

# ANNUAL FINANCIAL STATEMENTS



2015



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# DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING



## TO THE SHAREHOLDERS OF JASCO ELECTRONICS HOLDINGS LIMITED

The directors are required in terms of the Companies Act, 2008 as amended, of South Africa to maintain adequate accounting records and are responsible for the content and integrity of the consolidated and separate annual financial statements and related financial information included in this report. It is their responsibility to ensure that the consolidated and separate annual financial statements fairly present the state of affairs of the group as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards.

The consolidated and separate financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), the SAICA Financial Reporting Guides as issued by the Accounting Practices Committee, the Financial Reporting Pronouncements as issued by the Financial Reporting Standards Council, the South African Companies Act, No 71 of 2008, as amended, and the Listings Requirements of the JSE Limited. The accounting policies and methods of computation used in the preparation of this report are consistent with those of the previous year. The directors take full responsibility for the preparation of the consolidated and separate financial statements.

The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the group and place considerable importance on maintaining a strong control environment aimed at reducing the risk of error or loss in a cost-effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the group and all employees are required to maintain the highest ethical standards in ensuring the group's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the group is on identifying, assessing, managing and monitoring all known forms of risk across the group. While operating risk cannot be fully eliminated, the group endeavours to minimise this risk by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

Based on the information and explanations given by management, the directors are of the opinion that the system of internal control provides reasonable assurance that the

financial records may be relied on for the preparation of the consolidated and separate annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the group's cash flow forecast for the ensuing 12 months from the approval of these annual financial statements and, in the light of this review and the current financial position, they are satisfied that the group has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for auditing and reporting on the consolidated and separate annual financial statements. The consolidated and separate annual financial statements have been examined by the group's external auditors and their report is presented on page 2.

The consolidated and separate annual financial statements set out on pages 3 to 60, which have been prepared under the supervision of WA Prinsloo CA(SA), on the going-concern basis, were approved by the Board and were signed on its behalf by:

Dr ATM Mokgokong  
*Non-executive chairman*

AMF da Silva  
*Chief executive officer*

WA Prinsloo  
*Chief financial officer*

Midrand  
16 September 2015



# REPORT OF THE INDEPENDENT AUDITORS

## TO THE SHAREHOLDERS OF JASCO ELECTRONICS HOLDINGS LIMITED

### **Report on the financial statements**

We have audited the consolidated and separate annual financial statements of Jasco Electronics Holdings Limited set out on pages 9 to 60, which comprise the statements of financial position as at 30 June 2015, and the statements of comprehensive income, statements of changes in equity and statements of cash flows for the year then ended, and the notes, comprising a summary of significant accounting policies and other explanatory information.

### **Directors' responsibility for the financial statements**

The company's directors are responsible for the preparation and fair presentation of these consolidated and separate annual financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa, and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditors' responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated and separate financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the group's preparation and fair presentation of the consolidated and separate financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated and separate financial statements.

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

### **Opinion**

In our opinion, the consolidated and separate financial statements present fairly, in all material respects, the financial position of Jasco Electronics Holdings Limited and its subsidiaries as at 30 June 2015, and their financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies Act of South Africa.

### **Other reports required by the Companies Act**

As part of our audit of the consolidated and separate financial statements for the year ended 30 June 2015, we have read the directors' report, the audit and risk committee's report and the company secretary's certification for the purpose of identifying whether there are material inconsistencies between these reports and the audited consolidated and separate financial statements. These reports are the responsibility of the respective preparers. Based on reading these reports we have not identified material inconsistencies between these reports and the audited consolidated and separate financial statements. However, we have not audited these reports and accordingly do not express an opinion on these reports.

*Ernst & Young Inc.*

Ernst & Young Inc.  
Director, David Ian Cathrall  
Registered Auditor (RA)  
Chartered Accountant (SA)

Johannesburg  
16 September 2015



# COMPANY SECRETARY'S CERTIFICATION



I, the Group Company Secretary, certify that the company has lodged with the Registrar of Companies all such returns as are required of a public company, in terms of the Companies Act, No 71 of 2008, as amended, and that all such returns are true, correct and up to date.

A handwritten signature in black ink, appearing to be 'WA Prinsloo'.

**WA Prinsloo**  
*Group Company Secretary (at 30 June 2015)*

A handwritten signature in black ink, appearing to be 'S Lutchan'.

**S Lutchan**  
*Group Company Secretary (up to 2 January 2015)*

Midrand  
16 September 2015



# AUDIT AND RISK COMMITTEE REPORT

FOR THE YEAR ENDED 30 JUNE 2015

Jasco's independent audit and risk committee ("the committee") is pleased to submit its report to the shareholders for the financial year ended 30 June 2015 in accordance with section 94(7)(f) of the South African Companies Act of 2008.

## Introduction

The committee's duties and objectives is governed by a formal charter which is in line with the Companies Act and King III requirements. This independent statutory committee is appointed by Jasco's board of directors, which has delegated duties and responsibilities to the committee.

During the year under review, four meetings were held:

Name of member	9 September 2014	25 November 2014	3 February 2015	2 June 2015
Mr John Cyril Farrant (Chairman)	Present	Present	Present	Present
Mr Haroon Moolla	Present	Present	Present	Present
Ms Morongwe Malebye <sup>®</sup>	Present	N/A	N/A	N/A
Sir John Alfred Sherry <sup>#</sup>	N/A	N/A	Present	Present

<sup>®</sup> Resigned on 1 October 2014

<sup>#</sup> Appointed to the committee on 1 January 2015

## Audit and risk committee mandate

The committee is governed by a formal charter adopted and approved by the board, which is reviewed annually. The board supports and endorses the committee, which operates independently of management and is free of any organisational influence. The provisions of the Companies Act together with the King III requirements and best practice are incorporated in the charter. The charter guides the committee in terms of its role, responsibilities and duties.

The committee has conducted its work in terms of its charter as per the corporate governance report, and has ensured that the respective roles and functions of external audit and internal audit are sufficiently clarified and that the combined assurance received is appropriate to address all significant risks.

The committee's charter prescribes that the effectiveness of the committee, its chairman and individual members are annually assessed and evaluated by the board chairman. No significant issues that require improvement were highlighted during the most recent evaluation conducted in 2015. The committee is satisfied that it has fulfilled all its statutory duties and duties assigned to it by the board during the financial year under review, as further detailed below.

## Composition, meeting and assessments

The committee consists of three independent non-executive directors who meet at least four times per year as per the committee's mandate and charter. Biographical details of the committee members are provided below and the fees paid to the committee members are outlined on page 51.

The group's chief executive officer, chief financial officer, group financial executive, outsourced internal auditors and independent external auditors attend meetings by invitation.

## The committee performed the following activities:

- Received and reviewed reports from both internal and external auditors concerning the effectiveness of the internal control environment, systems and processes;
- Considered the effectiveness of internal audit; the approval of the one year operational internal audit work plan and monitored adherence of internal audit to its annual plan;
- Reviewed the reports of both internal and external auditors detailing their findings arising out of their audits and requested appropriate responses from management;
- Made appropriate recommendations to the board of directors regarding the corrective actions to be taken as a consequence of audit findings;
- Reviewed the risk and opportunities register and categorised the level of each risk, probability and the monetary value and made appropriate recommendations to the board regarding the corrective actions needed;
- Reviewed the report prepared by internal audit regarding the risk management process in the group and the level of adoption of the group policies and procedures within each operating division;
- Nominated for appointment Ernst & Young Inc. and Mr Dave Cathrall as auditors of the company and the group for the current financial year and Mr Gavin Weinreich for the next financial year;



- The committee considered the proposed external audit fees and approved the group audit fees in consultation with group management. The committee is responsible for determining the nature and extent of any non-audit services that the external auditors may provide to the group and pre-approve any proposed contract with the external auditors for the provision of non-audit services to the group;
- Considered the independence and objectivity of the external auditors and ensured that the scope of their additional services provided was not such that they could be seen to have impaired their independence.
- The committee is satisfied that the external auditors are independent of the group and are thereby able to conduct their audit functions without any influence from the group;
- The committee is responsible for reviewing any major breach of relevant legal and regulatory requirements. The committee is satisfied that there has been no material non-compliance with laws and regulations;
- The committee has satisfied itself that the group chief financial officer, Mr WA Prinsloo, has the appropriate expertise and experience to act in his capacity;
- The committee is responsible for considering and making recommendations to the board relating to the group's Integrated Annual Report, the financial statements and any other reports (with reference to the financial affairs of the group) for external distribution or publication, including those required by any regulatory or statutory authority. The Integrated Annual Report of the company for the year under review has been approved by the board upon the recommendation of the committee.

In addition, the committee discharges all audit and risk committee responsibilities of all subsidiary companies within the group. To help it discharge the responsibility, the committee reviews the results of all material operating subsidiary companies in detail with the external auditors and the management of respective subsidiaries.

JC Farrant  
*Audit and risk committee chairman*

Midrand  
16 September 2015



# REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 30 JUNE 2015

The directors have pleasure in submitting their report on the activities of the group and the company for the year ended 30 June 2015.

## NATURE OF BUSINESS

The trading activities of the group companies are divided into four main business segments, namely Carrier, Enterprise, Intelligent Technologies and Electrical Manufacturers.

## FINANCIAL RESULTS

The results of the operations for the year are set out in the consolidated and separate annual financial statements.

## GOING CONCERN

The consolidated and separate annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

The board has considered all operational and financial related activity and forecasts for the ensuing 12 months from the approval of these annual financial statements. This consideration included the status of the disposal of the investment in M-TEC, currently treated as non-current asset held-for-sale. At year-end, a binding heads of agreement was entered into for the disposal of the investment in M-TEC. It is the board's view that a sale transaction will be concluded in this regard.

In November 2013, Jasco also completed a Domestic Medium-Term Note Programme for R750 million which was approved by the JSE, R100 million was drawn down against and used to settle the preference shares obligation in January 2015.

## PLANT AND EQUIPMENT

There were no material changes in the nature of the plant and equipment of the group or in the policy regarding their use.

## CORPORATE ACTIONS

With effect from 1 February 2014, the group acquired the Baseline NGN business for R1 716 855. NGN operates in the data, telecommunications, networking and voice over IP market ("VOIP") focusing specifically around the unified convergence of core and edge campus networks and network infrastructure.

With effect from 1 March 2014, the group acquired a wholly-owned interest in MV Fire Protection Services Proprietary Limited (MV Fire) for R5,5 million. MV Fire provides fire protection and suppression services which will complement Jasco Security solutions portfolio and help make Jasco more competitive in the marketplace.

The group also acquired the Firecare business from Firecare CC for R1,5 million on 1 March 2014. Firecare provides fire protection solutions, installation, maintenance and alterations of fire sprinkler systems. The owner of Firecare CC owns a non-controlling 49% in the Firecare business.

With effect from 1 January 2015, the MV Fire and Firecare business were merged, with the non-controlling shareholder retaining his 49% interest in the merged business through the issue of new shares to him for R2 695 000.

With effect from 1 May 2014, the group acquired all the shares in Telesto Communications Proprietary Limited for a maximum purchase consideration of R9 850 000, subject to the achievement of a specific profit after tax for the year ending on 31 August 2014. Telesto provides solutions to the contact centre environment with a specific focus on products and solutions for outbound contact centres. Due to the target profit not being achieved, the purchase price was decreased by R3 200 000.

With effect from 17 February 2015, the board has decided to dispose of its investment in M-TEC due to the continuing underperformance of the business and the tough trading conditions in this sector over the last 12 months. Accordingly, the asset has been classified as held for sale and the equity accounting of the investment was suspended. Refer to note 11 for further information.

## SHARE CAPITAL

The authorised share capital is 750 000 000 ordinary shares and 29 884 633 redeemable preference shares. The issued share capital increased by 71 999 919 shares on 21 January 2014 following a rights issue at 80 cents per share and by 10 919 961 shares on 28 April 2015 at 55 cents per share.

For further information on the Jasco ordinary shareholders' spread, refer to page 60.



## DIRECTORS' INTERESTS IN SHARE CAPITAL

At the close of business on 30 June 2015, the interests of the directors in the issued share capital of the company amounted to:

<b>Ordinary shares</b>	<b>2015</b>	<b>2014</b>
<b>Direct beneficial</b>		
JC Farrant	150 000	150 000
H Moolla	14 918	14 918
JA Sherry	2 077 108	2 077 108
MSC Bawa	50 509	–
AMF Da Silva	7 162 288	720 000
WA Prinsloo	4 003 830	750 000
<b>Indirect – Beneficial</b>		
MJ Madungandaba	19 163 725	19 163 725
ATM Mokgokong	8 213 025	8 213 025
MSC Bawa	3 538 815	–
<b>Indirect – Non-beneficial</b>		
JC Farrant	5 500	23 000
<b>Total</b>	<b>44 379 718</b>	<b>31 111 776</b>

<b>Options</b>	<b>2015</b>	<b>2014</b>
<b>Direct – Beneficial</b>		
AMF Da Silva	1 463 993	1 463 993
WA Prinsloo	580 000	700 000
<b>Total</b>	<b>2 043 993</b>	<b>2 163 993</b>

As announced on 30 June 2015, messieurs AMF da Silva and WA Prinsloo were awarded 5 892 288 and 3 253 830 shares respectively at 55 cents per share on 2 June 2015 by the Jasco Employee Share Incentive Trust.

As announced on SENS on 24 February 2014, messieurs AMF da Silva and WA Prinsloo were awarded 720 000 and 750 000 shares respectively at 72 cents per share on 19 February 2014 by the Jasco Employee Share Incentive Trust.

The company has not been informed of any material changes in these holdings up to the date of this report.

## PRESCRIBED OFFICERS INTEREST IN SHARE CAPITAL

<b>Options</b>	<b>2015</b>	<b>2014</b>
<b>Direct – Beneficial</b>		
M Janse van Vuuren	1 658 942	637 000

As announced on 30 June 2015, M Janse van Vuuren was awarded 1 021 942 options at 55 cents per share on 2 June 2015 by the Jasco Employee Share Incentive Trust.

As announced on SENS on 24 February 2014, M Janse van Vuuren was awarded 637 000 options at 72 cents per share on 19 February 2014 by the Jasco Employee Share Incentive Trust.



# REPORT OF THE DIRECTORS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## SHARE INCENTIVE SCHEME

The Jasco Employee Share Incentive Trust was formed in 1993 to enable executives of the group to acquire shares in Jasco to provide them with incentives to advance the group's interests.

The maximum number of shares and/or options that may be issued may not exceed 32 759 885 (2014: 32 759 885) shares, being 15% of the issued share capital at the inception of the Trust and all subsequent capitalisation issues. The maximum number allowed for any one person is 8 735 969 (2014: 2 183 993) of the issued share capital of the company. In terms of the scheme rules, 50% of shares issued and options granted may be exercised after two years, 75% after three years and 100% after four years. Further details relating to the Jasco Employee Share Incentive Trust are set out in note 18.1 to the financial statements.

The Spescom Limited Share Incentive Trust was formed in 1990 to enable all employees of the Spescom group to acquire options in Spescom to provide them with incentives to advance the group's interests. No future share options will be issued in terms of this share trust and it will be allowed to wind down.

The maximum number of shares and/or options that may be granted by this trust may not exceed 20% of the issued ordinary share capital of Spescom Limited. The maximum number of shares and/or options that may be held by any one participant of the scheme may not exceed 1% of the issued share capital in question. The exercise price of the option is equal to 90% of the average market price determined for the month in which the share option is granted. The contractual life of the options is 10 years.

## DIRECTORS

Details of the present directorate of the company are set out on pages 18 to 19 of the Integrated Annual Report.

In terms of the Memorandum of Incorporation of the company, Dr ATM Mokgokong and Mr JC Farrant retire at the forthcoming annual general meeting and are eligible for re-election.

## SUBSIDIARY COMPANIES

Details are given on page 24.

## BORROWINGS

In terms of the Memorandum of Incorporation, the directors of the company are permitted to borrow or raise such funds as they deem necessary for the operation of the group. At the close of business on 30 June 2015, the total borrowings less cash resources was R187 267 000 (2014: R185 090 000). At 30 June 2015, the group had approved general banking facilities of R126 796 000 (2014: R126 403 000).

## SUBSEQUENT EVENTS

The directors are not aware of any material changes of circumstances or fact occurred between the accounting date and the date of this report.

