b>Balance at 31 March 2022</b>	<b>38,161</b>	<b>-</b>	<b>(198)</b>	<b>-</b>	<b>19</b>	<b>238</b>	<b>(771)</b>	<b>(23,391)</b>	<b>14,058</b>

# Consolidated Statement of Cash Flows

For the Year Ended 31 March 2022

	Note	2022 \$000's	2021 \$000's
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Receipts from customers		6,552	11,201
Payments to suppliers & employees		(8,458)	(10,699)
Payments for research & development		-	49
Income taxes (paid)/received		-	(2,003)
Interest received/(paid)		(284)	20
Net cash inflow/(outflow) from operating activities		(2,190)	(1,432)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			
Net cash inflow/(outflow) on sale/acquisition of business		(4,063)	24,007
Net cash inflow/(outflow) on term deposits		(4,283)	-
Payment for plant & equipment		(52)	(81)
Net cash inflow/(outflow) from investing activities		(8,398)	23,926
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from issue of shares		10,939	-
Share issue costs		(715)	-
Dividends paid by parent entity		(7,799)	-
Return of capital paid		(14,052)	-
Net proceeds/(repayment) of borrowings		237	-
Repayment of convertible notes		-	(722)
Principal elements of lease payments		-	(111)
Net cash inflow/(outflow) from financing activities		(11,390)	(833)
Net increase/(decrease) in cash and cash equivalents held		(21,978)	21,661
Cash and cash equivalents at the beginning of the period		22,709	1,054
Cash acquired as part of business combination		454	-
Effect of exchange rates movements on foreign currencies		-	(6)
Cash and cash equivalents at end of the period	9	1,185	22,709

# Notes to the Financial Statements

## For the Year Ended 31 March 2022

Vortiv Limited is a company domiciled in Australia. These consolidated financial statements comprise Vortiv Limited, a company incorporated in Australia and its subsidiaries ("the Group") as at and for the year ended 31 March 2022.

The functional and presentation currency of Vortiv Limited is Australian dollars.

The financial report was authorised for issue by the Directors on 30 June 2022.

Comparatives are consistent with prior years, unless otherwise stated.

The Group is an entity to which ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 applies and, accordingly amounts in the financial statements and Directors' Report have been rounded to the nearest thousand dollars.

### COMPONENTS OF THE COMPANY

The Company financial statements represent the financial position of Vortiv Limited, and other entities within the Company at 31 March 2022 and their financial performance, cash flows and changes in equity for the half year ended on that date.

The Company comprises of the following entities:

	Extent of Control		
	Incorporation	31 Mar 2022	31 Mar 2021
<b>Accounting parent</b>			
Vortiv Limited ("VOR")	Australia	100%	100%
<b>Controlled entities</b>			
Transaction Solutions International Pty Ltd	Australia	100%	100%
Transaction Solutions International (Mauritius) Pty Limited	Mauritius	100%	100%
Transaction Solutions International (India) Pvt Limited	India	90%	24.89%

## 1 BASIS OF PREPARATION

The financial statements are general purpose financial statements that have been prepared in accordance with the Australian Accounting Standards and the *Corporations Act 2001*.

These financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

## 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis for consolidation

The consolidated financial statements comprise the financial statements of Vortiv Limited (Vortiv or the Company) and its controlled entities. The Group has control when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The financial statements of subsidiaries are to be prepared in accordance with the policies disclosed in the parent company annual report. Reconciliation between Indian GAAP and AASB's has been performed to ensure consistency. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

All intra-group balances and transactions, including unrealised profits arising from intra-group transactions, have been eliminated in full. Unrealised losses are eliminated unless costs cannot be recovered.

Subsidiaries are consolidated from the date on which control is transferred to the group and ceases when the Company loses control of the subsidiary. Where there is loss of control of a subsidiary, the consolidated financial statements include the results for the part of the reporting period during which the parent has control.

### *Accounting for subsidiaries in parent financial statements*

The investments in subsidiaries are measured at costs less any accumulated impairment.

# Notes to the Financial Statements *cont.*

## For the Year Ended 31 March 2022

### *Going Concern*

The financial statements have been prepared on the going concern basis, which contemplates continuity of normal business activities and the realisation of assets and discharge of liabilities in the normal course of business. As disclosed in the financial statements, the Group incurred a loss of \$1.522m and had net cash outflows from operating activities of \$2.19m for the year ended 31 March 2022 and has net current liabilities of \$7.966m at year end. This result includes 12 months of corporate overhead of the listed holding company and the profit and loss and cashflows of TSI India for the period 22 Feb 2022 to 31 March 2022. At year end the group had cash on hand of \$1.185m.

These factors indicate a material uncertainty which may cast significant doubt as to whether the Group will continue as a going concern and therefore whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. Despite these issues the Directors believe that there are reasonable grounds to believe that the Group will be able to continue as a going concern, after consideration of the following factors:

- The forecast profitable trading of TSI India while the Group will have the benefit of a full 12 months results of TSI India for the coming year without the impacts of the global COVID pandemic. Further, since year end TSI India secured an agreement with Central Bank of India for deployment of an additional 2,550 ATMs inclusive of supply, site preparation, installation, commissioning, e surveillance and ongoing services and support. There is also the possibility of being awarded an additional 625 ATM licenses from CBI over the next 12 months.
- Cash of \$1.185m held at 31 March 2022.
- TSI India has positive net debt (cash and cash term deposits less debt) at 31 March 2022 of \$0.956m.
- The Group has prepared budgets and cash flow forecast for the next 12 months from the date of this report which indicate the Group will have profitable trading and a positive cash balance during this period.
- The Directors believe that there are reasonable grounds to expect that the Group has the capacity to raise capital should the need arise. The Group has a strong track record of accessing capital when it is required to advance its portfolio.

