

**Radisys Convedia (Ireland) Limited**  
**Financial Statements**  
**for the year ended 31st December, 2019**

# Independent Auditor's report to the members of RadiSys Convedia (Ireland) Limited

## Report on the audit of the financial statements

### **Opinion**

We have audited the financial statements of RadiSys Convedia (Ireland) Limited ('the company') for the year ended 31 December 2019 on pages 7 to 14, which comprise the profit and loss account and other comprehensive income, the balance sheet, the statement of changes in equity and related notes, including the summary of significant accounting policies set out in note 3. The financial reporting framework that has been applied in their preparation is Irish Law and FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

In our opinion, the accompanying financial statements:

- give a true and fair view of the assets, liabilities and financial position of the company as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been properly prepared in accordance with the requirements of the Companies Act 2014

### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA), and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

### **We have nothing to report on going concern**

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

### **Other information**

The directors are responsible for the other information presented in the Annual Report together with the financial statements. The other information comprises the information included in the directors' report. The financial statements and our auditor's report thereon do not comprise part of the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work we have not identified material misstatements in the other information.

Based solely on our work on the other information, we report that:

- we have not identified material misstatements in the directors' report
- in our opinion, the information given in the directors' report is consistent with the financial statements;
- in our opinion, the directors' report has been prepared in accordance with the Companies Act 2014.

### **Opinions on other matters prescribed by the Companies Act 2014**

We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

In our opinion the accounting records of the company were sufficient to permit the financial statements to be readily and properly audited and the financial statements are in agreement with the accounting records.

### **Matters on which we are required to report by exception**

The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions required by Sections 305 to 312 of the Act are not made. We have nothing to report in this regard.

## **Independent Auditor's report to the members of RadiSys Convedia (Ireland) Limited**

### **Respective responsibilities and restrictions on use**

#### ***Responsibilities of directors for the financial statements***

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for: the preparation of the financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### ***Auditor's responsibilities for the audit of the financial statements***

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

A fuller description of our responsibilities is provided on IAASA's website at

[https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description\\_of\\_auditors\\_responsibilities\\_for\\_audit.pdf](https://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf)

#### ***The purpose of our audit work and to whom we owe our responsibilities***

Our report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

22 May 2020

*Richard Hobson*

**for and on behalf of**

**KPMG**

**Chartered Accountants, Statutory Audit Firm**

1 Stokes Place

St. Stephen's Green

Dublin 2

**Statement of profit and loss account and other comprehensive income**  
*for the year ended 31 December 2019*

	Note	2019 US\$	2018 US\$
Administration expenses		<u>(66,626)</u>	<u>(30,155)</u>
<b>Loss on ordinary activities before taxation</b>	4	<b>(66,626)</b>	<b>(30,155)</b>
Tax on loss on ordinary activities	6	<u>-</u>	<u>-</u>
<b>Loss on ordinary activities after taxation</b>		<b><u>(66,626)</u></b>	<b><u>(30,155)</u></b>
<b>Other comprehensive income for the financial year</b>			
Other comprehensive income		<u>-</u>	<u>-</u>
<b>Total comprehensive loss for the financial year</b>		<b><u>(66,626)</u></b>	<b><u>(30,155)</u></b>

The notes form an integral part of these financial statements.

## Balance sheet

*as at 31 December 2019*

	Note	2019 US\$	2018 US\$
<b>Fixed assets</b>			
Financial assets	7	<u>420,000</u>	<u>420,000</u>
		<b>420,000</b>	<b>420,000</b>
<b>Current assets</b>			
Prepayments		<b>25,000</b>	-
Cash at bank and in hand		<u>12,250</u>	<u>12,250</u>
		<b>37,250</b>	<b>12,250</b>
<b>Creditors: amounts falling due within one year</b>	8	<u>(271,282)</u>	<u>(179,656)</u>
<b>Net current liabilities</b>		<u>(234,032)</u>	<u>(167,406)</u>
<b>Net assets</b>		<u><b>185,968</b></u>	<u><b>252,594</b></u>
<b>Capital and reserves</b>			
Called up share capital	9	<b>4</b>	<b>4</b>
Profit and loss account		<u>185,964</u>	<u>252,590</u>
<b>Shareholders' funds</b>		<u><b>185,968</b></u>	<u><b>252,594</b></u>

On behalf of the board

Nilesh Mehta  
Director

Robert Pippert  
Director

**Statement of changes in equity**  
*for the year ended 31 December 2018*

	Called up share capital US\$	Profit and loss account US\$	Total equity US\$
<b>Balance at 1 January 2018</b>	<b>4</b>	<b>289,745</b>	<b>289,749</b>
Loss for the year	-	(30,155)	(30,155)
Other comprehensive income	-	-	-
<b>Balance at 31 December 2018</b>	<b>4</b>	<b>252,590</b>	<b>252,594</b>
Loss for the year	-	(66,626)	(66,626)
Other comprehensive income	-	-	-
<b>Balance at 31 December 2019</b>	<b>4</b>	<b>185,964</b>	<b>185,968</b>

## Notes

### *forming part of the financial statements*

#### **1 General information**

RadiSys Convedia (Ireland) Limited ('the company') is an investment holding company. The company is incorporated as a company limited by shares in the Republic of Ireland. The address of its registered office is One Spencer Dock, North Wall Quay, Dublin 1, Ireland. The company is a wholly owned subsidiary of RadiSys Corporation, a company incorporated in the United States of America. The company's ultimate parent undertaking is Reliance Industries Limited, a company incorporated in India.