## SPECIAL RESOLUTIONS

The following special resolutions were passed at the previous annual general meeting:

- Non-executive directors' remuneration
- Financial assistance to a related or inter-related company or companies



# STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2015



	Notes	GROUP		COMPANY	
		2015 R'000	Re-presented 2014 R'000	2015 R'000	2014 R'000
Revenue	4	1 123 818	1 043 185	3 784	4 197
Turnover		1 117 431	1 035 382	-	-
Cost of sales		(792 811)	(741 813)	-	-
Profit before other income and expenses		324 620	293 569	-	-
Other income		19 133	19 323	7 776	8 654
Selling and distribution costs		(1 443)	(2 528)	-	-
Administrative expenses		(227 330)	(213 527)	(9 345)	(8 253)
Other expenses		(187 436)	(79 243)	(64 214)	(156 890)
<b>Operating (loss)/profit</b>		<b>(72 456)</b>	17 594	<b>(65 783)</b>	(156 489)
Finance income	5	6 387	7 803	3 784	4 197
Finance costs	5	(22 433)	(22 347)	(9 150)	(4 345)
Equity accounted share of (loss)/income from associate	11	(689)	110	-	-
<b>(Loss)/profit before taxation</b>	5	<b>(89 191)</b>	3 160	<b>(71 149)</b>	(156 637)
Taxation	6	6 343	3 480	397	(17)
<b>(Loss)/profit for the year</b>		<b>(82 848)</b>	6 640	<b>(70 752)</b>	(156 654)
<b>Other comprehensive income</b>		<b>(1 190)</b>	-	-	-
(this may subsequently be reclassified to profit or loss)					
Reclassification adjustment on deregistration of foreign subsidiary		(1 190)	-	-	-
<b>Total comprehensive (loss)/income for the year</b>		<b>(84 038)</b>	6 640	<b>(70 752)</b>	(156 654)
(Loss)/profit for the year attributable to:					
- non-controlling interests		424	1 224	-	-
- ordinary shareholders of the parent		(83 272)	5 416	(70 752)	(156 654)
		<b>(82 848)</b>	6 640	<b>(70 752)</b>	(156 654)
Total comprehensive (loss)/income attributable to:					
- non-controlling interests		424	1 224	-	-
- ordinary shareholders of the parent		(84 462)	5 416	(70 752)	(156 654)
		<b>(84 038)</b>	6 640	<b>(70 752)</b>	(156 654)
Earnings per ordinary share (cents) – basic	7	(38,7)	3,1		
- diluted	7.1	(38,7)	3,1		



# STATEMENT OF FINANCIAL POSITION

AS AT 30 JUNE 2015

	Notes	GROUP			COMPANY	
		2015 R'000	Re-presented 2014 R'000	Re-presented 2013 R'000	2015 R'000	2014 R'000
<b>ASSETS</b>						
<b>Non-current assets</b>		<b>203 254</b>	357 300	343 073	<b>104 195</b>	98 481
Plant and equipment	8	59 419	59 541	56 200	–	–
Intangible assets	9	79 891	111 286	94 143	–	–
Investment in subsidiaries	10	–	–	–	<b>102 098</b>	95 591
Investment in associate	11	–	116 110	116 000	–	–
Deferred income tax	6	37 483	28 994	24 246	<b>391</b>	–
Other non-current assets	12	26 461	41 369	52 484	<b>1 706</b>	2 890
<b>Non-current assets held for sale</b>	11	<b>58 000</b>	–	23 611	–	–
<b>Current assets</b>		<b>488 169</b>	388 951	510 521	<b>133 890</b>	97 544
Inventories	14	99 301	96 722	114 522	–	–
Trade and other receivables	15	370 215	272 975	375 495	<b>151</b>	114
Amounts owing by group companies	10	–	–	–	<b>133 739</b>	97 430
Foreign currency contracts		497	323	1 796	–	–
Taxation paid in advance		4 037	1 659	1 118	–	–
Short-term portion of other non-current assets	12	13 276	11 896	10 510	–	–
Cash and cash equivalents	16	843	5 376	7 080	–	–
<b>Total assets</b>		<b>749 423</b>	746 251	877 205	<b>238 085</b>	196 025
<b>EQUITY AND LIABILITIES</b>						
<b>Shareholders' equity</b>		<b>213 103</b>	287 692	238 068	<b>67 815</b>	132 619
Share capital	17.2	281 283	275 335	220 235	<b>281 283</b>	275 335
Treasury shares	17.3	(6 912)	(6 912)	(6 911)	–	–
Non-distributable reserves	18	5 484	11 693	11 283	<b>14</b>	2 893
Retained (loss)/earnings		(72 087)	6 465	1 049	<b>(213 482)</b>	(145 609)
<b>Equity attributable to equity holders of the parent</b>		<b>207 768</b>	286 582	225 656	<b>67 814</b>	132 619
Non-controlling interests		5 335	1 111	12 412	–	–
<b>Non-current liabilities</b>		<b>134 712</b>	75 533	168 167	<b>95 215</b>	6
Interest-bearing liabilities	19	126 901	68 887	163 030	<b>95 215</b>	–
Deferred maintenance revenue	20	3 355	1 568	1 578	–	–
Deferred income tax	6	4 456	5 078	3 559	–	6
<b>Non-current liabilities held for sale</b>		–	–	36 175	–	–
<b>Current liabilities</b>		<b>401 608</b>	383 026	434 795	<b>75 055</b>	63 400
Trade and other payables	21	272 637	194 508	248 187	<b>2 891</b>	1 321
Provisions	22	23 436	21 625	48 687	<b>673</b>	506
Amounts owing to group companies	10	–	–	–	<b>313</b>	350
Foreign currency contracts		731	398	923	–	–
Taxation		2 493	1 608	3 366	–	–
Deferred maintenance revenue	20	41 093	43 308	24 821	–	–
Short-term borrowings	23	61 218	121 579	108 811	<b>71 178</b>	61 223
<b>Total equity and liabilities</b>		<b>749 423</b>	746 251	877 205	<b>238 085</b>	196 025



# STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 30 JUNE 2015



	Notes	Share capital R'000	Treasury shares R'000	Non-distributable reserves R'000	Retained earnings/(loss) R'000	Total parent shareholders' equity R'000	Non-controlling interest R'000	Total equity R'000
<b>GROUP</b>								
<b>Balance as at 30 June 2013</b>		220 235	(6 911)	11 283	1 049	225 656	12 412	238 068
Prior year re-representation		-	-	-	-	-	-	-
<b>Re-presented balance as at 30 June 2013</b>		<b>220 235</b>	<b>(6 911)</b>	<b>11 283</b>	<b>1 049</b>	<b>225 656</b>	<b>12 412</b>	<b>238 068</b>
Issue of new shares	17.2	55 100	-	-	-	55 100	-	55 100
Treasury shares – Share Incentive Trust	17.3	-	(1)	-	-	(1)	-	(1)
Equity settled share-based payment	18.1	-	-	410	-	410	-	410
Disposal of subsidiary		-	-	-	-	-	(12 525)	(12 525)
Total comprehensive income		-	-	-	5 416	5 416	1 224	6 640
Profit for the year		-	-	-	5 416	5 416	1 224	6 640
Other comprehensive income		-	-	-	-	-	-	-
<b>Balance as at 30 June 2014</b>		<b>275 335</b>	<b>(6 912)</b>	<b>11 693</b>	<b>6 465</b>	<b>286 581</b>	<b>1 111</b>	<b>287 692</b>
Issue of new shares	17.2	5 948	-	-	-	5 948	-	5 948
Equity settled share-based payment	18.1	-	-	806	-	806	-	806
Recycling of non-distributable reserves	18	-	-	(5 825)	5 825	-	-	-
Transactions with non-controlling shareholders		-	-	-	(1 105)	(1 105)	3 963	2 858
Dividend paid to non-controlling shareholder		-	-	-	-	-	(163)	(163)
Total comprehensive income		-	-	(1 190)	(83 272)	(84 462)	424	(84 038)
(Loss)/profit for the year		-	-	-	(83 272)	(83 272)	424	(82 848)
Other comprehensive income		-	-	(1 190)	-	(1 190)	-	(1 190)
<b>Balance as at 30 June 2015</b>		<b>281 283</b>	<b>(6 912)</b>	<b>5 484</b>	<b>(72 087)</b>	<b>207 768</b>	<b>5 335</b>	<b>213 103</b>
<b>COMPANY</b>								
<b>Balance as at 30 June 2013</b>		220 235	-	2 893	11 045	234 173	-	234 173
Issue of new shares	17.2	55 100	-	-	-	55 100	-	55 100
Total comprehensive income		-	-	-	(156 654)	(156 654)	-	(156 654)
Loss for the year		-	-	-	(156 654)	(156 654)	-	(156 654)
Other comprehensive income		-	-	-	-	-	-	-
<b>Balance as at 30 June 2014</b>		<b>275 335</b>	<b>-</b>	<b>2 893</b>	<b>(145 609)</b>	<b>132 619</b>	<b>-</b>	<b>132 619</b>
Issue of new shares	17.2	5 948	-	-	-	5 948	-	5 948
Recycling of equity settled share-based payment reserve	18.1	-	-	(2 879)	2 879	-	-	-
Total comprehensive income		-	-	-	(70 752)	(70 752)	-	(70 752)
Loss for the year		-	-	-	(70 752)	(70 752)	-	(70 752)
Other comprehensive income		-	-	-	-	-	-	-
<b>Balance as at 30 June 2015</b>		<b>281 283</b>	<b>-</b>	<b>14</b>	<b>(213 482)</b>	<b>67 815</b>	<b>-</b>	<b>67 815</b>



# STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2015

	Notes	GROUP		COMPANY	
		2015 R'000	Re-presented 2014 R'000	2015 R'000	2014 R'000
<b>Cash flows from operating activities</b>		<b>(3 678)</b>	6 540	<b>(7 621)</b>	(104 294)
Cash receipts from customers		1 058 906	1 105 581	5 714	8 743
Cash paid to suppliers and employees		(1 042 285)	(1 080 118)	(7 969)	(112 889)
<b>Cash generated from/(utilised in) operations</b>	24.1	<b>16 621</b>	25 463	<b>(2 255)</b>	(104 146)
Interest received		6 387	7 803	3 784	3 437
Interest paid		(22 433)	(22 347)	(9 150)	(4 345)
Taxation paid	24.2	(4 225)	(4 379)	-	-
Dividend withholding tax paid		(28)	-	-	-
Dividends received		-	-	-	760
<b>Cash flows from investing activities</b>		<b>(7 795)</b>	57 393	<b>(103 526)</b>	94 263
Acquisition of business operations	24.3	-	(2 500)	-	-
Disposal of subsidiary, net of cash disposed of	24.4	(413)	2 502	-	-
Acquisition of subsidiary, net of cash acquired	24.5	-	(2 034)	-	-
Disposal of business operations	24.6	-	12 120	-	-
Additions to intangibles		(8 078)	(7 366)	-	-
(Increase)/decrease in group company loan accounts				(103 526)	94 263
Receipts from finance lease asset		14 908	11 451	-	-
Purchase of plant and equipment		(15 616)	(14 061)	-	-
Replacement of plant and equipment	24.7	(560)	(3 557)	-	-
Additions to plant and equipment	24.8	(15 056)	(10 504)	-	-
Proceeds on disposal of plant and equipment		1 404	57 281	-	-
<b>Cash flows from financing activities</b>		<b>(11 557)</b>	(15 997)	<b>101 192</b>	25 224
Cash flows from treasury shares		-	(1)	-	-
New shares issued		5 948	55 100	5 948	55 100
Non-current loans raised		95 215	20 159	95 215	-
Non-current loans repaid		(115 415)	(91 255)	-	(32 230)
Transactions with non-controlling shareholders		2 695	-	-	-
Increase in loan amounts owing to group companies				29	2 354
<b>Net (decrease)/increase in cash and cash equivalents</b>		<b>(23 030)</b>	47 936	<b>(9 955)</b>	15 193
Cash and cash equivalents at beginning of year		(8 110)	(56 024)	(61 223)	(76 416)
Revaluation of foreign cash balances		-	(22)	-	-
<b>Net cash and cash equivalents at end of year</b>		<b>(31 140)</b>	(8 110)	<b>(71 178)</b>	(61 223)
Cash and cash equivalents	16	843	5 376	-	-
Bank overdrafts	23	(31 983)	(13 486)	(71 178)	(61 223)
<b>Net cash and cash equivalents at end of year</b>		<b>(31 140)</b>	(8 110)	<b>(71 178)</b>	(61 223)



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2015



## 1. CORPORATE INFORMATION

The consolidated and separate annual financial statements of Jasco Electronics Holdings Limited for the year ended 30 June 2015 were authorised for issue in accordance with a resolution of the directors. Jasco Electronics Holdings Limited is a company incorporated in the Republic of South Africa. The company's shares are publicly traded.

## 2. ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated and separate annual financial statements are set out below:

### 2.1 Basis of preparation

The consolidated and separate annual financial statements set out on pages 3 to 60 have been prepared on a historical cost basis, unless otherwise stated. The consolidated and separate annual financial statements are presented in Rand, which is also the group's functional currency, and are rounded to the nearest thousand, except where otherwise indicated.

### 2.2 Statement of compliance

The consolidated and separate annual financial statements of Jasco Electronics Holdings Limited and all its subsidiaries have been prepared in accordance with International Financial Reporting Standards (IFRS) and the requirements of the South African Companies Act of 2008.

### 2.3 Basis of consolidation

The consolidated annual financial statements include those of the company and its subsidiaries.

Subsidiaries are fully consolidated from the date of acquisition, being the date on which the group obtains control, and continue to be consolidated until the date that such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances and transactions, including income, expenses and dividends, are eliminated in full.

A change in ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction.

Losses are attributed to the non-controlling interest even if that results in a deficit balance.

If the group loses control over a subsidiary, it derecognises the assets, including goodwill, and liabilities of the subsidiary and the carrying amount of any non-controlling interest while recognising the fair value of the consideration received and the fair value of any investment retained. Any surplus or deficit is recognised in profit and loss and the holding company's share of components previously recognised in other comprehensive income is reclassified to profit or loss.

### 2.3.1 Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at the acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the non-controlling interest in the acquiree is measured either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition costs are expensed.

If a business combination is achieved in stages, the acquisition date fair value of the previously held equity interest in the acquiree is remeasured to fair value as at the acquisition date through profit and loss.

Any contingent consideration to be transferred will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

Goodwill is initially measured at cost, being the excess of the consideration transferred over the group's net identifiable assets acquired and liabilities assumed. If this consideration is lower than the fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

Where goodwill forms part of a cash-generating unit, and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

## 2.3.2 Investments in subsidiaries, joint ventures and associates in the separate annual financial statements

Investments in subsidiaries are recognised from the date of acquisition, being the date on which the company obtains control, and continue to be recognised until the date that such control ceases.

Investments in subsidiaries, joint ventures and associates are carried at cost, being the consideration transferred, less any impairment in value. Acquisition costs are expensed.

Any contingent consideration to be transferred will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with IAS 39 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured until it is finally settled within equity.

## 2.3.3 Investment in associate

The group's investment in an associate is accounted for under the equity method of accounting. This is an entity in which the group has significant influence. The investment is carried in the statement of financial position at cost plus post-acquisition changes in the group's share of net assets of the associate, less any impairment in value.

The statement of comprehensive income reflects the group's share of the results of operations of the associate. This is the profit attributable to the group and therefore is profit after tax. Unrealised gains and losses resulting from transactions between the group and the associate are eliminated to the extent of the interest in the associate.

Upon loss of significant influence, and provided the former associate does not become a subsidiary or joint venture, the group measures and recognises its remaining investment at its fair value. Any difference between the carrying amount of the former associate and the fair value of the remaining investment and proceeds from disposal is recognised in profit or loss.

## 2.3.4 Treasury shares

Shares in Jasco Electronics Holdings Limited held by the Jasco Employee Share Incentive Trust and the Spescom Limited Share Trust that are not allocated to employees, are classified in shareholders' funds as treasury shares. These shares are treated as a deduction from the issued and weighted number of shares and the cost price of the shares is deducted from the shareholders' equity in the statement of financial position.

Dividends received on treasury shares are eliminated on consolidation.

## 2.4 Segmental information

For management purposes, the group is organised into business units based on their products and services and has four reportable operating segments. The group's operating businesses are organised and managed separately according to the nature of the products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured on an aggregate basis and reconciled back to the profit or loss in the consolidated statement of comprehensive income.

Segmental revenue includes sales to third parties, as well as arm's length inter-segmental revenue recorded at fair value.



Segmental operating profits exclude interest paid or received, except for interest income on finance lease receivables, and are stated before inter-segmental charges for interest and administration services between group companies.