Accordingly, the Directors believe that the Group will be able to continue as a going concern and that it is appropriate to adopt the going concern basis in the preparation of the financial report.

Should the Company be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

### **(b) Business combinations**

Acquisitions of businesses are accounted for using the acquisition method. At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their fair value, with limited exceptions. Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred over the fair value of the net identifiable assets acquired is recorded as goodwill. If that amount is less than the fair value of the net identifiable assets, the difference is recognised directly in the profit and loss as a bargain purchase.

### **(c) Revenue and other income**

#### **Revenue from contracts with customers**

The core principle of AASB 15 is that revenue is recognised on a basis that reflects the transfer of promised goods or services to customers at an amount that reflects the consideration the Group expects to receive in exchange for those goods or services. Revenue is recognised by applying a five-step model as follows:

1. Identify the contract with the customer
2. Identify the performance obligations
3. Determine the transaction price
4. Allocate the transaction price to the performance obligations
5. Recognise revenue as and when control of the performance obligations is transferred

# Notes to the Financial Statements *cont.*

## For the Year Ended 31 March 2022

Generally the timing of the payment for sale of goods and rendering of services corresponds closely to the timing of satisfaction of the performance obligations, however where there is a difference, it will result in the recognition of a receivable, contract asset or contract liability.

None of the revenue streams of the Group have any significant financing terms as there is less than 12 months between receipt of funds and satisfaction of performance obligations.

### Specific revenue streams

The revenue recognition policies for the principal revenue streams of the Group are:

#### Revenue from contracts with customers

Revenue from operating of ATM and Bill Payment, including I pay on line are recognised on completion of processing of the transaction. Revenues from E-surveillance, bandwidth, and managed services are recognised on completion of processing of the transaction.

Any indirect taxes are excluded from revenue.

#### Interest

Revenue is recognised as the interest accrues (using the effective interest method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset.

#### Other income

Other income is recognised on an accruals basis when the Group is entitled to it.

### (d) Income Tax

#### Deferred tax

Deferred income tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except where the deferred income tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry-forward of unused tax assets and unused tax losses can be utilised except where the deferred income tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred income tax assets is reviewed at each balance sheet 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 utilised.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in the income statement.

#### Other taxes

Revenues, expenses and assets are recognised net of the amount of indirect taxes except:

- where the taxes incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case those taxes are recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables are stated with the amount of taxes included.

The net amount of taxes recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

# Notes to the Financial Statements *cont.*

## For the Year Ended 31 March 2022

Cash flows are included in the statement of cash flows on a gross basis and the indirect tax component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authorities are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of indirect taxes recoverable from, or payable to, the taxation authority.

### **(e) Goods and services tax (GST)**

Revenue, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payable are stated inclusive of GST.

Cash flows in the statement of cash flows are included on a gross basis and the GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

### **(f) Property, plant and equipment**

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment.

#### **Plant and equipment**

Plant and equipment are measured using the revaluation model.

#### **Depreciation**

Property, plant and equipment, excluding freehold land, is depreciated on a straight-line basis over the assets useful life to the Group, commencing when the asset is ready for use.

### **(g) Financial instruments**

Financial instruments are recognised when the Group becomes party to the contractual provisions of the instrument. The de-recognition of a financial instrument takes place when the Group no longer controls the contractual rights that comprise the financial instrument, which is normally the case when the instrument is sold, or all the cash flows attributable to the instrument are passed through to an independent third party.

The financial instruments of the group comprise of (i) cash and cash equivalents; (ii) trade and other receivables; (iii) loans and receivables; and (iv) trade and other payables.

#### **Financial assets**

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

#### *Classification*

On initial recognition, the Group classifies its financial assets into the following categories, those measured at:

- amortised cost

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets.

#### *Amortised cost*

Assets measured at amortised cost are financial assets where:

- the business model is to hold assets to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows are solely payments of principal and interest on the principal amount outstanding.

The Group's financial assets measured at amortised cost comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

# Notes to the Financial Statements *cont.*

## For the Year Ended 31 March 2022

Subsequent to initial recognition, these assets are carried at amortised cost using the effective interest rate method less provision for impairment.

Interest income, foreign exchange gains or losses and impairment are recognised in profit or loss. Gain or loss on derecognition is recognised in profit or loss.

### *Fair value through other comprehensive income*

The investments in equity instruments that are neither held for trading nor contingent consideration recognised by the Group in a business combination to which AASB 3 “Business combination” applies, are measured at fair value through other comprehensive income, where an irrevocable election has been made by management.

Amounts presented in other comprehensive income are not subsequently transferred to profit or loss. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of par of the cost of the investment.

### *Trade receivables*

Impairment of trade receivables have been determined using the simplified approach in AASB 9 which uses an estimation of lifetime expected credit losses. The Group has determined the probability of non-payment of the receivable and multiplied this by the amount of the expected loss arising from default.

The amount of the impairment is recorded in a separate allowance account with the loss being recognised in finance expense. Once the receivable is determined to be uncollectable then the gross carrying amount is written off against the associated allowance.

Where the Group renegotiates the terms of trade receivables due from certain customers, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in profit or loss.

