CHALLENGES & OPPORTUNITIES

RECALIBRATING BUSINESSES FOR A POST COVID WORLD

infoedge

SUBSIDIARY COMPANIES
ANNUAL REPORT 2019-20

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DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 10th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company owns and operates a website with the name www.iimjobs.com. The Company is engaged in the business of providing online classifieds, database, digital platform and recruitment solutions in the recruitment and employability vertical to small, medium and large enterprises and job seekers across different verticals particularly Management and Technology verticals.

It is the India's largest specialised recruitment platform focusing exclusively on the premium segment of the market and reaches over a million professionals and features some of the best jobs in Banking & Finance, Consulting, Research & Analytics, Sales & Marketing, HR, IT, Supply Chain and Legal.

During the year under review, the Company achieved net revenue of ₹ 195,166 thousand as against ₹ 166,392 thousand during the previous financial year. The Company made a loss of ₹ 72,803 thousand in FY 2020 as compared to a loss of ₹ 7,607 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

The Board in its meeting held on May 27, 2019 had approved the acquisition of 100% share capital of the Company by Info Edge (India) Ltd. on such terms and conditions as set out in the share purchase agreement to be entered between the parties. By virtue of this acquisition, the Company became the wholly owned subsidiary of Info Edge (India) Ltd.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control, commensurate with the size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of sections 73 and 76 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules 2014.

STATUTORY AUDITORS

M/s. Soni Gulati & Co. (FRN-008770N), Chartered Accountants, pursuant to your approval, were re-appointed as the Statutory Auditors of the Company in the 9th Annual General Meeting (AGM) of the Company for carrying out the audit of the financial statements of the Company for the financial years 2019-20 to 2020-21.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There were no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to the financial statements are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the Board in its meeting held on June 25, 2019, appointed Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi and Mr. Murlee Manohar Jain as additional directors of the Company.

Consequent upon acquisition of the Company by Info Edge (India) Ltd., Mr. Tarun Matta and Mr. Kishan Lal Matta, Directors resigned from their directorships effective June 30, 2019.

Further, Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi and Mr. Murlee Manohar Jain, who were appointed as additional directors of the Company in pursuance of Section 161(1) of the Companies Act, 2013, were subsequently appointed as Directors of the Company, liable to retire by rotation, in the 9th Annual General Meeting held on September 30, 2019.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Hitesh Oberoi, Director (DIN: 01189953) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 7 (Seven) times during the year on May 27, 2019, June 25, 2019, June 27, 2019, July 03, 2019, August 05, 2019, November 11, 2019 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	7	6
Mr. Hitesh Oberoi	Director	7	6
Mr. Murlee Manohar Jain	Director	7	6
Mr. Tarun Matta*	Director	3#	2
Mr. Kishan Lal Matta*	Director	3#	2

*Resigned as Director of the Company effective from June 30, 2019.

#Total number of three Board meetings were held during the tenure of directorship of Mr. Tarun Matta and Mr. Kishan Lal Matta in FY 2020.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loans, guarantee or investments during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No.25 of notes to the Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

HIGHORBIT CAREERS PRIVATE LIMITED

Annual Return filed for FY 2019 is available at the website of the holding company at URL: http://www.infoedge.in/pdfs/highorbit-careers-private-limited.pdf

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, disclosure regarding conservation of energy and technology absorption is not applicable on the Company. During the year under review, the total foreign exchange outgo was ₹1,04,54,143 and foreign exchange earnings was ₹43,16,373.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace [Prevention, Prohibition and Redressal] Act, 2013 by Info Edge (India) Ltd., holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Hitesh Oberoi	Murlee Manohar Jain
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 01189953	DIN: 05101562

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company, with its Promoters, the Directors or the management, their relatives are present under Note no. 25 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN:- U72900DL2010PTC207653

ii. Registration Date:- August 30, 2010

iii. Name of the Company: - Highorbit Careers Private Limited

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

GF-12-A,

94, Meghdoot Building,

Nehru Place, New Delhi - 110019

Tel. No. +91 120-3082000, Fax: 0120-3082095

Email: murlee.jain@naukri.com

Website: - www.iimjobs.com

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the product/ service	% to total turnover of the company
1.	IT Services	63121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters (1) Indian									
a. Individual/ HUF	20,000 (Equity Shares)	-	20,000 (Equity Shares)	75.89	-	-	-	-	(75.89)
b. Bodies Corporate	-	-	-	-	20,000 (Equity Shares)	6,353 (Equity Shares)	26,353 (Equity Shares)	100	100
	-	-	-	-	-	6,096 (Preference Shares)	6,096 (Preference shares)	100	100
c. Any Other									
Total Shareholding of Promoter	**20,000 (Equity Shares)**	**-**	**20,000 (Equity Shares)**	**75.89**	**20,000 (Equity Shares)**	**6,353 (Equity Shares)**	**26,353 (Equity Shares)**	**100**	**24.11**
	-	**-**	**-**	**-**	**-**	**6,096 (Preference Shares)**	**6,096 (Preference Shares)**	**100**	**100**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public Shareholding/ Other than promoters									
a. Bodies Corporate	-	-	-	-	-	-	-	-	-
b. Individuals	-	1,121 (Equity Shares)	1,121 (Equity Shares)	4.26	-	-	-	-	(4.26)
	-	1,781 (Preference Shares)	1,781 (Preference Shares)	29.22	-	-	-	-	(29.22)
c. Others	-	5,232 (Equity Shares)	5,232 (Equity Shares)	19.85	-	-	-	-	(19.85)
	-	4,315 (Preference Shares)	4,315 (Preference Shares)	70.78	-	-	-	-	(70.78)
Total Public Shareholding	**-**	**6,353 (Equity Shares)**	**6,353 (Equity Shares)**	**24.11**	**-**	**-**	**-**	**-**	**(24.11)**
	-	**6,096 (Preference Shares)**	**6,096 (Preference Shares)**	**100**	**-**	**-**	**-**	**-**	**(100)**
Grand Total (A+B)	**20,000 (Equity Shares)**	**6,353 (Equity Shares)**	**26,353 (Equity Shares)**	**100**	**20,000 (Equity Shares)**	**6,353 (Equity Shares)**	**26,353 (Equity Shares)**	**100**	-
	-	**6,096 (Preference Shares)**	**6,096 (Preference Shares)**	**100**	-	**6,096 (Preference Shares)**	**6,096 (Preference Shares)**	**100**	-