## 2.5 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, value-added tax or duties. The following specific recognition criteria must also be met before revenue is recognised:

Revenue from the sale of goods is recognised when the significant risk and rewards of ownership have passed to the buyer, usually on delivery of the goods.

Revenue from the rendering of services is recognised in the accounting period in which the services are rendered, by reference to the stage of completion of the specific transaction. The stage of completion is measured by reference to the expenses incurred to date as a percentage of total estimated expenses for each contract.

Rental income is derived from operating leases and is recognised on a straight-line basis over the period of each lease.

Contracting revenue comprises the value of work done, based on the stage of completion. The stage of completion is measured by reference to the expenses incurred to date as a percentage of total estimated expenses for each contract. Expected contract losses are recognised in the statement of comprehensive income when identified.

Interest income is recognised as the interest accrues using the effective interest method (that 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). Interest income is included in finance income in the statement of comprehensive income.

Dividend income is recognised when the right to receive the dividend has been established.

## 2.6 Foreign currency translation

### 2.6.1 Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the rates of exchange ruling at the transaction date.

Monetary assets and liabilities denominated in foreign currencies are translated at the rates of exchange ruling at the reporting date. Foreign currency gains and losses are charged to the statement of comprehensive income.

### 2.6.2 Foreign subsidiaries

The group has investments in foreign subsidiary companies that are classified as foreign entities. The financial statements of these subsidiaries are translated for incorporation into the consolidated financial statements on the following bases:

- Assets and liabilities at the rate ruling at the reporting date
- Income and expenses at a weighted average rate for the period
- Exchange differences arising on translation are recognised in other comprehensive income
- Goodwill and fair value adjustments arising in the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and are translated at the rate ruling at the reporting date.

On the disposal of a part or all of the foreign investment, the proportionate share of the related cumulative gains and losses previously recognised in other comprehensive income, is recognised in the profit or loss for the year.

## 2.7 Taxation

### 2.7.1 Tax expenses

Current and deferred taxes are recognised as income or expenses and are included in the statement of comprehensive income, except to the extent that it relates to items charged or credited in other comprehensive income or directly to equity. The current tax expense/(income) is based on taxable profit. Taxable profit differs from profit reported in the statement of comprehensive income when there are items of income or expense that are taxable or deductible in other years and it also excludes items that are never taxable or deductible under existing tax legislation. Current tax expenses/(income) are measured at the amount expected to be paid to/(recovered from) the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 2.7.2 Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a tax payable in the statement of financial position. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as a tax receivable in the statement of financial position.

## 2.7.3 Deferred tax assets and liabilities

Deferred taxation is provided, using the liability method, on temporary differences at the reporting date between the carrying amounts for financial reporting purposes and their tax bases.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither accounting profit/(loss) nor taxable profit/(loss); and/or
- in respect of taxable temporary differences relating to investments in subsidiaries, associates or joint ventures, where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised, except:

- when it 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 accounting profit/(loss) nor taxable profit/(loss); or
- in respect of taxable deductible differences relating to investments in subsidiaries, associates or joint ventures, where the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets in the statement of financial position are reviewed annually and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Unrecognised

deferred income tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates, and laws, that have been enacted or substantively enacted at the reporting date. The measurement of the deferred tax assets and liabilities reflect the tax consequences that would follow from the manner in which the group expects to recover or settle the carrying amounts of its assets and liabilities at the reporting date. The effect on deferred taxation of any changes in taxation rates is charged to the statement of comprehensive income, except to the extent that it relates to items previously charged or credited to other comprehensive income directly to equity.

Deferred tax assets and liabilities are offset for presentation in the statement of financial position where the group has a legally enforceable right to do so and the income taxes relate to the same tax authority.

## 2.7.4 Value-added taxation

Revenues, expenses and assets are recognised net of the amount of value-added taxation, except:

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

The net amount of value-added tax recoverable from, or payable to, the taxation authority is included as part of the other receivables and payables in the statement of financial position.



## **2.8 Employee benefits**

### **2.8.1 Short-term employee benefits**

The cost of all short-term employee benefits is recognised during the period in which the employee renders the related service.

The provisions for employee entitlements to wages, salaries and annual leave represent the amount that the group has a present obligation to pay as a result of employees' services provided up to the reporting date. The provisions have been calculated at undiscounted amounts based on current wage and salary rates.

### **2.8.2 Retirement benefits**

The group contributes to defined contribution funds.

A defined contribution plan is a pension scheme under which the group pays fixed contributions into a separate entity. The group has no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in current and prior periods. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future contribution payments is available.

Contributions to defined contribution funds are charged against income when the related services are rendered.

### **2.8.3 Share-based compensation**

The group operates an equity-settled and a cash-settled share-based compensation plan.

#### **Equity-settled transactions**

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date on which they were granted. The fair value of the employee services received in exchange for the shares or options granted is recognised as an expense and a corresponding entry to equity over the period in which the vesting conditions are fulfilled. The cumulative expense recognised for the transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the statement of comprehensive income represents the movement in the cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

#### **Cash-settled transactions**

The cost of cash-settled transactions is measured initially at fair value at the grant date. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to and including the settlement date, with changes in fair value recognised in the employee benefits expense (refer to note 22).

## **2.9 Provisions, contingent liabilities and commitments**

Provisions are recognised when the group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the obligation. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the reporting date.

Transactions arising from past events are classified as contingent liabilities where the group has a possible obligation whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the group, or the group has a present obligation but is not recognised because it is not probable that an outflow of resources will be required to settle the obligation or the amount cannot be measured with sufficient reliability.

Items are classified as commitments where the group commits itself to future transactions or if the items will result in the acquisition of assets.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 2.10 Plant and equipment

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment in value. Initial and subsequent costs are included in the asset's carrying amount or are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

All plant and equipment is depreciated from the date it is available for use, on a straight-line basis, to write down their cost to their residual value over their estimated useful life. Depreciation ceases at the earlier of either the date the asset is classified as held for sale or the date the asset is derecognised.

Residual values, useful lives and the depreciation method of assets are reviewed, and adjusted prospectively if appropriate, on an annual basis.

### Average rates used

Plant and machinery	10% – 20%
Motor vehicles	25%
Leased furniture and office equipment	10% – 33,3%
Managed services	20%
Hi sites	5% – 20%
Leasehold improvements	20%
Furniture and office equipment	10% – 33,3%
Computer and manufacturing equipment	10% – 20%

An item of plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses on derecognition are determined by comparing the proceeds with the carrying amount. These are included in the statement of comprehensive income.

When a decision is taken to dispose of an asset and the requirements of IFRS 5 have been met, the asset is carried at the lower of its carrying amount and fair value less costs to sell. Depreciation on that asset ceases until it is sold. These assets are disclosed separately on the face of the statement of financial position. Any impairment is recognised directly in profit and loss.

## 2.11 Impairment of non-financial assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating units fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The group bases its value in use calculation on detailed budgets and forecast calculations which are prepared separately for each of the group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, including impairment on inventories, are recognised in profit or loss in those expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the



asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase in other comprehensive income.

The following criteria are also applied in assessing impairment of specific assets:

#### **Goodwill**

Goodwill is tested for impairment annually and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than their carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

#### **Intangible assets**

Intangible assets with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level, as appropriate and when circumstances indicate that the carrying value may be impaired.

### **2.12 Inventories**

Inventories, being components, finished goods and merchandise, are valued at the lower of cost, determined on the weighted average basis, and net realisable value. The cost of finished goods includes a proportion of overhead expenses as well as direct costs.

Allowance is made for slow-moving and obsolete inventories.

The net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### **2.13 Leases**

The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at inception date, whether fulfilment of the arrangement is dependent on the use of a specific asset or assets or the arrangement conveys a right

to use the asset, even if that right is not explicitly specified in an arrangement.

#### **2.13.1 Group as a lessee**

Finance leases which transfer to the group substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the commencement of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of comprehensive income.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an operating expense in the income statement on a straight-line basis over the lease term.

#### **2.13.2 Group as a lessor**

Leases in which the group does not transfer substantially all the risks and benefits of ownership of the asset are classified as operating leases. Initial direct costs incurred in negotiating an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same bases as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Where the group enters into a service agreement as a supplier or a customer that depends on the use of a specific asset, and conveys the right to control the use of the specific asset, the arrangement is assessed to determine whether it contains a lease. Once it has been concluded that an arrangement contains a lease, it is assessed against the criteria in IAS 17 to determine if the arrangement should be recognised as a finance lease or operating lease. Assets held under a finance lease are recognised in the statement of financial position and presented as a receivable at an amount equal to the net investment in the lease. The recognition of finance income is based on a pattern reflecting a constant periodic rate of return on the net investment in the finance lease.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 2.14 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is its fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any. Internally-generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible assets.

The amortisation rate applied to the various categories of intangible assets is as follows:

Technology developments	33,3%
Customer-related intangibles	10%
Trademarks	6,7%
Marketing-related intangibles	20%

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in profit or loss when the asset is derecognised.

## Research and development costs

Research costs are expensed as incurred. Development expenditures, on an individual project, are recognised as an intangible asset when the group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete and its ability to use or sell the asset;
- how the asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure during development.

Following initial recognition of the development expenditure as an asset, the cost model is applied requiring the asset to be carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is recorded in profit or loss. During the period of development, the asset is tested for impairment annually.

## 2.15 Financial instruments

### 2.15.1 Initial recognition and classification

Financial instruments within the scope of IAS 39 are classified as financial instruments at fair value through profit or loss, loans and receivables or borrowings, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The group determines the classification of its financial instruments at initial recognition.

All financial instruments are recognised initially at fair value plus, in the case of instruments not at fair value through profit or loss, directly attributable transaction costs.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the group commits to purchase or sell the asset.



The group's financial instruments include cash and short-term deposits, trade and other receivables, loans and other receivables, trade and other payables, bank overdrafts, loans and borrowings, financial guarantee contracts, quoted and unquoted financial instruments and derivative financial instruments.

### 2.15.2 Subsequent measurement

Subsequent to initial recognition, these instruments are measured as set out below:

#### Trade and other receivables

Trade receivables, which generally have 30 to 90-day terms, are recognised and carried at amortised cost, using the effective interest rate method, less any impairment. An estimate of any impairment is made to an allowance account on individual debtors when there is an indication (such as the probability of insolvency or significant difficulties of the debtor) that the collection of the full amount under the original terms of the invoice is no longer probable. Impaired debts are derecognised when they are assessed as uncollectible. Trade receivables whose terms have been renegotiated are recalculated as a change in estimate.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits together with any highly liquid investments readily convertible to known amounts of cash. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

Cash and cash equivalents are carried at amortised cost.

#### Loans receivable

These are non-derivative financial assets, recognised at amortised cost, using the effective interest rate method, less any impairment. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement.

#### Available-for-sale financial assets

Available-for-sale financial investments include equity and debt securities. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss. Debt securities in this category are those which are intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or in response to changes in the market conditions.

After initial measurement, available-for-sale financial investments are subsequently measured at fair value with unrealised gains or losses recognised as other comprehensive income in the available-for-sale reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or determined to be impaired, at which time the cumulative loss is reclassified to profit or loss in finance costs and removed from the available-for-sale reserve.

#### Loans payable and trade and other payables

These are non-derivative financial liabilities, recognised at amortised cost, comprising original debt less principal repayments, using the effective interest rate method. Amortised cost is calculated by taking into account any issue costs and any discount or premium on settlement.

#### Derivative instruments

Derivative instruments comprise foreign currency contracts and foreign currency option contracts and are used by the group to economically hedge its risks associated with currency fluctuations.

Derivative financial instruments are held for trading and carried at fair value through profit and loss. The fair value of foreign currency contracts and option contracts is calculated through reference to the current forward exchange contracts and option contracts with similar maturity profiles. Any gains or losses arising from the change in fair value, calculated as the difference between the instrument's forward value and the forward value of a current instrument with a similar maturity profile, are taken directly to the statement of comprehensive income.

#### Gains and losses on subsequent measurement

Gains and losses arising from changes in the fair value of financial instruments, as well as gains and losses on instruments held at amortised cost, are included in net profit or loss in the period in which the change arises.

#### Offset

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when the group has a legally enforceable right to set-off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 2.15.3 Derecognition

The derecognition of a financial instrument occurs when the group no longer controls the contractual rights to receive cash flows from the asset or the obligation has been extinguished, 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. Any profit or loss on derecognition is recognised in the statement of comprehensive income.

## 2.16 Significant accounting judgement and estimates

The preparation of the group's consolidated and separate financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

In the process of applying the group's accounting policies, management has made the following judgements, estimates and assumptions, which have the most significant effect on the amounts recognised in the consolidated and separate financial statements:

### 2.16.1 Plant and equipment

The useful lives of assets are based on management's estimation. Management considers the impact of changes in technology, customer service requirements, availability of capital funding and required return on assets and equity to determine the optimum useful life expectation of each individual item of plant and equipment. The estimation of residual values of assets is based on management's judgement of whether the assets will be sold and what their condition will be at that time.

### 2.16.2 Impairment of non-financial assets

Management is required to make judgements concerning the cause, timing and amount of impairment. In the identification of impairment indicators, management considers the impact of changes in current competitive conditions, cost of capital, availability of funding, technological obsolescence, discontinuance of services and other circumstances that could indicate that impairment exists. Management's judgement is also required when assessing whether a previously recognised impairment loss should be reversed.

Where impairment indicators exist, the determination of the recoverable amount requires management to make assumptions to determine the fair value less costs to sell or value in use. Key assumptions on which management has based its determination of value in use include projected revenues, gross margins, average revenue per unit, earnings multiple, capital expenditure, expected customer bases and market share. The judgements, assumptions and methodologies used can have a material impact on the fair value and ultimately the amount of any impairment.

### 2.16.3 Impairment of financial assets

At each reporting date, management assesses whether there are indicators of impairment of financial assets. If such evidence exists, the estimated present value of the future cash flows of that asset is determined. Management's judgement is required when determining the expected future cash flows.

An impairment of trade receivables is raised for management's estimates of losses on trade receivables that are deemed to contain a collection risk.

The impairment is based on an assessment of the extent to which customers have defaulted on payments already due and an assessment of their ability to make payments based on creditworthiness and historical write-offs experienced. Should the financial condition of the customers change, actual write-offs could differ significantly from the impairment.

### 2.16.4 Taxation

Management's judgement is exercised when determining the probability of future taxable profits, which will determine whether deferred tax assets should be recognised or derecognised. The utilisation of deferred tax assets will depend on whether it is possible to generate sufficient taxable income, taking into account any legal restrictions on the length and nature of the taxation asset. When deciding whether to recognise unutilised taxation credits, management needs to determine the extent to which future payments are likely to be available for set-off. In the event that the assessment of future payments and future utilisation changes, the change in the recognised deferred taxation is recognised in profit or loss.



### 2.16.5 Employee benefits

The group operates an equity-settled share-based compensation plan. The related expense and reserve are determined through an actuarial valuation, which relies heavily on assumptions as disclosed in note 18.1. The factors that influence the valuation include employee turnover percentages, the expected life of the share option, volatility and dividend yield.

### 2.16.6 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

### 2.16.7 Assessment of control

Even though the group owns 51% of the shares in Malesela Taihan Electric Cable (Pty) Limited, it does not have control over the company as the fellow shareholder has control of the board and the management of the company in terms of the shareholders' agreement.