### *Other financial assets measured at amortised cost*

Impairment of other financial assets measured at amortised cost are determined using the expected credit loss model in AASB 9. On initial recognition of the asset, an estimate of the expected credit losses for the next 12 months is recognised. Where the asset has experienced significant increase in credit risk then the lifetime losses are estimated and recognised.

## **Financial liabilities**

The Group measures all financial liabilities initially at fair value less transaction costs, subsequently financial liabilities are measured at amortised cost using the effective interest rate method.

The financial liabilities of the Group comprise trade payables, bank and other loans and lease liabilities.

### **(h) Impairment of non-financial assets**

At the end of each reporting period the Group determines whether there is an evidence of an impairment indicator for non-financial assets.

Where an indicator exists and regardless for indefinite life intangible assets and intangible assets not yet available for use, the recoverable amount of the asset is estimated.

Where assets do not operate independently of other assets, the recoverable amount of the relevant cash-generating unit (CGU) is estimated.

The recoverable amount of an asset or CGU is the higher of the fair value less costs of disposal and the value in use. Value in use is the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

Where the recoverable amount is less than the carrying amount, an impairment loss is recognised in profit or loss.

Reversal indicators are considered in subsequent periods for all assets which have suffered an impairment loss.

# Notes to the Financial Statements *cont.*

## For the Year Ended 31 March 2022

### (i) Intangible assets

#### Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or groups of cash-generating units) that is expected to benefit from the synergies of the combination.

A cash-generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognized directly in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

On disposal of the relevant cash-generating unit, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

### (j) Cash and cash equivalents

Cash and cash equivalents comprises cash on hand, demand deposits and short-term investments which are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

Bank overdrafts also form part of cash equivalents for the purpose of the statement of cash flows and are presented within current liabilities on the statement of financial position.

### (k) Leases

At the commencement date of a lease, the Group will recognise a liability to make lease payments (i.e. the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e. the right-of-use asset). The Group will separately recognise interest expense on the lease liability and the depreciation expense on the right-of-use asset.

Payments associated with short-term leases and leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short term leases are leases with a lease term of 12 months or less. Low-value assets comprise of office equipment.

### (l) Employee benefits

Employee benefits such as salary and wages are measured at the rate at which the Group expects to settle the liability; and recognised during the period over which the employee services are being rendered.

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

### (m) Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential ordinary shares and the weighted average number of shares assumed to have been issued for no consideration in relation to dilutive potential ordinary shares.

The weighted average number of shares outstanding during the reporting period represents the equity structure of the legal parent, i.e. Vortiv Limited.

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### (n) Share-based payments

Equity-settled share-based payments with employees and others providing similar services are measured at the fair value of the equity instrument at the grant date. Fair value is measured by use of valuation techniques. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest.

### (o) Share capital

Issued and paid up capital are recognised at the consideration received by the Group.

Expenses (including the tax effect) incurred directly in relation to the issue of the equity instruments are deducted from equity.

### (p) Adoption of new and revised accounting standards

The Group has adopted all standards which became effective for the first time at 31 March 2022, the adoption of these standards has not caused any material adjustments to the reported financial position, performance or cash flow of the Group or refer to Note for details of the changes due to standards adopted.

## 3 REVENUE AND OTHER INCOME

	2022 \$000's	2021 \$000's
Gross revenue	4,574	-
Other income	124	80
<b>Total Revenue</b>	<b>4,698</b>	<b>80</b>

# Notes to the Financial Statements cont.

For the Year Ended 31 March 2022

## 4 FINANCE INCOME AND EXPENSES

### Finance income

	2022 \$000's	2021 \$000's
Finance income	80	19
<b>Total finance income</b>	<b>80</b>	<b>19</b>

## 5 PROFIT AND LOSS ITEMS

The loss for the year includes:

	2022 \$000's	2021 \$000's
Depreciation	1,046	1
Right of use asset depreciation	183	54
<b>Total Depreciation</b>	<b>1,229</b>	<b>55</b>

## 6 INCOME TAX EXPENSE

(a) The major components of income tax recognised in profit or loss comprise:

	2022 \$000's	2021 \$000's
Current tax expense		
Adjustments recognised in the current year in relation to the current tax of prior years	(4)	-
<b>Total income tax expense/(benefit)</b>	<b>(4)</b>	<b>-</b>

## Notes to the Financial Statements cont.

### For the Year Ended 31 March 2022

#### (b) Reconciliation of income tax to accounting profit:

	2022 \$000's	2021 \$000's
Profit for the year before income tax from continuing and discontinued operations	(1,526)	13,636
Income tax using the Australia tax rate of 26.0%	-	3,545
<b>Adjustments for:</b>		
Effect of different tax rate in Mauritius of 15%	-	(8)
Effect of permanent non-deductible items	-	(165)
Effect of permanent non-assessable items	-	60
Effect of previously unrecognised deferred tax assets now recognised	-	(1,724)
Effect of previously recognised deferred tax assets now unrecognised	-	906
Accounting profit on sale of businesses	-	(3,354)
Sale of business-Capital gain	-	3,573
Deferred tax impact of sold businesses	-	286
Adjustment to deferred tax assets as a result in change of tax rate	-	69
Adjustments recognised in the current year in relation to the current tax of prior years	(4)	41
Under recognition in prior year of deferred tax assets not brought to account as future income tax benefits	-	1
Under recognition in prior year of deferred tax assets not brought to account as future income tax benefits	-	(3,230)
<b>Total expense recognised in Statement of profit or loss and other comprehensive income relating to continuing operations</b>	<b>(4)</b>	<b>-</b>