#### **2 Basis of preparation**

The financial statements are prepared on the historical cost basis in accordance with FRS102 The Financial Reporting Standard applicable in the UK and Ireland. The presentation currency of these financial statements is US Dollars ("US\$"), which is the functional currency of the company. The company has not prepared consolidated financial statements and has availed of the exemption in company law whereby financial statements prepared by RadiSys Corporation in accordance with US GAAP are deemed equivalent to the consolidated financial statements that would have been previously prepared by the group under the provisions of the European Union Seventh Company Law Directive.

The company has availed of the exemption from preparing a cash flow statement, which is available to qualifying entities under FRS102.

#### **3 Accounting policies**

##### *(a) Foreign currency transactions*

Transactions in foreign currencies are translated to the company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

##### *(b) Investment in subsidiary undertakings*

Investments in subsidiary undertakings are carried at cost less impairment.

##### *(c) Trade and other creditors*

Trade and other creditors are recognised at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

##### *(d) Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and call deposits requiring less than 3 months' notice of withdrawal.

##### *(e) Taxation*

Tax on the profit or loss for the year comprises current and deferred tax.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on material timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

## Notes

### forming part of the financial statements

#### 4 Statutory information

	<u>2019</u>	<u>2018</u>
	US\$	US\$
<i>Loss on ordinary activities is stated after charging:</i>		
Auditor's remuneration	<u>15,000</u>	<u>13,500</u>

None of the directors of the company were remunerated by the company during the year (2018: US\$ Nil).

#### 5 Staff costs

The company had no employees during the year (2018: none).

#### 6 Taxation

	<b>2019</b>	2018
	US\$	US\$
(i) Current year taxation		
Tax charge on profit for the year	-	-
<b>Total current tax charge</b>	-	-
Deferred tax	-	-
<b>Total tax charge for the year</b>	-	-
(ii) Reconciliation of tax charge		
Loss on ordinary activities before tax	<u>(66,626)</u>	<u>(30,155)</u>
Loss on ordinary activities at standard rate of 12.5%	<u>(8,328)</u>	<u>(3,769)</u>
Effects of:		
Expenses not deductible	<u>8,328</u>	<u>3,769</u>
<b>Total tax expense</b>	-	-

#### 7 Financial assets

	<b>2019</b>	2018
	US\$	US\$
Investments in subsidiary undertakings:		
At the start and end of the year	<u>420,000</u>	<u>420,000</u>

The company has the following subsidiary undertaking at 31 December 2019:

Name	Registered office	Activity	Holding	Loss for the year ended 31 December 2019 US\$	Net assets at 31 December 2019 US\$
RadiSys Systems Equipment Trading (Shanghai) Co., Limited	Building 3 No. 200 Niudun Road Zhangjiang High-Tech Park Shanghai 201303 People's Republic of China	Sales marketing and technical support	100%	227,586	1,802,626

## Notes

### *forming part of the financial statements*

<b>8</b>	<b>Creditors:</b> amounts falling due within one year	<b>2019</b>	2018
		<b>US\$</b>	US\$
	Amounts due to other group undertakings	<b>249,166</b>	174,508
	Trade creditors	<b>22,116</b>	5,147
		<b>271,282</b>	179,656

Amounts due to other group undertakings are unsecured, interest free and have no fixed repayment terms.

<b>9</b>	<b>Share capital</b>	<b>2019</b>	2018
		<b>US\$</b>	US\$
	<i>Authorised</i>		
	72,283,333 ordinary shares of US\$1 each and 100,000 ordinary shares of €1	<b>72,412,453</b>	72,412,453
	<i>Allotted, called up and fully paid</i>		
	3 ordinary shares of €1 each	<b>4</b>	4

#### **10 Ultimate parent undertaking**

The company's ultimate parent company and 100% controlling party is Reliance Industries Limited, a company incorporated under the laws of India. Copies of the consolidated financial statements of Reliance Industries Limited can be obtained from the company's head office at Maker Chambers-IV, Nariman Point, Mumbai 400 021, India. The smallest group within which the company is consolidated is within the RadiSys Corporation group whose consolidated accounts are available at 54435 NE Dawson Creek Drive, Hillsboro, Oregon, 97124, USA.

#### **11 Post balance sheet events**

The outbreak of Coronavirus (COVID-19) pandemic globally is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite periods of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide.

Following the recent outbreak of COVID-19, the RadiSys Corporation (at a parent/corporate level) has setup a Corona Virus Task Force in early March 2020. Guidelines for travel and work from home policies have been established. The industries which Reliance Group operates in have not been significantly impacted by the pandemic so far. RadiSys Corporation will continue to evaluate the risk of COVID-19 as the situation progresses.

Radisys Convedia (Ireland) Limited does not have any employees so is also not significantly impacted. The directors of have considered the implications of Covid-19 and are satisfied that it does not have an impact on the ability of the Company to continue as a going concern.

#### **12 Approval of the financial statements**

The financial statements were approved by the board of directors on 15th May 2020