## 2.17 Standards and interpretations issued and not yet effective

The followings Standards and Interpretations or amendments thereto have been issued and are not yet effective at the time of this report. Only those that may be expected to affect these financial statements have been detailed below:

Number	Name	Details of amendment	Effective date**
IFRS 9	Financial Instruments	IFRS 9, as issued, reflects all phases of the IASB's work on the replacement of IAS 39 and applies to the classification and measurement of financial assets and financial liabilities, as well as hedge accounting.	1 January 2018
IFRS 10	Consolidated Financial Statements	IFRS 10 exception to the principle that all subsidiaries must be consolidated.	1 January 2016
IFRS 15	Revenue from Contracts with Customers	IFRS 15 establishes a new five-step model that will apply to revenue arising from contracts with customers. Under IFRS 15 revenue is recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IFRS 15 provide a more structured approach to measuring and recognising revenue. The new revenue standard will supersede all current revenue recognition requirements under IFRS.	1 January 2018
IAS 1	Presentation of Financial Statements	The amendments clarify: <ul style="list-style-type: none"> <li>• The materiality requirements in IAS 1</li> <li>• That specific line items in the statement(s) of profit or loss and OCI and the statement of financial position may be disaggregated</li> <li>• That entities have flexibility as to the order in which they present the notes to financial statements</li> <li>• That the share of OCI of associates and joint ventures accounted for using the equity method must be presented in aggregate as a single line item, and classified between those items that will or will not be subsequently reclassified to profit or loss</li> </ul> Furthermore, the amendments clarify the requirements that apply when additional subtotals are presented in the statement of financial position and the statement(s) of profit or loss and OCI.	1 January 2018
IAS 27	Consolidated and Separate Financial Statements	The amendments will allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates in their separate financial statements.	1 January 2016
	Annual improvements projects	Clarification of certain sections in IFRS 5, IFRS 7, IAS 19, IAS 34.	1 January 2016

\*\*Annual periods beginning, unless otherwise indicated

The group is investigating the impact of these pronouncements and intends to apply them as they become effective, if applicable. For the most part, the effect of these Standards and Interpretations are not expected to be significant.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 3. SUBSIDIARY COMPANIES INCLUDED IN THESE RESULTS

	Issued share capital	Effective ownership	
		2015 %	2014 %
<b>Trading companies</b>			
<b>Direct</b>			
Jasco Trading (Pty) Limited	4 180	100	100
Jasco Cables Investments (Pty) Limited	543 780	100	100
Jasco Carrier Solutions (Pty) Limited	4 000	100	100
Jasco Energy and Industry Solutions (Pty) Limited	78 768 056	100	100
Jasco Networks (Pty) Limited	13 400	100	100
Jasco East Africa	100	99	N/A
<b>Indirect</b>			
Ferro Resonant Technologies (Pty) Limited*	1 000	100	100
Jasco Enterprise (Pty) Limited†	100	100	100
Jasco Systems (Pty) Limited <sup>Δ</sup>	100	100	100
Jasco Telecommunications (Pty) Limited <sup>Δ</sup>	1 380 120	100	100
Maringo Communications (Pty) Ltd <sup>#</sup>	228	100	100
MV Fire Protection (Pty) Limited <sup>§</sup>	297	51	100
Multivid (Pty) Limited <sup>§%</sup>	100	N/A	51
NewTelco South Africa (Pty) Limited <sup>§</sup>	100	67	67
Nocdesk (Pty) Limited <sup>*@</sup>	100	N/A	100
Jasco Services (Pty) Limited <sup>§</sup>	100	82	82
Telesto Communications (Pty) Limited†	1 000	100	100
<b>Dormant</b>			
Jasco Converged Solutions (Pty) Limited†	1 001	100	100
Jasco Properties (Pty) Limited <sup>§</sup>	100	100	100
Jasco Transmission & Distribution (Pty) Ltd (formerly Special Cables (Pty) Limited)	100	100	100
Spescom Electronics Holdings (Pty) Limited	20 000	100	100
Spescom Limited UK <sup>§%</sup>		N/A	100
Webb Industries (Pty) Limited <sup>§</sup>	1 000	100	100
Webb Masts and Towers (Pty) Limited	400	100	100

\* Shares owned by Jasco Trading (Pty) Limited

# Shares owned by Jasco Carrier Solutions (Pty) Limited

§ Shares owned directly/indirectly by Jasco Energy and Industry Solutions (Pty) Limited

@ Sold on 1 January 2015

% Deregistered

† Shares owned directly/indirectly by Jasco Networks (Pty) Limited

Δ Shares owned directly/indirectly by Webb Masts and Towers (Pty) Limited

§ Shares owned by Spescom Electronics Holdings (Pty) Limited

With the exception of Spescom Limited UK and Jasco East Africa all the subsidiary companies are registered in South Africa.

	2015 R'000	2014 R'000
Aggregate profits of subsidiaries	59 652	147 237
Aggregate losses of subsidiaries	(188 392)	(48 719)
	(128 740)	98 158



With effect from 1 February 2014, the group acquired the Baseline NGN business for R1 716 855. NGN operates in the data, telecommunications, networking and voice over IP market ("VOIP") focusing specifically around the unified convergence of core and edge campus networks and network infrastructure.

With effect from 1 March 2014, the group acquired a wholly-owned interest in MV Fire Protection Services (Pty) Limited (MV Fire) for R5 500 000 million. MV Fire provides fire protection and suppression services which will complement Jasco Security Solutions portfolio and help make the business more competitive in the marketplace.

The group also acquired the Firecare business from Firecare CC for R1 500 000 million on 1 March 2014. Firecare provide fire protection solutions, installation, maintenance and alterations of fire sprinkler systems. The owner of Firecare CC owns a non-controlling 49% in the Firecare business.

With effect from 1 January 2015, the Firecare and MV Fire businesses were merged by transferring all assets and liabilities into MV Fire. The non-controlling shareholder retained his 49% interest through the issuing of new shares to him for R2 695 000.

With effect from 1 May 2014, the group acquired all the shares in Telesto Communications (Pty) Limited for a maximum purchase consideration of R9 850 000, subject to the achievement of a specific profit after tax for the year ending on 31 August 2014. Telesto provides solutions to the contact centre environment with a specific focus on products and solutions for outbound contact centres. Due to the target profit not being achieved, the purchase price was decreased by R3 200 000.

The group elected to measure the non-controlling interest in the acquiree at the non-controlling shareholder's proportionate shares in the recognised amounts of the acquiree's identifiable net assets.

Jasco East Africa was founded in Kenya during the year.

Nocdesk (Pty) Limited was sold on 1 January 2015 for R4 596. Spescom Limited UK was deregistered resulting in a gain of R772 000 based on the net asset value derecognised.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>4. REVENUE</b>				
Finance income	6 387	7 803	3 784	4 197
Turnover	1 117 431	1 035 382	-	-
Sale of goods	819 621	836 991	-	-
Rendering of services	273 745	175 862	-	-
Rental income	24 065	22 529	-	-
<b>Total revenue</b>	<b>1 123 818</b>	<b>1 043 185</b>	<b>3 784</b>	<b>4 197</b>
Turnover represents the net invoiced or accrued value of local and export sales, services and rental income, but excludes value-added tax and inter-company sales.				
<b>5. (LOSS)/PROFIT BEFORE TAXATION</b>				
The operating (loss)/profit is stated after allowing for the following:				
<b>Income</b>				
Administration, managerial and secretarial fees received from subsidiaries			7 691	8 654
Foreign exchange gains arising from financial instruments at fair value through profit and loss	8 892	8 894	-	-
- realised	7 211	8 134	-	-
- unrealised arising from change in fair value	1 681	760	-	-
Finance income	6 387	7 803	3 784	4 197
- Finance income from loans and receivables	894	918	3 784	3 437
• amounts owing by subsidiaries			3 784	3 437
• bank interest	568	812	-	-
• other loans	180	5	-	-
• other	146	101	-	-
- Finance income from finance lease agreements	5 493	6 885	-	-
- Finance income from investments – dividend received	-	-	-	760
Gain on decrease in Telesto purchase price	3 200	-	-	-
Profit on disposal of plant and equipment	431	280	-	-
Profit on deregistration/disposal of business operations/subsidiary	777	4 289	-	-
<b>Expenditure</b>				
Administration, managerial and secretarial fees paid to subsidiaries			3 926	3 083
Administration, managerial and secretarial fees paid to others	198	253	-	-
Amortisation of intangible assets (refer note 9)	10 275	10 168	-	-
Auditor's remuneration	4 989	4 703	673	635
- audit fees (current year)	4 000	4 373	673	635
- audit fees (prior year)	989	301	-	-
- consulting and taxation services	-	29	-	-



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
Depreciation of plant and equipment (refer note 8)	11 766	11 450	-	-
Finance costs of other financial liabilities	22 433	22 347	9 150	4 345
- Finance costs	21 845	21 612	9 150	4 345
• bank loans and overdrafts	5 573	6 820	4 509	4 345
• mortgage bond	-	23	-	-
• corporate bond	4 640	-	4 640	-
• other loans	11 347	14 052	-	-
• other	285	717	1	-
- Finance charges	588	658	-	-
• finance lease agreements	133	165	-	-
• instalment sale agreements	455	493	-	-
- Bonus provision discount adjustment	-	77	-	-
Foreign exchange gains arising from financial instruments at fair value through profit and loss	6 254	10 828	-	-
- realised	4 893	10 107	-	-
- unrealised arising from change in fair value	1 361	721	-	-
Impairment of the investment in Jasco Cables Investment (Pty) Limited (refer note 9)			-	131 378
Impairment of the current amount advanced to Jasco Cables Investment (Pty) Limited (refer note 9)			62 545	24 712
Impairment of the loan to the Jasco Share Incentive Trust			1 184	86
Impairment of long-outstanding receivables	18 100	-	-	-
Impairment of the investment in the associate (refer note 11)	57 421	-	-	-
Impairment of intangible assets (refer note 9)	29 560	-	-	-
Loss on disposal of plant and equipment	2 636	125	-	-
Operating lease charges	19 295	16 614	-	-
- rental premises	18 031	15 428	-	-
- equipment	355	351	-	-
- motor vehicles	909	835	-	-
Research and development costs	219	258	-	-
Royalties paid	92	102	-	-



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>5. (LOSS)/PROFIT BEFORE TAXATION (CONTINUED)</b>				
Staff costs	<b>270 355</b>	258 254	<b>1 802</b>	1 833
Short-term benefits	<b>248 161</b>	232 458	<b>1 802</b>	1 833
– non-executive directors (refer note 28)	<b>1 908</b>	1 804	<b>1 908</b>	1 804
– executive directors	<b>5 132</b>	4 675	–	–
– executive management	<b>15 841</b>	19 101	–	–
– other staff (including other benefits)	<b>225 280</b>	206 878	<b>(106)</b>	29
Equity-settled share-based payment (refer note 18.1)	<b>806</b>	410	–	–
– executive directors	<b>656</b>	367	–	–
– executive management	<b>150</b>	43	–	–
Cash-settled share-based payment (refer note 22)	<b>423</b>	312	–	–
– executive management	<b>423</b>	190	–	–
– other staff	–	122	–	–
Post-employment benefits – total amounts contributed to defined contribution funds	<b>20 405</b>	24 760	–	–
– executive directors	<b>942</b>	892	–	–
– executive management	<b>1 869</b>	2 338	–	–
– other staff	<b>17 594</b>	21 530	–	–
Other short-term benefits	<b>560</b>	314	–	–
– executive directors	<b>313</b>	49	–	–
– executive management	<b>247</b>	265	–	–



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>6. TAXATION</b>				
South African normal taxation				
Current	2 740	1 359	-	-
- current year charge	2 747	1 359	-	-
- prior year over provision	(7)	-	-	-
Deferred	(9 111)	(4 839)	(397)	17
- relating to origination and reversal of temporary differences	(9 575)	(4 839)	(397)	17
- prior year under provision	464	-	-	-
<b>Total normal tax</b>	<b>(6 371)</b>	<b>(3 480)</b>	<b>(397)</b>	<b>17</b>
Dividends tax	28	-	-	-
<b>Total taxation</b>	<b>(6 343)</b>	<b>(3 480)</b>	<b>(397)</b>	<b>17</b>
The reconciliation of the effective rate of the tax charge to the company tax rate is as follows:				
	%	%	%	%
Standard taxation rate	28,0	28,0	28,0	28,0
Prior year under/over provision	(0,5)	-	-	-
Non-deductible expenses	(30,6)	117,5	(27,4)	(28,1)
Non-taxable income	1,4	(41,2)	-	0,1
Income tax incentives	-	(1,2)	-	-
(Utilisation)/deferment of unused tax credit	13,9	(218,5)	-	-
Differences in corporate tax rates	(5,1)	1,3	-	-
<b>Effective taxation rate</b>	<b>7,1</b>	<b>(114,1)</b>	<b>0,6</b>	<b>-</b>
	R'000	R'000	R'000	R'000
<b>Deferred income tax asset/(liability)</b>				
Beginning of year	23 916	20 687	(6)	11
Acquisition/disposal of subsidiaries/business operations	-	(1 610)	-	-
Movement	9 111	4 839	397	(17)
<b>End of year</b>	<b>33 027</b>	<b>23 916</b>	<b>391</b>	<b>(6)</b>
Deferred tax asset	37 483	28 994	391	-
Deferred tax liability	(4 456)	(5 078)	-	(6)
<b>Net deferred tax asset</b>	<b>33 027</b>	<b>23 916</b>	<b>391</b>	<b>(6)</b>
Made up as follows:				
- taxation losses	28 669	26 817	408	3
- provisions	6 382	5 357	-	-
- capitalised costs	6	11	-	-
- amortisation of intangibles	(2 773)	(6 600)	-	-
- impairment of receivables	460	363	-	-
- prepayments	(5 202)	(3 604)	(17)	(9)
- retentions	(348)	(1 078)	-	-
- section 24C allowance	(1 288)	(2 839)	-	-
- income received in advance	13 282	12 567	-	-
- deferred gains and losses on foreign currency contracts	14	(120)	-	-
- deferred lease payments and income	2 149	1 246	-	-
- finance lease agreements	(3 335)	(3 659)	-	-
- accelerated depreciation	(4 989)	(4 545)	-	-
	<b>33 027</b>	<b>23 916</b>	<b>(391)</b>	<b>(6)</b>
Estimated taxation losses available for set-off against future taxable profits	156 646	198 810	1 460	10
Estimated taxation losses recognised as an asset	102 389	95 775	1 460	10
Effective recognition (%)	65,4	48,2	100,0	100,0



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	Re-presented 2014 R'000	2015 R'000	2014 R'000
<b>7. EARNINGS PER ORDINARY SHARE</b>				
The loss per share of 38,7 cents (2014: 3,1 cents earnings) is based on a loss of R83 272 366 (2014: earnings of R5 416 497) and 215 154 670 (2014: 172 831 544) shares, being the weighted average number of shares in issue during the year, less the treasury shares. The weighted average number of shares increased following the 10 919 961 shares issue on 28 April 2015 (2014: 71 999 919 rights issue on 21 January 2014)				
<b>Headline earnings per ordinary share</b>				
The headline earnings per share of 2,4 cents (2014: 0,6 cents) is based on headline earnings of R5 136 980 (2014: R971 662) and 215 154 670 (2014: 172 831 544) shares, being the weighted average number of shares in issue during the year, less the treasury shares.				
<i>Reconciliation of headline earnings:</i>				
Net (loss)/profit attributable to ordinary shareholders	(83 272)	5 416		
Adjusted for:	88 409	(4 444)		
– net loss/(profit) on disposal of plant and equipment	2 205	(155)		
– impairment of intangible assets	29 560	–		
– impairment of investment in associate	57 421	–		
– profit on disposal of business unit/subsidiary	(777)	(4 289)		
<b>Headline earnings</b>	<b>5 137</b>	<b>972</b>		

## 7.1 Diluted earnings and diluted headline earnings per ordinary share

The same earnings, headline earnings and number of shares as per note 7 were used to calculate the diluted earnings and headline earnings per share. There will be no dilution in the earnings per share as a result of the 2 708 803 (2014: 1 550 998) share options as per note 18.1.