#### (c) Income tax recognised in other comprehensive income:

	2022 \$000's	2021 \$ 000's
Arising on income and expenses reclassified from equity to profit or loss: Capital raising costs	-	26
<b>Total</b>	<b>-</b>	<b>26</b>

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### (d) Deferred tax assets and liabilities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority. The Group intends to settle its current tax assets and liabilities on a net bases. The following is an analysis of the deferred tax balances for financial reporting purposes:

	2022 \$000's	2021 \$000's
Trade and other receivables	-	(2)
Trade and other payables	-	14
Capital raising costs	22	41
Employee entitlements	-	4
Right of use assets	-	-
Carried forward tax losses	1,184	849
<b>Net tax assets</b>	<b>1,206</b>	<b>906</b>
Recognised tax assets and liabilities	-	-
Unrecognised tax assets and liabilities	1,206	906

### 7 DISCONTINUED OPERATIONS

On 22 October 2020 Vortiv Limited announced the proposed sale of both DWX and C10 to CyberCX Pty Ltd. Effective 16 December 2020, Vortiv sold DWX and C10 for \$25 million.

The financial performance of the discontinued operation to the date of sale which is included in profit / (loss) from discontinued operations is as follows:

	2022 \$000's	2021 \$000's
<b>Profit for the year from discontinued operations</b>		
Revenue	-	10,227
Expenses	-	(9,022)
Profit before tax	-	1,205
Attributable income tax benefit/(expense)	-	-
Profit after income tax of discontinued operations	-	1,205
Gain on sale of subsidiary after income tax	-	9,670
Profit from discontinued operations	-	10,875
Exchange differences on translation of discontinued operations	-	-
Profit for the year from discontinued operations	-	10,875

## Notes to the Financial Statements cont.

### For the Year Ended 31 March 2022

	2022 \$000's	2021 \$000's
<b>Consideration received or receivable</b>		
Cash	-	25,311
Business sale costs	-	(1,354)
Carrying amount of net assets sold	-	(11,056)
Gain on sale before income tax	-	12,901
Income tax	-	(3,231)
Gain on sale of subsidiaries after income tax	-	9,670

The net cash flows of the discontinuing division which have been incorporated into the statement of cash flows are as follows:

	2022 \$000's	2021 \$000's
Net cash inflows from operating activities	-	164
Net cash outflows from investing activities (outflows to parent office)	-	(732)
Net cash outflows from financing activities	-	(30)
Effect of exchange rate movements	-	(10)
Net cash inflows/(outflows)	-	(608)

## 8 SEGMENT INFORMATION

An operating segment is a component of an entity that engages in business activities from which it may earn revenue and incur expenses and whose operating results are regularly reviewed by the Company's Chief Operating Decision Maker (CODM) in order to effectively allocate Group resources and assess performance.

One segment being TSI India, a specialist in providing solutions in the payments, electronic surveillance and managed services space.

## 9 CASH AND CASH EQUIVALENTS

	2022 \$000's	2021 \$000's
Cash at bank and in hand	1,185	22,709
<b>Total cash and cash equivalents</b>	<b>1,185</b>	<b>22,709</b>

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### 10 TRADE AND OTHER RECEIVABLES

	2022 \$000's	2021 \$000's
CURRENT		
Trade receivables	6,087	7
Deposits	-	41
Other receivables	31	76
<b>Total current trade and other receivables</b>	<b>6,118</b>	<b>124</b>

The carrying value of trade receivables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable in the financial statements.

### 11 PLANT AND EQUIPMENT

	2022 \$000's	2021 \$000's
PLANT AND EQUIPMENT		
At cost	15,435	5
Accumulated depreciation	1,049	(3)
<b>Total plant and equipment</b>	<b>14,386</b>	<b>2</b>

	31 Mar 2022 \$000's	31 Mar 2021 \$000's
<b>Year ended 31 March 2022</b>		
Balance at the beginning of year	2	109
Additions during the year	-	85
Carrying Value of Plant & equipment acquired through business combination	15,430	-
Disposals during the year	-	(159)
Depreciation expense	(1,046)	(33)
<b>Balance at the end of the year</b>	<b>14,386</b>	<b>2</b>

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### 12 RIGHT-OF-USE ASSETS

	2022 \$000's	2021 \$000's
At cost	17,853	-
Accumulated depreciation	(4,025)	-
<b>Total right-of-use assets</b>	<b>13,828</b>	<b>-</b>

	31 Mar 2022 \$000's	31 Mar 2021 \$000's
<b>Year ended 31 March 2022</b>		
Balance at the beginning of year	-	-
Additions during the year	-	-
Carrying Value of ROU assets acquired through business combination	14,011	-
Disposals during the year	-	-
Depreciation expense	(183)	-
<b>Balance at the end of the year</b>	<b>13,828</b>	<b>-</b>

The consolidated entity leases ATM machines under agreements between 35 to 84 months.

For other AASB 16 lease related disclosures refer to note 17.

### 13 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVOCI)

	2022 \$000's	2021 \$000's
24.89% shareholding in TSI India opening balance	-	6,100
Movement in fair value of shareholding in TSI India	-	-
<b>Total FVOCI</b>	<b>-</b>	<b>6,100</b>

As a result of the acquisition of the remaining 75% interest in TSI India, this investment is no longer accounted for as a financial assets at fair value through other comprehensive income.