GROUP	Leasehold improvements R'000	Plant and machinery R'000	Hi sites R'000	Furniture, fixtures and office equipment R'000	Motor vehicles R'000	Computer and manufacturing equipment R'000	Leased furniture and office equipment R'000	Total plant and equipment R'000
<b>8. PLANT AND EQUIPMENT</b>								
<b>2015</b>								
Net book value – beginning of year	4 239	28 881	2 716	13 096	1 274	8 811	524	59 541
– cost	6 857	50 559	11 885	35 778	4 358	17 393	1 118	127 948
– accumulated depreciation	(2 618)	(21 678)	(9 169)	(22 682)	(3 084)	(8 582)	(594)	(68 407)
Current year movements	(1 973)	(2 071)	84	5 813	(86)	(1 710)	(179)	(122)
– additions	37	1 418	258	10 037	391	3 475	–	15 616
– net book value of disposals	(905)	(154)	–	(291)	(88)	(2 534)	–	(3 972)
– depreciation	(1 105)	(3 335)	(174)	(3 933)	(389)	(2 651)	(179)	(11 766)
<b>End of year</b>	<b>2 266</b>	<b>26 810</b>	<b>2 800</b>	<b>18 909</b>	<b>1 188</b>	<b>7 101</b>	<b>345</b>	<b>59 419</b>
Made up as follows								
– cost	4 978	51 337	12 144	41 043	3 683	16 601	1 119	130 905
– accumulated depreciation	(2 712)	(24 527)	(9 344)	(22 134)	(2 495)	(9 500)	(774)	(71 486)
<b>Net book value</b>	<b>2 266</b>	<b>26 810</b>	<b>2 800</b>	<b>18 909</b>	<b>1 188</b>	<b>7 101</b>	<b>345</b>	<b>59 419</b>
<b>2014</b>								
Net book value – beginning of year	4 234	28 148	2 790	9 883	1 034	9 527	584	56 200
– cost	6 236	47 740	11 780	33 326	3 040	17 231	1 181	120 534
– accumulated depreciation	(2 002)	(19 592)	(8 990)	(23 443)	(2 006)	(7 704)	(597)	(64 334)
Current year movements	5	733	(74)	3 213	240	(716)	(60)	3 341
– additions	743	4 716	105	6 414	70	1 854	159	14 061
– acquisition of subsidiaries/ business operations	40	339	–	450	713	272	–	1 814
– disposal of subsidiaries/ business operations	–	(292)	–	(39)	(115)	(422)	–	(868)
– net book value of disposals	(46)	(12)	–	(117)	–	–	(41)	(216)
– depreciation	(732)	(4 018)	(179)	(3 495)	(428)	(2 420)	(178)	(11 450)
<b>End of year</b>	<b>4 239</b>	<b>28 881</b>	<b>2 716</b>	<b>13 096</b>	<b>1 274</b>	<b>8 811</b>	<b>524</b>	<b>59 541</b>
Made up as follows								
– cost	6 857	50 559	11 885	35 778	4 358	17 393	1 118	127 948
– accumulated depreciation	(2 618)	(21 678)	(9 169)	(22 682)	(3 084)	(8 582)	(594)	(68 407)
<b>Net book value</b>	<b>4 239</b>	<b>28 881</b>	<b>2 716</b>	<b>13 096</b>	<b>1 274</b>	<b>8 811</b>	<b>524</b>	<b>59 541</b>
<b>Pledged as security</b>								

Certain motor vehicles and equipment are secured as per note 19.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

GROUP	Goodwill R'000	Trade names R'000	Voice transaction management applications R'000	Computer software R'000	Customer related intangible assets R'000	Total intangible assets R'000
<b>9. INTANGIBLE ASSETS</b>						
<b>2015</b>						
Net book value – beginning of year	85 197	3 260	11 437	–	11 392	111 286
– cost	85 197	4 002	34 525	–	13 892	137 616
– accumulated amortisation	–	(742)	(23 088)	–	(2 500)	(26 330)
Current year movements	(19 356)	(425)	(11 437)	1 975	(2 152)	(31 395)
– additions	–	–	6 413	2 027	–	8 440
– impairments	(19 356)	–	(10 140)	–	(64)	(29 560)
– amortisation	–	(425)	(7 710)	(52)	(2 088)	(10 276)
<b>End of year</b>	<b>65 841</b>	<b>2 835</b>	<b>–</b>	<b>1 975</b>	<b>9 240</b>	<b>79 891</b>
Made up as follows						
– cost	65 841	16 465	24 822	2 027	13 827	122 982
– accumulated amortisation and impairment	–	(13 630)	(24 822)	(52)	(4 587)	(43 091)
<b>Net book value</b>	<b>65 841</b>	<b>2 835</b>	<b>–</b>	<b>1 975</b>	<b>9 240</b>	<b>79 891</b>
<b>2014</b>						
Net book value – beginning of year	74 894	1 035	12 831	–	5 383	94 143
– cost	74 894	1 351	27 159	–	6 901	110 305
– accumulated amortisation	–	(316)	(14 328)	–	(1 518)	(16 162)
Current year movements	10 303	2 225	(1 394)	–	6 009	17 143
– additions	–	–	7 366	–	–	7 366
– acquisition of subsidiary/business operation	10 303	–	–	–	6 991	17 294
– disposal of subsidiary	–	2 651	–	–	–	2 651
– amortisation	–	(426)	(8 760)	–	(982)	(10 168)
<b>End of year</b>	<b>85 197</b>	<b>3 260</b>	<b>11 437</b>	<b>–</b>	<b>11 392</b>	<b>111 286</b>
Made up as follows						
– cost	85 197	4 002	34 525	–	13 892	137 616
– accumulated amortisation	–	(742)	(23 088)	–	(2 500)	(26 330)
<b>Net book value</b>	<b>85 197</b>	<b>3 260</b>	<b>11 437</b>	<b>–</b>	<b>11 392</b>	<b>111 286</b>

The addition to the goodwill and customer related intangibles in 2014 relates to the acquisition of Baseline NGN, Teleso Communications, MV Fire Protection and Firecare.

The addition to trade names of R2 651 000 in 2014 relates to the right Jasco acquired to use the Telecom Structures designs as part of the disposal of the WebbLeBLANC business.

The voice transaction management applications consist of costs capitalised during the development of various voice transaction management applications. These intangibles have finite useful lives and are amortised over a period of three years. At year-end, the carrying value of these assets was tested for impairment on the expectation that the software applications would reach technical obsolescence in 2017. Based on the value-in-use calculation, the carrying value was fully impaired.

The customer-related intangible assets relate to the customer contracts and relationships acquired in the Teleso, MV and Spescom acquisition.



The goodwill relating to each reporting segment is as follows:

	CARRYING VALUE		IMPAIRMENT	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
Carrier	33 879	39 998	6 119	–
Enterprise	28 302	41 539	13 237	–
Intelligent Technologies	3 049	3 049	–	–
Electrical Manufacturers	611	611	–	–
	<b>65 841</b>	85 197	<b>19 356</b>	–

As at the reporting date, the goodwill was tested for impairment. The cash flow projections from financial budgets approved by the board of directors, covering a one-year period, are discounted to the present value, using discount rates appropriate to the cash-generating unit the asset belongs to of 16,53% (2014:16%). Revenue growth assumptions after the first year was based on an inflationary increase. A long-term growth rate of 3% was assumed into perpetuity.

#### Sensitivity analysis

Management has performed a sensitivity analysis for the material goodwill balances, being the goodwill relating to the investments in the Jasco Carrier Solutions cash-generating unit (CGU) and the Enterprises CGU.

With regard to the assessment of the value-in-use of the investment, management believes that the most notable possible change in any of the above key assumptions would result from a change to the discount rate. The second most sensitive assumption is the long-term growth rate and the third assumption is a change to the free cash flow projections.

A reasonable possible change in any of the key assumptions would result in an change in the impairment recognised.

#### Key assumptions

The calculation of value-in-use is most sensitive to gross margin, profit before tax, discount rates and growth rates used to extrapolate cash flows beyond the financial forecast period. Gross margins and profit before tax are based on the forecasted margin after the new acquisition for the year. These are increased over the budget period for anticipated efficiency improvement and therefore based on financial forecasts. Discount rates reflect management's estimate of the risks specific to each CGU. Growth rate estimates are conservatively applied to each unit having considered industry expected growth rates and internal targets. The group and company are not expecting to exceed the long-term average growth rates of the industry.

#### Conclusion

Based on the result of the valuation, the goodwill relating to Enterprise and Carrier Solutions was impaired in the current year.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	COMPANY	
	2015 R'000	2014 R'000
<b>10. INVESTMENT IN SUBSIDIARIES</b>		
<b>Unlisted shares at cost less amounts written off</b>		
– Jasco Cables Investment (Pty) Limited	–	–
– Jasco Carrier Solutions (Pty) Limited	38 891	38 891
– Jasco Energy and Industry Solutions (Pty) Limited	55 823	55 823
– Jasco Networks (Pty) Limited	136	–
– Jasco Trading (Pty) Limited	877	877
– Spescom Electronics Holdings (Pty) Limited	6 371	–
– Webb Masts and Towers (Pty) Limited	–	–
– Jasco East Africa	–	–
	<b>102 098</b>	<b>95 591</b>
<b>Amounts owing by group companies on current account</b>		
– Jasco Trading (Pty) Limited	73 514	67 865
– Jasco Cables Investment (Pty) Limited	57 952	25 842
– Jasco Carrier Solutions (Pty) Limited	722	818
– Ferro Resonant Technologies (Pty) Limited	385	343
– Jasco Enterprise (Pty) Limited	–	1 946
– Jasco Networks (Pty) Limited	447	–
– Jasco Systems (Pty) Limited	719	616
	<b>133 739</b>	<b>97 430</b>
<b>Amounts owing to group companies on current account</b>		
– Jasco Services (Pty) Limited	(313)	(350)
	<b>(313)</b>	<b>(350)</b>

The loans to subsidiaries attract interest at a rate which is agreed upon between both parties on an annual basis.

The investment in Jasco Cables Investment (Pty) Limited of R131 378 382 and the current amount advanced to them of R145 208 751 (2014: R50 553 174) was impaired as per note 5, to decrease the carrying amount to its recoverable amount, which is based on a value-in-use calculation.

As part of the group's restructuring process, Jasco entered into an unbundling agreement with Jasco Energy and Industry Solutions (Pty) Limited, transferring the investment in Jasco Networks (Pty) Limited, Spescom Electronics Holdings (Pty) Limited and Webb Masts and Towers (Pty) Limited to Jasco through a loan account.



## 11. INVESTMENT IN ASSOCIATE

### **Malesela Taihan Electric Cable (Pty) Limited (M-TEC)**

The group owns a 51% interest in its associate, M-TEC, but does not control the investment, either during or at the end of the year. M-TEC is involved in the manufacture of cables for the power and telecommunications industry.

Due to the underperformance of the business, a decision was made by the board to dispose of its 51% shareholding and a binding heads of agreement was reached by 30 June 2015.

Consequently, the investment has been classified as 'held for sale'. Management performed detail evaluations to determine the fair value of the asset to be R58 million, after considering anticipated costs to sell of R2 million.

The recoverable amount of the investment in M-TEC has been determined on a held-for-sale basis for valuation methods and assumptions used are consistent with those used in prior periods.

The group's interest in the associate's net assets and liabilities at 30 June and the income and expenses for the years then ended, is as follows:

	2015 R'000	2014 R'000
<b>Financial position</b>		
	<b>492 170</b>	490 621
– current assets	<b>378 030</b>	363 425
– non-current assets	<b>114 140</b>	127 076
	<b>170 242</b>	132 685
– current liabilities	<b>151 803</b>	130 515
– non-current liabilities	<b>18 439</b>	2 170
<b>Net asset value</b>	<b>321 928</b>	357 936
<b>Income and expenses</b>		
Revenue	<b>822 266</b>	863 194
Cost of sales	<b>(752 591)</b>	(774 931)
Administrative expenses	<b>(103 971)</b>	(85 674)
Finance income	<b>742</b>	279
Finance costs	<b>(2 454)</b>	(2 413)
(Loss)/profit before taxation	<b>(36 008)</b>	455
Taxation	<b>–</b>	(239)
<b>(Loss)/profit for the year</b>	<b>(36 008)</b>	216



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>12. OTHER NON-CURRENT ASSETS</b>				
<b>12.1 Loan to the Jasco Employee Share Incentive Trust</b>			1 706	2 890
Loan			9 048	9 048
Allowance for impairment			(7 342)	(6 158)
The loan attracts interest at a rate which is agreed upon between the parties on an annual basis and has no fixed terms of repayment.				
The directors are of the opinion that after the allowance for impairment, the loan is fairly stated. The impairment provision is calculated as the difference between the fair value of the Trust's net assets and the loan. The increase of R1 183 778 (2014: R86 237) relates to a decrease in the fair value of the Trust's net assets.				
<b>12.2 Investment in Jasco ICT – Datafusion (Pty) Limited</b>	–	1 342	–	–
Shares at cost	–	–	–	–
Loan	–	1 342	–	–
Allowance for impairment	–	–	–	–
<b>12.3 Investment in Leseding Electronic Investments (Pty) Limited</b>	–	–	–	–
Shares at cost	1	1	–	–
Loan	10 215	10 215	–	–
Allowance for impairment	(10 216)	(10 216)	–	–
The shares consist of 100 000 ordinary shares and 235 000 convertible cumulative preference shares.				
The loan is unsecured, has no fixed terms of repayment and bears interest at the prime bank overdraft rates.				
No interest was charged in the current year, due to impairments previously raised.				
<b>12.4 Finance lease receivable</b>	26 461	40 027	–	–
Total	39 737	51 923	–	–
– future minimum rentals under the finance lease receivables	46 308	64 019	–	–
– unearned finance income	(6 571)	(12 096)	–	–
Current portion transferred to current assets	(13 276)	(11 896)	–	–
The finance lease receivable relates to the leasing of points of presence (POPs) for a period of five years.				
The effective rate of interest is 12,25% and the lease is repayable in equal monthly instalments by 1 February 2018.				
<b>Total</b>	<b>26 461</b>	<b>41 369</b>	<b>1 706</b>	<b>2 890</b>



## 13. RE-PRESENTATION OF COMPARATIVES

### Investment in associate/held for sale

The group has a 51% shareholding in its associate, M-TEC, with Taihan Electric Wire Co. Limited ("Taihan") of Korea holding the remaining 49% interest. As reported previously, the investment was classified as "held for sale" on 1 February 2013 for International Financial Reporting Standards (IFRS) reporting purposes. Accordingly, Jasco stopped equity accounting for this investment in its consolidated accounts for the June 2013 and June 2014 financial years. The investment in M-TEC is no longer classified as "held for sale" due to the fact that Jasco has not been able to conclude the disposal of the asset within the timeframe required. Jasco acquired its 51% equity stake in M-TEC in May 2008 but without control, which remained in the hands of Taihan Electric Wire Company of Korea.

In terms of the IFRS, and specifically IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations, if the criteria for "held for sale" are no longer met, as is the case with M-TEC, the financial statements for the periods since classification as "held for sale" shall be amended accordingly. This therefore requires a re-presentation of the prior year audited results. Accordingly the results of M-TEC are once again equity accounted in Jasco's results.

The following table quantifies the effect of the re-presented on the previously reported statement of comprehensive income:

	2014	
	Previously reported R'000	Re-presented R'000
Equity accounted income from associate	–	110
Profit attributable to ordinary shareholders	5 306	5 416
Earnings per share (cents)	3,1	3,1
Headline earnings	862	972
Headline earnings per share (cents)	0,5	0,6

The following table quantifies the effect of the re-presented on the previously reported statement of financial position:

	2014		2013	
	Previously reported R'000	Re-presented R'000	Previously reported R'000	Re-presented R'000
Investment in associate	–	116 110	–	116 000
Non-current asset held-for-sale	116 000	–	139 611	23 611

During February 2015, the investment in M-TEC was reclassified back from investment in associate to non-current asset held for sale, as the IFRS 5 conditions for the sale to be highly probable were met. The discussions since February 2015 were concluded and on 30 June 2015 a binding heads of agreement was reached for the sale of the M-TEC investment to Malesela Holdings No. 1 (Pty) Limited for R60million. Jasco management does not expect the shareholders to vote against the sale of the transaction as the intention to sell this asset has been communicated to them for the past three years and has formed a part of their restructuring journey to ensure increased returns to shareholders.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>14. INVENTORIES</b>				
Raw materials	21 435	27 545	-	-
Work in progress	19 649	9 841	-	-
Finished goods and merchandise	58 217	59 336	-	-
- at cost	64 853	64 457	-	-
- provision for obsolete stock	(6 636)	(5 121)	-	-
	<b>99 301</b>	<b>96 722</b>	-	-
Inventory expensed, included in cost of sales	676 763	625 093	-	-
- inventory expensed during the year	675 702	624 504	-	-
- inventory written off during the year	1 061	589	-	-
Inventory with a carrying value of R67 632 062 (2014: R70 991 590) was pledged as a security for the loan from TMM under a general notarial bond. Refer to note 19.				
<b>15. TRADE AND OTHER RECEIVABLES</b>				
Trade receivables	289 813	206 425	-	-
- trade receivables	292 285	208 443	-	-
- impairment	(2 472)	(2 018)	-	-
Prepayments	50 421	23 746	151	114
Retentions	1 235	3 851	-	-
Other	28 746	38 953	-	-
	<b>370 215</b>	<b>272 975</b>	<b>151</b>	<b>114</b>
Trade receivables are non-interest bearing and generally between 30 and 90-day terms. Trade receivables have been ceded as security for the group's bank overdraft facilities.				
The movements in the allowance for impairment of the trade receivables were as follows:				
At the beginning of the year	2 018	2 964	-	-
Charge for the year	2 041	1 452	-	-
Acquisition of subsidiaries	-	115	-	-
Amounts written off	(1 045)	(2 483)	-	-
Unused amounts reversed	(542)	(30)	-	-
<b>At the end of the year</b>	<b>2 472</b>	<b>2 018</b>	-	-
As at year-end the analysis of trade receivables past due but not impaired is as follows:				
Overdue 30 to 60 days not impaired	34 216	34 996	-	-
Overdue 60 to 90 days not impaired	27 473	9 793	-	-
Overdue 90 to 120 days not impaired	3 652	7 027	-	-
Overdue 120 to longer days not impaired	12 041	29 951	-	-
	<b>77 382</b>	<b>81 767</b>	-	-
Net carrying value of impaired trade receivables	1 031	142	-	-
Neither past due nor impaired	211 399	124 516	-	-
<b>Net trade receivables</b>	<b>289 812</b>	<b>206 425</b>	-	-
Included in "neither past due nor impaired" are debtors with a carrying amount of Rnil (2014: Rnil) whose terms have been renegotiated during the year.				



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>16. CASH AND CASH EQUIVALENTS</b>				
Current accounts	541	4 893	-	-
Call accounts	156	181	-	-
Cash on hand	146	302	-	-
	<b>843</b>	<b>5 376</b>	<b>-</b>	<b>-</b>
Cash at banks earn interest at floating rates based on daily bank deposit rates.				
The fair value of the cash and cash equivalents approximates the carrying value.				
At year-end, the group had R127,8 million (2014: R126,4 million) of general banking facilities available. (refer to note 27)				
<b>17. SHARE CAPITAL</b>				
<b>17.1 Authorised</b>				
750 000 000 ordinary shares with no par value				
29 884 633 redeemable preference shares with no par value				
<b>17.2 Issued</b>				
229 319 191 (2014: 218 399 230) ordinary shares				
Beginning of year	275 335	220 235	275 335	220 235
Issue of share capital	6 006	57 600	6 006	57 600
Costs incurred in issuing of shares	(59)	(2 500)	(59)	(2 500)
<b>End of year</b>	<b>281 282</b>	<b>275 335</b>	<b>281 282</b>	<b>275 335</b>
Jasco issued 10 919 961 new shares at 55 cents per share on 28 April 2015				
Jasco issued 71 999 919 new shares through a rights issue at 80 cents per share on 21 January 2014				
<b>17.3 Treasury shares</b>				
The Jasco Employee Share Incentive Trust owns 2 964 538 (2014: 2 964 538) unallocated ordinary shares				
	3 788	3 788		
The Spescom Limited Share Trust owns 2 164 837 (2014: 2 164 837) unallocated ordinary shares				
	3 124	3 124		
<b>Treasury shares at cost</b>	<b>6 912</b>	<b>6 912</b>		



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>18. NON-DISTRIBUTABLE RESERVES</b>				
Post-acquisition profit of subsidiary	-	741	-	-
- beginning of year	741	741	-	-
- recycled to retained earnings	(741)	-	-	-
Equity settled share-based payment reserve (note 18.1)	5 484	9 762	14	2 893
- beginning of year	9 762	9 352	2 893	2 893
- recycled to retained earnings	(5 084)	-	(2 879)	-
- arising during year	806	410	-	-
Foreign currency translation reserve	-	1 190	-	-
- beginning of year	1 190	1 190	-	-
- reclassified on deregistration of subsidiary	(1 190)	-	-	-
	<b>5 484</b>	<b>11 693</b>	<b>14</b>	<b>2 893</b>

## 18.1 Equity-settled share-based payments

### Jasco Employee Share Incentive Trust

The Jasco Employee Share Incentive Trust was formed in 1993 to enable executives of the group to acquire shares in Jasco to provide them with incentives to advance the group's interests. The maximum number of shares and/or options that may be issued may not exceed 32 759 897 shares, being 15% of the issued share capital at the inception of the Trust and all subsequent capitalisation and rights issues. The maximum number of shares and/or options allowed for any one person is 8 735 969 (2014: 2 183 993). In terms of the scheme rules, 50% of the shares/options issued may be traded after two years, 75% after three years and 100% after four years. The shares/options vest at the beginning of the trading period. The options lapse after five years.

	2015	2014
<b>Number of ordinary shares reserved</b>	<b>32 759 885</b>	32 759 885
Total number of shares allocated	10 808 918	1 662 800
- beginning of year	1 662 800	192 800
- allocation of shares to employees during the year	9 146 118	1 470 000
Total number of unforfeited options granted	5 406 527	3 203 993
- beginning of year	3 203 993	2 568 993
- allocation of options to employees during the year	2 322 534	1 040 000
- net forfeiture/lapsing of options during the year	(120 000)	(405 000)
<b>Number of shares in respect of which options and shares have not been granted</b>	<b>16 544 440</b>	27 893 092



### Summary of shares/options issued

Date issued	Date lapsing	Number	Price per share (c)	Number allocated not yet traded		Number of unvested shares/options	
				2015	2014	2015	2014
<b>Shares</b>							
2 June 2015	N/A	9 146 118	55	<b>9 146 118</b>	–	<b>9 146 118</b>	–
5 February 2014	N/A	1 470 000	72	<b>1 470 000</b>	1 470 000	<b>1 470 000</b>	1 470 000
6 May 2004	N/A	417 000	70	<b>54 000</b>	54 000	–	–
1 March 2002	N/A	736 300	60	<b>25 500</b>	25 500	–	–
1 June 2001	N/A	2 742 800	27	<b>113 300</b>	113 300	–	–
		<b>14 512 218</b>		<b>10 808 918</b>	1 662 800	<b>10 616 118</b>	1 470 000
<b>Options</b>							
2 June 2015	2 June 2020	2 322 534	55	<b>2 322 534</b>	–	<b>2 322 534</b>	–
5 February 2014	5 February 2019	1 040 000	72	<b>1 040 000</b>	1 040 000	<b>1 040 000</b>	1 040 000
5 May 2011	5 May 2016	1 463 993	103	<b>1 463 993</b>	1 463 993	–	365 998
21 April 2011	21 April 2016	580 000	101	<b>580 000</b>	580 000	–	145 000
1 September 2009	1 September 2014	120 000	200	–	120 000	–	–
1 March 2009	1 March 2014	250 000	155	–	–	–	–
13 November 2008	13 November 2013	480 000	210	–	–	–	–
		<b>6 256 527</b>		<b>5 406 527</b>	3 203 993	<b>3 362 534</b>	1 550 998
				<b>Shares</b>		<b>Options</b>	
				<b>2015</b>	2014	<b>2015</b>	2014
<b>Reconciliation of number of outstanding, unvested shares and options</b>							
Beginning of year				<b>1 470 000</b>	–	<b>1 550 998</b>	1 051 997
Allocated during the year				<b>9 146 118</b>	1 470 000	<b>2 322 534</b>	1 040 000
Options vested by rules of scheme				–	–	<b>(510 998)</b>	(540 999)
<b>End of year</b>				<b>10 616 118</b>	1 470 000	<b>3 362 534</b>	1 550 998



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 18. NON-DISTRIBUTABLE RESERVES (CONTINUED)

### 18.1 Equity-settled share-based payments (continued)

#### Summary of shares/options issued

#### Spescom Employee Share Incentive Trust

Summary of options issued (Jasco equivalent)

Date issued	Date lapsing	Number	Price per share (c)	Number allocated not yet traded		Number of unvested shares/options	
				2015	2014	2015	2014
21 February 2007	21 February 2017	462 046	82	44 838	49 292	-	-
15 December 2006	15 December 2016	1 328 300	68	583 153	692 263	-	-
		1 790 346		627 991	741 555	-	-

#### Expense

Equity-settled share-based payment transactions are valued at grant date, with the expense being recognised over the vesting period.

Fair values for the Jasco Employee Share Incentive Trust are calculated at the date of the grant using the Binomial Model. To test the reasonableness of these results, the Black-Scholes-Merton formula has also been applied.

The key assumptions used in the calculations are detailed below:

	2015	2014
Maximum term of grant	5 years	5 years
Exercise multiple	1,5	1,5
Volatility		
- two years vesting	72,12%	60,86%
- three years vesting	65,92%	57,18%
- four years vesting	66,52%	57,35%
Dividend yield	0,00%	1,68%
Risk-free rate		
- two years vesting	7,49%	7,66%
- three years vesting	7,73%	7,90%
- four years vesting	7,91%	8,11%
Forfeiture rate	10%	10%
Performance expectation	100%	100%

The statement of comprehensive income charge for equity-settled share-based payments is as follows (refer to note 5):

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
Equity-settled share-based payment	806	410	-	-



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>19. INTEREST-BEARING LIABILITIES</b>				
<b>Secured</b>	<b>109 182</b>	115 801	<b>95 215</b>	-
Corporate bond	<b>95 215</b>	-	<b>95 215</b>	-
Term loan: TMM Holdings (Pty) Limited	<b>10 000</b>	20 000	-	-
Principal amounts owing in respect of finance lease agreements on furniture and office equipment	<b>477</b>	687	-	-
- gross minimum lease payments	<b>588</b>	871	-	-
- finance charges	<b>(111)</b>	(184)	-	-
Principal amounts owing in respect of instalment sale agreements	<b>3 490</b>	5 114	-	-
- gross minimum lease payments	<b>3 861</b>	5 652	-	-
- finance charges	<b>(371)</b>	(538)	-	-
Preference shares	-	90 000	-	-
<b>Unsecured</b>	<b>45 850</b>	60 273	-	-
Vendor financing	<b>40 728</b>	54 446	-	-
Term loan: Nedbank Limited	<b>2 953</b>	3 642	-	-
Loans from non-controlling shareholder	<b>2 169</b>	2 185	-	-
<b>Total</b>	<b>155 032</b>	176 074	<b>95 215</b>	-
Current portion transferred to short-term borrowings (refer to note 23)	<b>(28 131)</b>	(107 187)	-	-
- finance lease agreements	<b>(228)</b>	(169)	-	-
- instalment sale agreements	<b>(2 337)</b>	(2 633)	-	-
- preference shares	-	(90 000)	-	-
- vendor loan	<b>(14 802)</b>	(13 694)	-	-
- term loan	<b>(10 764)</b>	(691)	-	-
	<b>126 901</b>	68 887	<b>95 215</b>	-

#### Particulars

The listed corporate bond of R100 million was issued on 30 January 2015, bears interest at the three-month JIBAR plus 3,25%. Interest is repaid quarterly and the capital is repayable by 30 January 2018.

The loan from TMM Holdings (Pty) Limited is secured over a general notarial bond over stock of Jasco Trading (Pty) Limited, bears interest at 8,5% and is repayable by 1 October 2015. The group has the option of settling the loan through the issue of ordinary shares at 80 cents per share, subject to certain conditions. Should this occur, the interest charge will decrease to 4%. The group repaid R10 million of the loan on 27 January 2015.

The finance lease agreements bear interest at the prime overdraft interest rate, and are repayable in equal instalments over periods between one to three years. These liabilities are secured over furniture and equipment with a net book value of R344 757 (2014: R524 912).

The instalment sale agreements bear interest at the prime overdraft rate, and are repayable in equal instalments over periods between one to three years. These liabilities are secured over motor vehicles and equipment with a net book value of R5 892 725 (2014: R5 706 901) and will be repaid within 36 months.

The preference shares consisted of 40 000 fully paid up cumulative redeemable preference shares that were issued to AfroCentric as part of the purchase consideration for M-TEC. The loan was secured by the investment in M-TEC, beared interest at 80% of the prime overdraft interest rate. During the previous financial year, the group repurchased 4 000 of the preference shares for R10 million. The group repurchased the remaining 36 000 preference shares for R90 million on 30 January 2015.

The Cisco Systems Capital term loan entered into in January 2013 by New Telco South Africa (Pty) Limited constituted a R70,6 million loan. It is unsecured, repayable by 11 January 2018 in 59 monthly payments and bears interest at 7,8%. Jasco Electronics Holdings Limited and New Telco GmbH have provided guarantees for the loan.

The loans from the non-controlling shareholder, New Telco GmbH, is unsecured, attracts interest at 5%, and repayment has been deferred until at least 30 June 2017 (2014: 30 June 2016).



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

Service level agreements are provided as a separate service in addition to the sale of the products.

Revenue arising from maintenance contracts is recognised on the accrual basis over the period for which services are rendered.

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>20. DEFERRED MAINTENANCE REVENUE</b>				
Within the next 12 months	41 093	43 308	-	-
Thereafter	3 355	1 568	-	-
	<b>44 448</b>	<b>44 876</b>	<b>-</b>	<b>-</b>
<b>21. TRADE AND OTHER PAYABLES</b>				
Trade payables	220 403	139 561	198	45
Deferred lease payments	7 676	5 353	-	-
Other payables	44 558	49 594	2 693	1 276
	<b>272 637</b>	<b>194 508</b>	<b>2 891</b>	<b>1 321</b>
Trade payables are non-interest bearing and are normally settled on 30 to 90-day terms.				
<b>22. PROVISIONS</b>				
<b>Audit fees</b>				
Beginning of year	3 928	5 018	506	594
Arising during year	4 265	4 546	673	635
Utilised during year	(4 503)	(5 513)	(506)	(723)
Unused amount reversed	(193)	(123)	-	-
<b>End of year</b>	<b>3 497</b>	<b>3 928</b>	<b>673</b>	<b>506</b>
<b>Bonus</b>				
Beginning of year	4 454	31 236	-	-
Disposal of subsidiary/business operations	-	(1 069)	-	-
Arising during year	11 649	4 235	-	-
Utilised during year	(7 900)	(26 175)	-	-
Unused amount reversed	(391)	(3 850)	-	-
Discount rate adjustment	-	77	-	-
<b>End of year</b>	<b>7 812</b>	<b>4 454</b>	<b>-</b>	<b>-</b>
<b>Leave pay</b>				
Beginning of year	12 142	11 573	-	-
Disposal of subsidiary	-	(525)	-	-
Acquisition of subsidiary/business operations	-	939	-	-
Arising during year	6 441	6 104	-	-
Utilised during year	(6 517)	(5 619)	-	-
Unused amount reversed	(90)	(330)	-	-
<b>End of year</b>	<b>11 976</b>	<b>12 142</b>	<b>-</b>	<b>-</b>



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>Warranties</b>				
Beginning of year	150	154	-	-
Arising during year	-	-	-	-
Utilised during year	-	(4)	-	-
<b>End of year</b>	<b>150</b>	<b>150</b>	<b>-</b>	<b>-</b>
<b>Other</b>				
Beginning of year	951	706	-	-
Arising during year	-	756	-	-
Utilised during year	(909)	(315)	-	-
Unused amount reversed	(41)	(196)	-	-
<b>End of year</b>	<b>1</b>	<b>951</b>	<b>-</b>	<b>-</b>
<b>Total provisions</b>				
Beginning of year	21 625	48 687	506	594
Disposal of subsidiary/business operations	-	(1 594)	-	-
Acquisition of subsidiary/business operations	-	939	-	-
Arising during year	22 355	15 641	673	635
Utilised during year	(19 829)	(37 626)	(506)	(723)
Unused amount reversed	(715)	(4 499)	-	-
Discount rate adjustment	-	77	-	-
<b>End of year</b>	<b>23 436</b>	<b>21 625</b>	<b>673</b>	<b>506</b>

Certain key employees in the group are granted share appreciation rights which can only be settled for cash. These rights will vest when certain growth targets within individual business units have been achieved. The contractual life of these rights is five years. The fair value of these rights is measured on the grant dates of 1 July 2012, taking into account the terms and conditions on granting of the rights. The services received, and the liability to pay for those services, are recognised over the expected vesting period. Until the liability is settled, it is re-measured to fair value at each reporting date with the changes recognised in profit and loss.

The carrying amount of the liability relating to these rights at the year-end is Rnil (2014: R1 392 149) and is recorded in the bonus provision. Rnil (2014: R1 392 149) of the rights have vested at the year-end.

The warranty provision is for product warranties given to customers on the sale of certain products. Other provisions include provisions for contractual future service obligations.