### 14 GOODWILL

On 8<sup>th</sup> December 2021, the company announced it had entered into an agreement to purchase the remaining 75% interest in TSI India. The transaction was completed on 22<sup>nd</sup> February 2022 and resulted in provisional goodwill on acquisition at 22<sup>nd</sup> February 2022 of \$1.267m. As part of the transaction key management were locked in via Management Subscription Shares issued for nil consideration representing a 10% minority interest in TSI India at completion date of the transaction. In addition key management executives have been incentivised via Performance Shares to be issued for nil consideration upon their remaining in employment with TSI India at all times and satisfying performance milestones. The total Performance Shares available represents 10% of the fully diluted issued, subscribed and paid up share capital of TSI India. No liability has been recognised in relation to performances shares in the provisionally accounted balance sheet.

This business combination has been accounted for provisionally in accordance with *AASB 3 Business Combinations* and therefore the amounts recognised including goodwill may be retrospectively adjusted.

## Notes to the Financial Statements cont.

### For the Year Ended 31 March 2022

Net assets and goodwill acquired on acquisition:

	2022 \$000's
Carrying value of investment prior to acquisition	6,100
Purchase consideration for remaining 75% interest	4,063
<b>Total carrying value of investment</b>	<b>10,163</b>
Less carrying value of net assets acquired:	-
Cash and cash equivalents	454
Trade and other receivables	8,626
Term deposits	17,746
Property, plant and equipment	30,918
Trade, other payables and provisions	(36,520)
Borrowings	(13,518)
<b>Carrying value of net assets at acquisition date</b>	<b>7,706</b>
Less other reserves previously recognised in relation to FVOCI investment	(419)
Less 10% minority interest	(771)
<b>Provisional goodwill recognised on acquisition</b>	<b>1,267</b>

### 15 OTHER NON-FINANCIAL ASSETS

	2022 \$000's	2021 \$000's
CURRENT		
Prepayments	48	7
<b>Total other non-financial assets</b>	<b>48</b>	<b>7</b>

### 16 TRADE AND OTHER PAYABLES

	2022 \$000's	2021 \$000's
CURRENT		
Trade payables	5,530	229
Employee entitlements	-	34
Other payables	12,130	2
<b>Total current payables</b>	<b>17,660</b>	<b>265</b>

## Notes to the Financial Statements cont.

### For the Year Ended 31 March 2022

Trade and other payables are unsecured, non-interest bearing and are normally settled within 30 days. The carrying value of trade and other payables is considered a reasonable approximation of fair value due to the short-term nature of the balances.

	2022 \$000's	2021 \$000's
NON-CURRENT		
Long-term provisions	333	-
<b>Total non-current payables</b>	<b>333</b>	<b>-</b>

### 17 BORROWINGS

	2022 \$000's	2021 \$000's
CURRENT		
Short-term borrowings	8,314	-
Finance Lease Liabilities on ROU assets	5,967	
<b>Total current borrowings</b>	<b>14,281</b>	<b>-</b>
NON-CURRENT		
Long-term borrowings	7,054	-
Finance Lease Liabilities on ROU assets	925	
<b>Total non-current borrowings</b>	<b>7,979</b>	<b>-</b>

The above short-term and long-term borrowings include term loans and a working capital loan facility which carry security over fixed assets of the company both present and future. Further, a fixed cash term deposit (including accrued interest) under lien is being maintained.

### 18 DIVIDEND PAYABLE

	2022 \$000's	2021 \$000's
Dividend payable	-	7,799
<b>Total</b>	<b>-</b>	<b>7,799</b>

On the 11th of March 2021, Vortiv announced the payment of a fully franked dividend of 5.55 cents per share with a record date of 17 March 2021 to be paid on the 9th of April 2021. On the 19th of April 2021, the shareholders approved an equal capital reduction of 10.0 cents per share with a record date of 23 April 2021 paid on the 30th of April.

### 19 ISSUED CAPITAL

	2022 \$000's	2021 \$000's
505,168,603 (2021: 140,524,363) Ordinary shares	38,161	41,989
<b>Total issued capital</b>	<b>38,161</b>	<b>41,989</b>

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### (a) Ordinary shares

	2022 Nos.	2022 \$000's	2021 Nos.	2021 \$000's
<b>Description Title</b>				
Balance at the beginning of the period	140,524,363	41,989	120,620,042	38,498
Shares issued during the year:				
Issued for cash	364,644,240	10,939	18,839,235	3,513
Costs of issue	-	(715)	-	(222)
Shares bought back during the year:				
Bought back for cash	-	(14,052)	-	-
<b>Subtotal</b>	505,168,603	38,161	139,459,277	41,789
Issued in lieu of earnout to Cloudten Vendors*	-	-	1,065,086	200
	505,168,603	38,161	140,524,363	41,989

\* Announced on 25 September 2020, the Company bought out the earnout rights of the Cloudten vendor for \$200,000 of Vortiv shares based on a 5-day VWAP resulting in 1,065,086 shares issued.

The holders of ordinary shares are entitled to participate in dividends and the proceeds on winding up of the Group. On a show of hands at meetings of the Group, each holder of ordinary shares has one vote in person or by proxy, and upon a poll each share is entitled to one vote.

The Group does not have authorised capital or par value in respect of its shares.

### (b) Options

	2022 000's	2021 000's
Opening balance	3,528	10,733
Issued during the year:		
-Attaching options (VOROB) (a)	364,644	-
-Director options (b)	60,000	-
-Lead broker options (c)	10,000	-
Exercised during the year	-	-
Expired during the year	(3,528)	(7,205)
<b>Closing balance</b>	434,644	3,528

(a) The Company issued 364,644,240 options on 17 January 2022 to investors with an exercise price of \$0.45 cents and an expiry date of 17 January 2024.

(b) The Company issued 60,000,000 options to Directors on 2 February 2022 with an exercise price of \$0.45 cents. Of these options, 20,000,000 expire on 2 February 2026, 20,000,000 expire on 2 February 2027, and 20,000,000 expire on 2 February 2028.

(c) The Company issued 10,000,000 options to Consultants on 17 January 2022 with an exercise price of \$0.45 cents and expiry date of 2 February 17 January 2025.

# Notes to the Financial Statements cont.

For the Year Ended 31 March 2022

## 20 RESERVES

	2022 \$000's	2021 \$000's
FVOCI reserve	-	796
Share based payment reserve	19	19
Foreign currency translation reserve	(198)	(13)
Option reserve	238	-
<b>Total reserves</b>	<b>59</b>	<b>802</b>

## 21 EARNINGS PER SHARE

### (a) Reconciliation of earnings to profit or loss from continuing operations

	2022 \$000's	2021 \$000's
Profit/(loss) from continuing operations	(1,522)	(470)
Earnings used in the calculation of dilutive EPS from continuing operations	(1,522)	(470)

### (b) Reconciliation of earnings to profit or loss from discontinuing operations

	2022 \$000's	2021 \$000's
Profit from discontinuing operations	-	10,875
Earnings used to calculated basic EPS from discontinuing operations	-	10,875

### (c) Earnings used to calculate overall earnings per share

	2022 \$000's	2021 \$000's
Earnings used to calculate overall earnings per share	(1,522)	10,405

### (d) Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS

	2022 No.	2021 No.
Weighted average number of ordinary shares outstanding during the year used in calculating basic EPS	179,822,095	129,709,106

# Notes to the Financial Statements cont.

For the Year Ended 31 March 2022

## 22 ACCUMULATED LOSSES

	2022 \$000's	2021 \$000's
Retained earnings (accumulated losses) at the beginning of the year	(21,869)	(24,632)
Profit/(loss) for the year	(1,522)	10,405
Convertible notes repaid	-	52
Dividend payable	-	(7,799)
Expired options transferred to accumulated losses	-	105
<b>Accumulated losses at the end of the year</b>	<b>(23,391)</b>	<b>(21,869)</b>

## 23 KEY MANAGEMENT PERSONNEL REMUNERATION

The totals of remuneration paid to the key management personnel of Vortiv Limited during the year are as follows:

	2022 \$000's	2021 \$000's
Short-term employee benefits	353	395
Post-employment benefits	-	14
	353	409

## 24 AUDITORS' REMUNERATION

	2022 \$000's	2021 \$000's
<b>Paid/payable to parent entity auditor</b>		
For audit and review of financial statements	58	48
For taxation services	-	12
<b>Subtotal</b>	<b>58</b>	<b>60</b>
<b>Paid/payable to auditors of subsidiary entities</b>		
For audit and review of financial statements	67	6
For taxation services	2	2
<b>Subtotal</b>	<b>69</b>	<b>8</b>
<b>Total auditors' remuneration</b>	<b>127</b>	<b>68</b>

## 25 FOREIGN ENTITIES

The consolidated group includes TSI Investments (Mauritius) Pty Limited, a company incorporated in Mauritius and Transaction Solutions International (India) Private Limited, a company incorporated in India.

The financial reports of the foreign entities in the Group have been prepared under International Financial Reporting Standards (IFRS).

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### 26 CASH FLOW INFORMATION

#### (a) Reconciliation of result for the year to cashflows from operating activities

Reconciliation of net income to net cash provided by operating activities:

	2022 \$000's	2021 \$000's
Profit for the year	(1,522)	10,405
Cash flows excluded from profit attributable to operating activities		
Non-cash flows in profit:		
- depreciation	1,229	118
- Options	238	-
- Finance costs	-	11
- Foreign exchange gains	-	10
- Fair value adjustment on contingent consideration	-	(473)
- Gain on sale of discontinued operations	-	(12,901)
Changes in assets and liabilities:		
- (increase)/decrease in trade and other receivables	1,774	-
- increase/(decrease) in trade and other payables	(3,909)	(1,998)
- decrease/(increase) in trade and other receivables	-	2,225
- decrease/(increase) in income tax receivable	-	(37)
- decrease/(increase) in deferred tax asset	-	1,264
- decrease/(increase) in prepayments	-	87
- increase/(decrease) in employee provisions	-	(143)
Cashflows from operations	(2,190)	(1,432)

### 27 EVENTS OCCURRING AFTER THE REPORTING DATE

The financial report was authorised for issue on 30 June 2022 by the board of directors.

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Group, the results of those operations, or the state of affairs of the Group in future financial years.

# Notes to the Financial Statements cont.

## For the Year Ended 31 March 2022

### 28 PARENT ENTITY INFORMATION

The following detailed information is related to the parent entity, Vortiv Ltd at 31 March 2022.

	2022 \$000's	2021 \$000's
<b>Statement of Financial Position</b>		
Assets		
Current assets	1,512	22,882
Non-current assets	14,295	5,645
Total Assets	15,807	28,527
Liabilities		
Current liabilities	163	8,188
Total Liabilities	163	8,188
Equity		
Contributed equity	38,161	41,989
Reserves	257	19
Retained earnings	(22,774)	(21,669)
Total Equity	15,644	20,339
<b>Statement of Profit or Loss and Other Comprehensive Income</b>		
Total profit or loss for the year	(1,105)	13,996
<b>Total comprehensive income</b>	<b>(1,105)</b>	<b>13,996</b>

## Directors declaration

In accordance with a resolution of the directors of Vortiv Limited, I state that:

In the opinion of the directors:

- (a) there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;
- (b) the attached financial statements are in compliance with International Financial Reporting Standards, as stated in note 1 to the financial statements;
- (c) the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity;

The Directors have been given the declarations required by section 295A of the Corporations Act 2001

Signed in accordance with resolution of the Directors made pursuant to s295(5) of the Corporations Act 2001.