The utilisation of these provisions are expected to occur within a year.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	Re-presented 2014 R'000	2015 R'000	2014 R'000
<b>23. SHORT-TERM BORROWINGS</b>				
Short-term borrowings comprise:				
– current portion of non-current interest-bearing liabilities (refer to note 19)	28 131	107 187	–	–
– insurance payment plan	615	643	–	–
– short-term loan: former shareholders	489	263	–	–
– bank overdrafts	31 983	13 486	71 178	61 223
	<b>61 218</b>	<b>121 579</b>	<b>71 178</b>	<b>61 223</b>
The bank overdrafts are secured by a cession over trade receivables of the group.				
<b>24. NOTES TO THE STATEMENT OF CASH FLOWS</b>				
<b>24.1 Reconciliation of (loss)/profit before taxation to cash generated from/(utilised in) operations</b>				
(Loss)/Profit before taxation	(89 191)	3 160	(71 149)	(156 637)
Adjustments for:				
– amortisation of intangibles	10 275	10 168	–	–
– depreciation of plant and equipment	11 766	11 450	–	–
– equity-settled share-based payment	806	410	–	–
– gain on adjustment of purchase price	(3 200)	–	–	–
– impairment of Jasco Cables Investment and loan	–	–	62 545	156 090
– impairment of loan to the Jasco Share Incentive Trust	–	–	1 184	86
– impairment of investment in associate	57 421	–	–	–
– impairment of loan receivable	3 801	–	–	–
– impairment of intangibles	29 560	–	–	–
– unrealised foreign exchange gains	(1 681)	(760)	–	–
– unrealised foreign exchange losses	1 361	721	–	–
– net loss/(profit) on sale of plant and equipment	2 205	(155)	–	–
– dividend received	–	–	–	(760)
– profit on disposal of business operation/subsidiary	(777)	(4 289)	–	–
– (loss)/income from associates	689	(110)	–	–
– net interest paid	16 046	14 544	5 366	908
<b>Cash flows from operations before working capital changes</b>	<b>39 081</b>	<b>35 139</b>	<b>(2 054)</b>	<b>(313)</b>
Working capital changes	(22 460)	(9 676)	(201)	(103 833)
– (increase)/decrease in inventories	(2 580)	16 162	–	–
– (increase)/decrease in trade and other receivables	(101 758)	50 876	(37)	89
– increase in amounts owing by subsidiaries	–	–	(2 025)	(89 835)
– increase/(decrease) in trade and other payables, provisions and current portion of long-term liabilities	81 878	(76 714)	1 737	(1 432)
– decrease in amounts owing to subsidiaries	–	–	124	(12 655)
<b>Cash generated from/(utilised in) operations</b>	<b>16 621</b>	<b>25 463</b>	<b>(2 255)</b>	<b>(104 146)</b>



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>24.2 Taxation paid</b>				
Net taxation refundable/(payable) at beginning of year	51	(2 248)	-	-
Net acquisition/disposal of subsidiaries/business operations	8	(721)	-	-
Amounts charged per statement of comprehensive income, excluding deferred taxation	(2 740)	(1 359)	-	-
Net taxation refundable at end of year	(1 544)	(51)	-	-
<b>Cash amounts paid</b>	<b>(4 225)</b>	<b>(4 379)</b>	<b>-</b>	<b>-</b>
<b>24.3 Acquisition of business operations</b>				
Plant and equipment	-	1 439	-	-
Intangibles	-	1 071	-	-
Inventories	-	424	-	-
Accounts receivable	-	682	-	-
Accounts payable	-	(399)	-	-
Total purchase price	-	3 217	-	-
Less: Future payments	-	(717)	-	-
<b>Cash flow on acquisition</b>	<b>-</b>	<b>2 500</b>	<b>-</b>	<b>-</b>
<b>24.4 Disposal/deregistration of subsidiaries, net of cash disposed of:</b>				
Gain on disposal	777	-	-	-
Equity	(1 190)	12 525	-	-
Cash and cash equivalents	418	-	-	-
Non-current asset held for sale	-	(23 611)	-	-
Non-current liability held for sale	-	8 435	-	-
Total disposal consideration	5	(2 651)	-	-
Exclude: Net cash and cash equivalents disposed of	(418)	2 502	-	-
Add: Intangible acquired as part of disposal consideration	-	2 651	-	-
<b>Cash flow on disposal</b>	<b>(413)</b>	<b>2 502</b>	<b>-</b>	<b>-</b>



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>24. NOTES TO THE STATEMENT OF CASH FLOWS (CONTINUED)</b>				
<b>24.5 Acquisition of subsidiaries, net of cash acquired</b>				
Plant and equipment	-	375	-	-
Intangibles	-	16 223	-	-
Non-current receivables	-	336	-	-
Inventories	-	815	-	-
Accounts receivable	-	10 875	-	-
Accounts payable	-	(7 434)	-	-
Current taxation	-	(721)	-	-
Deferred taxation	-	(1 610)	-	-
Long-term borrowings	-	(6 975)	-	-
Net cash and cash equivalents	-	3 465	-	-
Total purchase price	-	15 349	-	-
Exclude: Net cash and cash equivalents acquired	-	(3 465)	-	-
Less: Deferred payments	-	(9 850)	-	-
<b>Cash flow on acquisition</b>	-	2 034	-	-
<b>24.6 Proceeds on disposal of business operations</b>				
Gain on disposal	-	4 289	-	-
Plant and equipment	-	868	-	-
Inventories	-	2 877	-	-
Accounts receivable	-	6 834	-	-
Accounts payable	-	(1 878)	-	-
Total disposal consideration	-	12 990	-	-
Less: Deferred proceeds	-	(870)	-	-
<b>Cash flow on disposal</b>	-	12 120	-	-
<b>24.7 Replacement of plant and equipment</b>				
Plant and machinery	(124)	(216)	-	-
Furniture and office equipment	(399)	(2 145)	-	-
Computer and manufacturing equipment	-	(345)	-	-
Leasehold improvements	(37)	(692)	-	-
Leased furniture and office equipment	-	(159)	-	-
<b>Total replacement</b>	(560)	(3 557)	-	-
<b>24.8 Additions to plant and equipment</b>				
Plant and machinery	(1 294)	(4 500)	-	-
Hi sites	(258)	(105)	-	-
Furniture and office equipment	(9 638)	(4 212)	-	-
Motor vehicles	(391)	(70)	-	-
Leasehold improvements	-	(51)	-	-
Computer and manufacturing equipment	(3 475)	(1 566)	-	-
<b>Total additions</b>	(15 056)	(10 504)	-	-



	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>25. OPERATING LEASES</b>				
<b>25.1 Operating lease commitments</b>				
Future minimum rentals for premises and office equipment under non-cancellable leases payable within:				
– one year	19 864	20 275	–	–
– after one year, within five years	53 370	55 961	–	–
– after five years	60 689	71 116	–	–
<b>Total</b>	<b>133 923</b>	<b>147 352</b>	<b>–</b>	<b>–</b>
<b>25.2 Operating lease income</b>				
Future minimum rentals under non-cancellable leases receivable within:				
– one year	24 571	23 950	–	–
– after one year, within five years	16 074	20 039	–	–
– after five years	1 718	3 882	–	–
<b>Total</b>	<b>42 363</b>	<b>47 871</b>	<b>–</b>	<b>–</b>
The operating lease income is derived from rental agreements with customers utilising the group's network of Hi sites.				
<b>26. CONTINGENT LIABILITIES</b>				
Jasco issues guarantees and suretyships for strategic and business purposes to facilitate other business transactions.				
– Guarantee for loan to New Telco South Africa (Pty) Limited from Cisco Capital			40 728	54 446
– Guarantee received from New Telco GmbH for New Telco South Africa (Pty) Limited loan from Cisco Capital			(13 576)	(18 149)
– Guarantee for separate facility for Ferro Resonant Technologies (Pty) Limited to Nedbank			7 500	7 500
– Guarantee for loan to Telesto Communications (Pty) Limited to Nedbank			2 953	3 642
– Guarantees provided to group companies			96 157	61 882
			<b>133 762</b>	<b>109 321</b>



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	GROUP		COMPANY	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>27. BANKING FACILITIES</b>				
Bank overdrafts of the group, excluding FerroTech, MV Fire and Telesto are cross-guaranteed by the group companies. The net overdrafts of subsidiaries as at 30 June 2015 amounted to Rnil (2014: Rnil). The details of the facilities are as follows:				
Sharing cross guarantees	<b>70 443</b>	70 050	<b>71 443</b>	70 050
– Standard Bank	<b>46 543</b>	46 150	<b>47 543</b>	46 150
– First National Bank	<b>23 900</b>	23 900	<b>23 900</b>	23 900
Separate facility of Ferro Resonant Technologies (Pty) Limited				
– Nedbank	<b>1 500</b>	1 500	–	–
Separate facility of MV Fire Protection Services (Pty) Limited				
– Absa	<b>1 000</b>	1 000	–	–
Separate group facility for Telesto Communications (Pty) Limited				
– Nedbank	<b>860</b>	860	–	–
Total overdraft facility	<b>73 803</b>	73 410	<b>71 443</b>	70 050
Other general banking facilities	<b>52 993</b>	52 993	<b>46 993</b>	46 993
– Standard Bank	<b>23 393</b>	23 393	<b>23 393</b>	23 393
– First National Bank	<b>23 600</b>	23 600	<b>23 600</b>	23 600
– Nedbank	<b>6 000</b>	6 000	–	–
<b>Total general banking facilities</b>	<b>126 796</b>	126 403	<b>118 436</b>	117 043



	Fees for services as a director R	Basic salary R	Bonuses and performance-related payments R	Short-term benefits			Share-based payments R	Total R
				Sums paid by way of expense allowance R	Contributions under any other benefit scheme R	Total short-term benefits R		
<b>2015</b>								
<b>Non-executive</b>								
(paid by Jasco Electronics Holdings Limited)								
ATM Mokgokong	398 844	-	-	-	-	398 844	-	398 844
MJ Madungandaba	387 252	-	-	-	-	387 252	-	387 252
JC Farrant	306 240	-	-	-	-	306 240	-	306 240
JA Sherry	198 084	-	-	-	-	198 084	-	198 084
H Moolla	300 564	-	-	-	-	300 564	-	300 564
MS Bawa	232 038	-	-	-	-	232 038	-	232 038
M Malebye	85 162	-	-	-	-	85 162	-	85 162
	1 908 184	-	-	-	-	1 908 184	-	1 908 184
<b>Executive</b>								
(paid by Jasco Trading (Pty) Limited)								
AMF Da Silva	- 2 675 708	3 333	18 098	190 778	2 887 917	663 927	369 061	3 920 905
WA Prinsloo	- 1 889 575	530 000	14 911	122 560	2 557 046	277 786	286 722	3 121 554
	- 4 565 283	533 333	33 009	313 338	5 444 963	941 713	655 783	7 042 459
Total directors	1 908 184	4 565 283	533 333	33 009	313 338	7 353 147	941 713	655 783 8 950 643
<b>Prescribed officers</b>								
(paid by Jasco Trading (Pty) Limited)								
M Janse van Vuuren	- 1 918 536	-	26 799	21 117	1 966 452	296 303	89 411	2 352 166
T Petje	- 1 379 927	-	18 225	15 730	1 413 882	239 235	-	1 653 117
Total prescribed officers	- 3 298 463	-	45 024	36 847	3 380 334	535 538	89 411	4 005 283
Total directors and prescribed officers	1 908 184	7 863 746	533 333	78 033	350 185 481	10 733 1 477 251	745 194	12 955 926

\* Until 1 October 2014

D Dempers (resigned on 31 August 2015) did not receive directors' emoluments from Jasco.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

	Fees for services as a director R	Basic salary R	Bonuses and performance-related payments R	Sums paid by way of expense allowance R	Contributions under any other benefit scheme R	Total short-term benefits R	Contributions to defined contribution funds R	Share-based payments R	Total R
<b>28. DIRECTORS' AND PRESCRIBED OFFICERS' EMOLUMENTS (CONTINUED)</b>									
<b>2014</b>									
<b>Non-executive</b>									
(paid by Jasco Electronics Holdings Limited)									
ATM Mokgokong	387 552	-	-	-	-	387 552	-	-	387 552
MJ Madungandaba	376 290	-	-	-	-	376 290	-	-	376 290
JC Farrant	297 570	-	-	-	-	297 570	-	-	297 570
JA Sherry	158 881	-	-	-	-	158 881	-	-	158 881
H Moolla	292 057	-	-	-	-	292 057	-	-	292 057
M Malebye	292 057	-	-	-	-	292 057	-	-	292 057
	1 804 407	-	-	-	-	1 804 407	-	-	1 804 407
<b>Executive</b>									
(paid by Jasco Trading (Pty) Limited)									
AMF Da Silva	-	2 518 469	-	37 906	29 084	2 585 459	629 617	228 848	3 443 924
WA Prinsloo	-	1 866 132	178 695	73 479	19 797	2 138 103	262 787	138 618	2 539 508
	-	4 384 601	178 695	111 385	48 881	4 723 562	892 404	367 466	5 983 432
Total directors	1 804 407	4 384 601	178 695	111 385	48 881	6 527 969	892 404	367 466	7 787 839
<b>Prescribed officers</b>									
(paid by Jasco Trading (Pty) Limited)									
M Janse van Vuuren	-	1 683 924	3 333	34 428	22 368	1 744 053	262 809	26 068	2 032 930
T Petje	-	1 292 359	-	32 898	16 183	1 341 440	227 348	-	1 568 788
Total prescribed officers	-	2 976 283	3 333	67 326	38 551	3 085 493	490 157	26 068	3 601 718
Total directors and prescribed officers	1 804 407	7 360 884	182 028	178 711	87 432	9 613 462	1 382 561	393 534	11 389 557

*D Dempers did not receive directors' emoluments from Jasco.*



## 29. BORROWINGS

The group's borrowings are not limited by its memorandum of incorporation and are at the directors' discretion.

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## 30. RETIREMENT BENEFITS

All employees of the group, other than those required by legislation to be members of an industrial fund, are members of a comprehensive pension and/or provident fund, which provides comparable retirement, death and disability benefits. The funds are registered with, and are governed by, the Pension Funds Act, 1956. Because they are defined contribution funds, whereby the benefits are determined solely by the contributions thereto, together with resultant investment earnings on those contributions, the funds are independent of the finances of the group and there is no responsibility for any future unfunded obligations arising therefrom. Refer to note 5 for the company contributions made.

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## 31. RELATED PARTIES

The subsidiaries of the group are identified on page 24.

All purchasing and selling transactions with related parties are concluded at arm's length. Outstanding balances at year-end are unsecured, bear interest at 5,5% (2014: 5,25%) and settlement occurs in cash.

Interest on inter-group balances are disclosed in note 5.

Details of inter-group revenue are disclosed in the segmental report on page 59.

Amounts owing between subsidiaries are set out on page 34.

Amounts owing to non-controlling shareholders are set out in note 19.

Directors' emoluments are disclosed in note 28 on pages 51 to 52.

Administration, managerial and secretarial fees between related parties are disclosed in note 5 on page 26.

No other transactions were entered into between the holding company and its subsidiaries.

Key management personnel comprises directors, prescribed officers and executive management. Refer to notes 5 and 28 for the required disclosures.

As announced on SENS on 2 July 2015, Jasco has reached an agreement with a related party regarding the disposal of M-TEC for R60 million. This is subject to various suspensive conditions. Refer to note 11 for more information on M-TEC.

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## 32. FINANCIAL INSTRUMENTS

The group's principal financial instruments, other than foreign currency contracts, comprise loans, redeemable preference shares, short-term borrowings, bank balances and cash. The main purpose of these financial instruments is to raise finance for the group's operations and capital projects. The group has various other financial instruments, such as trade receivables and trade payables, which arise directly from its operations.

The group also enters into foreign currency contracts and foreign currency option contracts. The purpose is to manage the currency risk arising from the group's operations and its sources of finance.

The main risks arising from the group's financial instruments are interest rate risk, liquidity risk, foreign currency risk and credit risk. The board reviews and agrees policies for managing each of these risks, which are summarised below.

No changes were made to the objectives, policies or processes during the years ended 30 June 2015 and 2014.

### 32.1 Capital management

The primary objective of the group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder value.

The group manages its capital structure and makes adjustments to it, in light of changing economic conditions.

To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The group's capital consists of its equity and the non-current loans between the group companies for capital management purposes.

Management believes the group has met its capital management objectives for the year under review.



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 32 FINANCIAL INSTRUMENTS (CONTINUED)

### 32.2 Fair values

The fair values of the recognised financial instruments are not materially different from the carrying amounts reflected in the statement of financial position.

The fair value of financial instruments, excluding foreign currency contracts and option contracts, has been calculated by discounting the expected future cash flows at prevailing interest rates. The fair value of foreign currency contracts and option contracts has been determined using valuation techniques with market observable inputs.

The group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

**Level 1:** quoted (unadjusted) prices in active markets for identical assets or liabilities

**Level 2:** other techniques for which all inputs that have a significant effect on the recorded fair value are observable, either directly or indirectly

**Level 3:** techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

At 30 June 2015 and 2014, the group's only financial instruments carried at fair value were foreign currency contracts. These were classified as level 2.

### 32.3 Foreign currency risk

The group incurs currency risk as a result of transactions which are denominated in a currency other than the group entities' functional currency. The currencies, giving rise to currency risk, in which the group primarily deals, are pound sterling, US dollar, Euro and Australian dollar.

The group entities hedge trade payables and trade receivables, denominated in foreign currencies, by entering into foreign currency contracts or foreign currency option contracts. It is the group's policy not to enter into foreign currency contracts or option contracts until a firm commitment is in place. The forward currency contract or option contract must be in the same currency as the hedged item.