On behalf of the Directors.



Nicholas Smedley  
Chairman

Melbourne, 30<sup>th</sup> June 2022

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VORTIV LIMITED

### Report on the Audit of the Financial Report

#### Opinion

We have audited the financial report of Vortiv Limited (“the Company”) and its subsidiaries (“the Consolidated Entity”), which comprises the consolidated statement of financial position as at 31 March 2022, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the directors’ declaration.

In our opinion:

- a) the accompanying financial report of the Consolidated Entity is in accordance with the Corporations Act 2001, including:
  - (i) giving a true and fair view of the Consolidated Entity’s financial position as at 31 March 2022 and of its financial performance for the year then ended; and
  - (ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.
- b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

#### Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Consolidated Entity in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board’s *APES 110 Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

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

## Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial report which indicates that the Consolidated Entity incurred a net loss of \$1.522 million during the year ended 31 March 2022. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on the Consolidated Entity's ability to continue as a going concern. Our opinion is not modified in this respect of this matter.

## Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report of the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the Key Audit Matter
<p><b>Acquisition of Transactional Solutions International (India) Pty Limited on 22<sup>nd</sup> February 2022 (AASB 3 Business Combinations)</b></p> <p>(Refer to Note 13)</p> <p>The accounting for the business combination is a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• The size of the acquisition (purchase consideration of \$4 million)</li> <li>• The complexities inherent in a business acquisition.</li> </ul>	<p>Our procedures amongst others included:</p> <ul style="list-style-type: none"> <li>• Reviewing the acquisition agreement to understand the key terms and conditions, and confirming our understanding of the transaction with management;</li> <li>• Assessing the deemed consideration with the terms of the acquisition agreement;</li> <li>• Reviewing the acquisition date balance sheet of the acquiree against the acquisition agreement and underlying supporting documentation;</li> <li>• Assessing the fair value of assets and liabilities acquired to the fair value assessment conducted by management at the date of acquisition.</li> <li>• Assessing the adequacy of the disclosures and ensuring reference to provisional accounting included in Note 13 to the financial report.</li> </ul>

## Revenue Recognition

During the year ended 31 March 2022, the Consolidated Entity generated revenues of \$4.7 million.

This relates to revenues generated by the newly acquired subsidiary Transactional Solutions International (India) Pty Limited subsequent to completion of acquisition on 22 February 2022.

We consider this to be a key audit matter due to;

- The judgement and estimates involved in determining when the performance obligations are met and when revenue is recognised.
- The cut-off measurement of revenues pre and post acquisition.

Our procedures included, amongst others:

- Obtaining an understanding of the processes relating to revenue recognition;
- Reviewing the revenue recognition policy for compliance with AASB 15 Revenue from Contracts with Customers;
- Carrying out testing on a sample basis of each material revenue stream, agreeing back to supporting documentation;
- Assessing cut-off of revenue around date of acquisition of TSI India and balance sheet date to ensure revenue has been recorded in the correct reporting period; and

Assessing the adequacy of the Consolidated Entity's revenue disclosures within the financial statements.

## Share based payments

(Refer to Note 19 & 20)

As disclosed in note 19 & 20 in the financial statements, during the year ended 31 March 2022, the Consolidated Entity incurred share based payments totalling \$238k.

Share based payments are considered to be a key audit matter due to;

- the value of the transactions;
- the complexities involved in recognition and measurement of these instruments; and
- the judgement involved in determining the inputs used in the valuation.

Our procedures included, amongst others:

- Analysing contractual agreements to identify the key terms and conditions of share based payments issued and relevant vesting conditions in accordance with AASB 2 Share Based Payments;
- Evaluating management's Black-Scholes Valuation Models and assessing the assumptions and inputs used;
- Assessing the amount recognised during the period against the vesting conditions of the options; and
- Assessing the adequacy of the disclosures included in the financial report.

Management used the Black-Scholes option valuation model to determine the fair value of the options granted. This process involved significant estimation and judgement required to determine the fair value of the equity instruments granted.

## Other Information

The directors are responsible for the other information. The other information comprises the information included in the Consolidated Entity's annual report for the year ended 31 March 2022, but does not include the financial report and our auditor's report thereon.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of the Directors for the Financial Report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state in accordance with Australian Accounting Standard *AASB 101 Presentation of Financial Statements*, that the financial report complies with International Financial Reporting Standards.

In preparing the financial report, the directors are responsible for assessing the Consolidated Entity'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 Consolidated Entity or to cease operations, or has no realistic alternative but to do so.

## Auditor's Responsibilities for the Audit of the Financial Report

Our responsibility is to express an opinion on the financial report based on our audit. Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 this financial report.

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

- Identify and assess the risks of material misstatement of the financial report, 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 Consolidated Entity'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 Consolidated Entity's ability 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 financial report 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 Consolidated Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Consolidated Entity to express an opinion on the financial report. We are responsible for the direction, supervision and performance of the Consolidated Entity audit. We remain solely responsible for our audit opinion.

We communicate with the directors 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 the directors 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.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 31 March 2022. The directors of the Company are responsible for the preparation and presentation of the remuneration report in accordance with s 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

## Auditor's Opinion

In our opinion, the Remuneration Report of the Company, for the year ended 31 March 2022, complies with section 300A of the *Corporations Act 2001*.

  
**HALL CHADWICK WA AUDIT PTY LTD**

  
**CHRIS NICOLOFF CA**  
**Director**

Dated this 30<sup>th</sup> day of June 2022  
Perth, Western Australia

# Shareholder information

As at 27 June 2022

## SHAREHOLDERS INFORMATION AS AT 31 MARCH 2022

### Equity security holders

Twenty largest quoted equity holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	Current Units	Percentage
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	52,966,519	10.5%
NORFOLK ENCHANTS PTY LTD <TROJAN RETIREMENT FUND A/C>	30,000,000	5.9%
MS CHUNYAN NIU	29,500,000	5.8%
ALTOR CAPITAL MANAGEMENT PTY LTD <ALTOR ALPHA FUND A/C>	15,272,175	3.0%
MR JASON ALAN CARROLL	14,378,300	2.8%
BFA PTY LTD	13,333,333	2.6%
DMX CAPITAL PARTNERS LIMITED	11,666,667	2.3%
ROTHERWOOD ENTERPRISES PTY LTD	11,251,192	2.2%
ONLINE E-COMMERCE SOLUTIONS PTY LTD <ONLINE E-COMMERCE SOLUTIONS	10,033,715	2.0%
KLIP PTY LTD <THE BEIRNE SUPER FUND A/C>	9,521,921	1.9%
KOVI G INVESTMENTS PTY LTD <KOVI GORDON FAMILY A/C>	8,000,000	1.6%
DAWNEY & CO LTD	7,500,000	1.5%
WESTEDGE INVESTMENTS PTY LTD <THE PMB FUND A/C>	7,500,000	1.5%
BRETNALL CUSTODIANS PTY LTD <FOSTER FAMILY A/C>	7,155,093	1.4%
KLIP PTY LTD <THE BEIRNE SUPER FUND A/C>	6,816,000	1.3%
FINEXIA SECURITIES LTD	6,666,666	1.3%
MR BOBBY VINCENT LI	5,248,108	1.0%
NATIONAL NOMINEES LIMITED	5,000,002	1.0%
MR STEPHEN COLBECK	5,000,000	1.0%
CHETAN ENTERPRISES PTY LTD	5,000,000	1.0%
	261,809,691	52%
Other holders	243,358,912	48%
	<b>505,168,603</b>	<b>100%</b>

## Shareholder information cont.

As at 27 June 2022

### Unquoted equity securities

No unquoted shares.

### Substantial Holders

	Designation	Ordinary shares held	% of total shares issued
	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	52,966,519	10.5%

### Voting Rights

The voting rights attached to ordinary shares are set out below:

#### Ordinary shares

On a show of hands every member present at a meeting in person or proxy shall have one vote and upon a poll each share shall have one vote.

There are no other classes of equity securities.

#### On-market Buy-backs

There is no current on-market buy-back in relation to the Company's securities.

#### Securities subject to voluntary escrow

There are no securities subject to voluntary escrow.

#### Distribution of equitable securities

Analysis of number of equitable security holders by size of holding:

	Number of units	Number of holders	% of total issued capital
1 – 1,000	106,785	252	0.02%
1,001 – 5,000	1,847,624	607	0.37%
5,001 – 10,000	2,249,043	281	0.45%
10,001 – 100,000	24,521,469	689	4.85%
100,001 and above	476,443,682	372	94.31%

### SHAREHOLDER ENQUIRIES

Shareholders with enquiries about their shareholdings should contact the Share Register:

Advanced Share Registry  
110 Stirling Highway  
Nedlands WA 6009  
Telephone: 1 300 113 258  
International: +61 8 9389 8033

### CHANGE OF ADDRESS, CHANGE OF NAME, CONSOLIDATION OF SHAREHOLDINGS

Shareholders should contact the Share Registry via your *Investor Centre* portal.

### REMOVAL FROM THE ANNUAL REPORT MAILING LIST

Shareholders who no longer wish to receive the Annual Report should notify the Share Registry via the shareholder's respective *Investor Centre* portal. These shareholders will continue to receive all other shareholder information.

## Shareholder information cont.

As at 27 June 2022

### TAX FILE NUMBERS

It is important that Australian resident shareholders, including children, have their tax file number or exemption details noted by the Share Registry.

### CHESS (Clearing House Electronic Sub-register System)

Shareholders wishing to move to uncertified holdings under the Australian Stock Exchange (CHESS) system should contact their stockbroker.

### UNCERTIFIED SHARE REGISTER

Shareholding statements are issued at the end of each month in which there is a transaction that alters the balance of your holding.

# Corporate Directory

## Directors

Nicholas Smedley  
Simon Vertullo  
Jason Titman

Chairman, non-executive director  
Non-executive director  
Non-executive director

## Company secretary

Alastair Beard

## Registered office

Level 4, 90 William Street  
Melbourne VIC 3000

## Auditors

Hall Chadwick WA Audit Pty Ltd  
283 Rokeby Rd  
Subiaco WA 6008

## Share registry

Advanced Share Registry  
110 Stirling Highway  
Nedlands WA 6009  
Telephone: 1 300 113 258  
International: +61 8 9389 8033

## Contact details

Telephone: +61 8 6444 1798

## Bankers

National Australia Bank Limited

## Stock exchange listing

ASX Limited  
Home Exchange: Perth, Western Australia VOR



**VORTIV**