It is the group's policy to negotiate the terms of the hedge derivatives to match the terms of the hedged items to maximise hedge effectiveness. The group does not apply hedge accounting as per IAS 39.

Foreign currency contracts and option contracts open at year-end, related to the following specific statement of financial position items:

	Foreign amount		Rand amount	
	2015 R'000	2014 R'000	2015 R'000	2014 R'000
<b>GROUP</b>				
<b>Trade and other receivables</b>			<b>23 035</b>	8 802
Foreign currency:				
– Pound sterling	5	32	92	591
– US dollar	1 397	648	16 968	6 443
– Euro	441	121	5 975	1 768
<b>Trade and other payables</b>			<b>135 217</b>	57 094
Foreign currency:				
– Pound sterling	31	24	591	437
– US dollar	8 414	4 342	102 001	43 199
– Euro	2 407	910	32 601	13 288
– Australian dollar	3	17	24	170

The following table demonstrates the sensitivity of the group's profit before tax to a reasonable possible change in exchange rates based on management's most recent expectations, with all other variables held constant:



### 32.3 Foreign currency risk (continued)

	Increase/ (decrease) in basis points	GROUP		COMPANY	
		2015 R'000	2014 R'000	2015 R'000	2014 R'000
- Pound sterling	+10c	(4)	(2)	-	-
	-10c	4	2	-	-
- US dollar	+10c	(1 212)	(641)	-	-
	-10c	1 212	641	-	-
- Euro	+10c	(267)	(178)	-	-
	-10c	267	178	-	-
- Australian dollar	+10c	-	(2)	-	-
	-10c	-	2	-	-

#### Foreign companies

The group has investments in foreign companies which are classified as foreign entities. The rates used in translating the statements of financial position and comprehensive income are as follows:

	2015		2014	
	Average rate	Closing rate	Average rate	Closing rate
- Pound sterling	-	-	12,242	12,934
- Kenyan shilling	0,1289	0,1289	-	-

### 32.4 Interest rate risk

The group's exposure to market risk for changes in interest rates relates to the group's long-term and short-term debt. The group generally adopts a policy of ensuring that its exposure to changes in interest rates is on a variable rate basis. The following table sets out the carrying amount, by maturity, of the group's financial instruments that are exposed to interest rate risk:

	Total R'000	Within 1 year R'000	1 to 2 years R'000	2 to 3 years R'000	After 3 years R'000
<b>GROUP</b>					
<b>2015</b>					
<b>Fixed rate</b>					
Finance lease receivable	39 737	13 276	14 997	11 464	-
Interest-bearing liabilities	(40 728)	(14 802)	(16 001)	(9 925)	-
TMM loan	(10 000)	(10 000)	-	-	-
<b>Variable rate</b>					
Corporate bond	(100 000)	-	-	(100 000)	-
Interest-bearing liabilities	(10 193)	(4 433)	(4 092)	(1 668)	-
Net cash and cash equivalents	(31 140)	(31 140)	-	-	-



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 32. FINANCIAL INSTRUMENTS (CONTINUED)

### 32.4 Interest rate risk (continued)

	Total R'000	Within 1 year R'000	1 to 2 years R'000	2 to 3 years R'000	After 3 years R'000
<b>2014</b>					
<b>Fixed rate</b>					
Finance lease receivable	51 923	11 896	13 276	14 997	11 754
Interest-bearing liabilities	(54 446)	(13 694)	(14 715)	(15 951)	(10 086)
TMM loan	(20 000)	-	(20 000)	-	-
<b>Variable rate</b>					
Interest-bearing liabilities	(102 558)	(94 399)	(4 068)	(4 092)	-
Net cash and cash equivalents	(8 110)	(8 110)	-	-	-

### COMPANY

#### 2015

##### Variable rate

Amounts owing by subsidiaries	133 739	133 739	-	-	-
Loan to Jasco Employee Share Incentive Trust	1 706	-	1 706	-	-
Corporate bond	(100 000)	-	-	(100 000)	-
Amounts owing to subsidiaries	(313)	(313)	-	-	-
Net cash and cash equivalents	(71 178)	(71 178)	-	-	-

#### 2014

##### Variable rate

Amounts owing by subsidiaries	97 430	97 430	-	-	-
Loan to Jasco Employee Share Incentive Trust	2 890	-	2 890	-	-
Amounts owing to subsidiaries	(350)	(350)	-	-	-
Net cash and cash equivalents	(61 223)	(61 223)	-	-	-

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the group's profit before tax through the impact on variable rate borrowings and no other impact on equity:

	Increase/ (decrease) in basis points	GROUP		COMPANY	
		2015 R'000	2014 R'000	2015 R'000	2014 R'000
Profit before tax	+0,5%	(707)	(553)	(180)	194
	-0,5%	707	553	180	(194)

### 32.5 Credit risk management

The group's main exposure to credit risk arises from the group's normal credit sales to customers and certain investing activities.

The group has a credit risk policy in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Ownership of goods only passes on receipt of payment.

In addition, receivable balances are monitored on an ongoing basis with the result that the group's exposure to bad debts is not significant.



The maximum exposure to credit risk is represented by the carrying value of each financial asset in the statement of financial position as well as guarantees provided. At year-end, management considered that it had sufficient provisions to cover any significant risk exposure in relation to trade receivables. There is no significant concentration of credit risk, due to the spread of the trade receivables.

Apart from certain trade receivables (note 15), no financial assets are past due, but not impaired.

### 32.6 Liquidity management

The group is exposed to liquidity risk as a result of incurring liabilities, giving rise to the risk of becoming unable to settle obligations as they become due. The group manages this risk through the management of working capital and cash flows.

The cash flows from trade receivables and trade payables are reasonably well matched in that payments are made to suppliers on the same terms and conditions given to customers. It is anticipated that the year-end position will be settled within a 45 to 60-day timeframe.

The table below summarises the maturity profile of the group's financial instruments at year-end based on carrying amounts:

	Net payment R'000	Future interest R'000	Total payment R'000	On demand R'000	Less than 3 months R'000	3 to 12 months R'000	Thereafter R'000
<b>GROUP</b>							
<b>2015</b>							
Non-current assets	39 737	(6 571)	46 308	–	4 341	13 024	28 943
Trade and other receivables	319 794	–	319 794	78 413	241 381	–	–
Net cash and cash equivalents	(31 140)	–	(31 140)	(31 296)	156	–	–
Interest-bearing loans and borrowings	(60 921)	4 378	(65 299)	–	(5 473)	(26 420)	(33 406)
Corporate bond	(96 778)	29 018	(125 796)	–	(2 357)	(7 019)	(116 420)
Trade and other payables	(263 398)	–	(263 398)	–	(263 398)	–	–
Derivative financial instruments	(234)	–	(234)	–	(234)	–	–
	<b>(92 940)</b>	<b>26 825</b>	<b>(119 765)</b>	<b>47 117</b>	<b>(25 584)</b>	<b>(20 415)</b>	<b>(120 883)</b>
<b>2014</b>							
Non-current assets	53 265	(12 217)	65 482	–	4 341	13 024	48 117
Trade and other receivables	249 229	–	249 229	81 909	167 320	–	–
Net cash and cash equivalents	(8 110)	–	(8 110)	(8 291)	181	–	–
Interest-bearing loans and borrowings	(86 980)	11 197	(98 177)	(263)	(5 509)	(19 268)	(73 137)
Redeemable preference shares	(90 000)	3 266	(93 266)	–	(1 633)	(91 633)	–
Trade and other payables	(189 155)	–	(189 155)	–	(189 155)	–	–
Derivative financial instruments	(75)	–	(75)	–	(75)	–	–
	<b>(71 826)</b>	<b>2 246</b>	<b>(74 072)</b>	<b>73 355</b>	<b>(24 530)</b>	<b>(97 877)</b>	<b>(25 020)</b>



# NOTES TO THE ANNUAL FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2015

## 32. FINANCIAL INSTRUMENTS (CONTINUED)

### 32.6 Liquidity management (continued)

	Net payment R'000	Future interest R'000	Total payment R'000	On demand R'000	Less than 3 months R'000	3 to 12 months R'000	Thereafter R'000
<b>COMPANY</b>							
<b>2015</b>							
Trade and other receivables	151	-	151	-	151	-	-
Amounts owing by subsidiaries	133 739	-	133 739	-	133 739	-	-
Loans receivable	1 708	(109)	1 817	-	-	-	1 817
Corporate bond	(96 778)	29 018	(125 796)	-	(2 357)	(7 019)	(116 420)
Bank overdraft	(71 178)	-	(71 178)	(71 178)	-	-	-
Trade and other payables	(1 328)	-	(1 328)	-	(1 328)	-	-
Amounts owing to subsidiaries	(313)	-	(313)	-	(313)	-	-
Net guarantees given	(133 762)	4 378	(138 140)	-	(3 101)	(112 960)	(22 079)
	<b>(167 761)</b>	<b>33 287</b>	<b>(201 048)</b>	<b>(71 178)</b>	<b>126 791</b>	<b>(119 979)</b>	<b>(136 682)</b>
<b>2014</b>							
Trade and other receivables	114	-	114	-	114	-	-
Amounts owing by subsidiaries	97 430	-	97 430	-	97 430	-	-
Loans receivable	2 890	(180)	3 070	-	-	-	3 070
Bank overdraft	(61 223)	-	(61 223)	(61 223)	-	-	-
Trade and other payables	(1 321)	-	(1 321)	(317)	(1 004)	-	-
Amounts owing to subsidiaries	(350)	-	(350)	-	(350)	-	-
Net guarantees given	(109 322)	5 415	(114 737)	-	(3 083)	(78 632)	(33 022)
	<b>(71 782)</b>	<b>5 235</b>	<b>(77 017)</b>	<b>(61 540)</b>	<b>93 107</b>	<b>(78 632)</b>	<b>(29 952)</b>



# SEGMENTAL REPORT

AS AT 30 JUNE 2015



## Introduction

For management purposes, the group is organised into business units based on their products and services. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment.

Kindly refer to the directors' report for more information on the segments.

	Income and expenses				Financial position		
	Revenue			Operating profit/loss) <sup>1</sup>	Assets	Liabilities	Capital expenditure
	External R'000	Inter-group R'000	Total R'000				
<b>2015</b>							
Carriers	412 772	1 547	414 319	48 293	195 008	100 854	947
Enterprise	376 043	4 342	380 385	935	194 373	135 929	9 250
Intelligent Technologies	159 817	4 814	164 631	13 302	105 593	67 087	4 674
Electrical Manufacturers	174 291	615	174 906	12 947	78 749	20 103	1 645
<b>Sub-total operating divisions</b>	<b>1 122 923</b>	<b>11 318</b>	<b>1 134 241</b>	<b>75 477</b>	<b>573 723</b>	<b>323 973</b>	<b>16 516</b>
Other non-operating divisions	895	–	895	(42 716)	113 237	214 991	8 379
Adjustments	–	(11 318)	(11 318)	(105 217)	62 463	(2 644)	(18)
<b>Total</b>	<b>1 123 818</b>	<b>–</b>	<b>1 123 818</b>	<b>(72 456)</b>	<b>749 423</b>	<b>536 320</b>	<b>24 877</b>
<b>2014</b>							
Carriers	370 644	1 012	371 656	46 123	149 833	53 322	2 761
Enterprise	347 978	4 191	352 169	(1 602)	149 208	96 826	9 171
Intelligent Technologies	130 421	4 317	134 738	3 481	109 569	79 772	2 997
Electrical Manufacturers	193 194	1 259	194 453	19 188	85 453	20 244	2 495
<b>Sub-total operating divisions</b>	<b>1 042 237</b>	<b>10 779</b>	<b>1 053 016</b>	<b>67 190</b>	<b>494 063</b>	<b>250 164</b>	<b>17 424</b>
Other non-operating divisions	948	–	948	(51 145)	164 807	208 272	4 266
Adjustments	–	(10 779)	(10 779)	1 549	87 381	123	(263)
<b>Total</b>	<b>1 043 185</b>	<b>–</b>	<b>1 043 185</b>	<b>17 594</b>	<b>746 251</b>	<b>458 559</b>	<b>21 427</b>

<sup>1</sup> Segmental revenue and operating profit of the operating divisions includes the interest received and paid relating to the finance lease receivables, but excludes all other interest paid or received and is stated before making adjustment for inter-group administration fees

The group has one customer that contributed more than 10% to group revenue, in the Electrical Manufacturers segment.

No secondary information is disclosed as the group mainly operated in one geographical segment during the year.



# ORDINARY SHARE PERFORMANCE AND SHAREHOLDING

## Statistical highlights for the six years ended 30 June 2015

	2015	2014	2013	2012	2011	2010
<b>Jasco share price</b>						
Lowest share price (cents)	47	58	85	90	70	115
Highest share price (cents)	125	114	175	150	155	210
Closing share price (cents)	56	90	99	150	101	126
<b>Analysis of Jasco share transactions</b>						
Total number of transactions recorded on JSE	1 717	1 684	3 151	2 390	1 533	1 054
Total number of shares traded ('000)	15 696	20 246	24 594	24 365	21 219	7 965
Total number of shares traded as a percentage of weighted average issued shares (%)	7,1	11,6	16,8	16,6	14,5	7,0
Total value of shares traded (R'000)	12 035	16 564	35 213	27 870	24 956	13 045

## Analysis of Jasco shareholding at 30 June 2015

	Number of shareholders	% of total	Number of shares	% of total
<b>Size of shareholding</b>				
1 – 1 000	1 432	47,24	457 534	0,20
1 001 – 5 000	681	22,47	1 870 422	0,82
5 001 – 10 000	273	9,01	2 188 949	0,95
10 001 – 100 000	520	17,16	15 996 964	6,98
100 001 and over	125	4,12	208 805 322	91,05
	3 031	100,00	229 319 191	100,00
<b>Class</b>				
– individuals	2 698	89,01	40 321 333	17,58
– financial institutions and corporate bodies	333	10,99	188 997 858	82,42
	3 031	100,00	229 319 191	100,00

## Major shareholders (5% or more of shares in issue)

– Goldsol II (Pty) Limited			50 000 000	21,80
– AfroCentric Investment Corporation Limited			44 263 793	19,30
– Community Investment Holdings (Pty) Limited (CIH) <sup>2</sup>			27 376 750	11,94
– TMM Holdings (Pty) Limited			15 693 045	6,84

## Jasco ordinary shareholders' spread at 30 June 2015

<b>Non-public</b>				
– BEE partners	6	0,20	129 737 709	56,58
– Jasco directors <sup>1</sup>	5	0,16	9 920 225	4,33
– Associates of Jasco directors	1	0,03	5 500	0,00
– Jasco Employee Share Incentive Trust	1	0,03	3 157 338	1,38
– Spescom Limited Share Trust	1	0,03	2 164 837	0,94
	14	0,45	144 985 609	63,23
<b>Public</b>	3 017	99,55	84 333 582	36,77
	3 031	100,00	229 319 191	100,00

<sup>1</sup> Refer to the directors' report on page 7 for detailed information of the directors' interest in share capital

<sup>2</sup> CIH's shares are held by Malesela Holdings No 1 (Pty) Limited and the Inkonkoni Trust



## **Group company secretary**

Sekretari (Pty) Limited (represented by CD du Plessis)

## **Registered office**

Jasco Electronics Holdings Limited  
Jasco Park  
Corner Alexandra Avenue and 2nd Street  
Midrand, Halfway House, 1685  
(PO Box 860, Wendywood, 2144)  
Telephone: +27 11 266 1500

## **Auditors**

Ernst & Young Inc.  
Registered Auditor  
102 Rivonia Road  
Sandton, 2196

## **Commercial bankers**

The Standard Bank of South Africa Limited  
Corporate and Investment Banking  
3 Simmonds Street  
Johannesburg, 2001

First National Bank of Southern Africa Limited  
RMB Corporate  
Corner Pritchard and Simmonds Streets  
Johannesburg, 2001

## **Transfer secretaries**

Link Market Services South Africa (Pty) Limited  
13th Floor, Rennie House  
19 Ameshoff Street  
Braamfontein, 2001  
(PO Box 4844, Johannesburg, 2000)

## **Sponsor**

Grindrod Bank Limited  
Fourth Floor Grindrod Towers  
8A Protea Place  
Sandton, 2196

# SHAREHOLDERS' DIARY

Annual general meeting

10 November 2015

## **Reports**

Interim for half-year to 31 December 2014

Published 18 February 2015

Audited results for the year to 30 June 2015

Published 17 September 2015

Integrated annual report posting date

30 September 2015



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