Note: During the year under review, the entire shareholding of the Company have been transferred to Info Edge (India) Ltd. (IEIL), holding company of the Company. Further, 6 shares were transferred to six individuals in the capacity of nominee to IEIL.

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Tarun Matta	10,000 (Equity Shares)	37.95	0.00	0	0	0.00	(37.95)
2.	Kishan Lal Matta	10,000 (Equity Shares)	37.95	0.00	0	0	0.00	(37.95)
3.	Info Edge (India) Ltd.	-	-	-	26,353 (Equity Shares)	100	0.00	100
					6,096 (Preference Shares)	100	0.00	100

iii. **Change in Promoter's Shareholding :**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Tarun Matta	10,000 (Equity Shares)	37.95					
				25.06.2019	Shares transferred to Info Edge (India) Ltd.	10,000 (Equity Shares)	Nil	Nil
2.	Kishan Lal Matta	10,000 (Equity Shares)	37.95					
				25.06.2019	Shares transferred to Info Edge (India) Ltd.	10,000 (Equity Shares)	Nil	Nil
3.	Info Edge (India) Ltd.	-	-	25.06.2019 to 03.07.2019	Pursuant to acquisition of 100% share capital of the Company	26,353 (Equity shares)	26, 353 (Equity shares)	100
						6096 (Preference Shares)	6096 (Preference Shares)	100

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Increase	Decrease	Shareholding at the end of the year	
		No. of Shares	% of total shares of the Company			No. of Shares	% of total shares of the Company
1.	India Quotient Investment Trust	1759	6.67%	-	1759	-	-
2.	Startup Techies Pvt. Ltd.	1177	4.5 %	-	1177	-	-
3.	Morpheus Tritiya Business Consultants LLP	588	2.2%	-	588	-	-
4.	One97 Communication Limited	235	0.9%	-	235	-	-
5.	Pallav Nadhani	235	0.9%	-	235	-	-
6.	Sanjay Mariwala	226	0.9%	-	226	-	-
7.	IL&FS Trust Company Limited on behalf of India Technology Fund	215	0.8%	-	215	-	-
8.	Ajay Raney	220	0.8%	-	220	-	-
9.	Dinero Wealth Private Limited	215	0.8%	-	215	-	-
10.	Abhishek Rungta	125	0.5%	-	125	-	-
11.	IL&FS Trust Company Limited, Trustee to Tracxn Labs	110	0.4%	-	110	-	-
12.	Primarc iVenture Advisory LLP	110	0.4%	-	110	-	-
13.	Ideacache Technologies Private Limited	88	0.3%	-	88	-	-
14.	Gaurav Agarwala	66	0.3%	-	66	-	-
15.	Ashok Mittal	77	0.3%	-	77	-	-
16.	Salarpuria Investment Pvt. Ltd.	88	0.3%	-	88	-	-
17.	Mohit Chuganee	77	0.3%	-	77	-	-
18.	PDK Impex Pvt Ltd. (Transferred from Lalita Steel Industries Pvt. Ltd.)	44	0.16%	-	44	-	-
19.	Shivlok Estates Pvt. Ltd. (Transferred from Lalita Steel Industries Pvt. Ltd.)	44	0.16%	-	44	-	-
20.	Anil Jaggia	20	0.10%	-	20	-	-
21.	Monisha Agarwal	33	0.10%	-	33	-	-
22.	India Quotient-II	449	1.38%	-	449	-	-
23.	Garima Agrawal	20	0.10%	-	20	-	-
24.	Vinod Bamalwa	22	0.10%	-	22	-	-
25.	Vishal Hariom Gupta(Transferred from Pivotal Business Managers LLP)	110	0.41%	-	110	-	-

Note: During the year under review, the entire shareholding of the Company have been transferred to Info Edge (India) Ltd. (IEIL), holding company of the Company.

v. Shareholding of Directors and Key Managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Tarun Matta	10,000 Equity Share	37.95	-	-	-	-	-
				25.06.2019	Shares transferred to Info Edge (India) Ltd.	10,000 (Equity Shares)	Nil	0.00
2.	Kishan Lal Matta	10,000 Equity Share	37.95	-	-	-	-	-
				25.06.2019	Shares transferred to Info Edge (India) Ltd.	10,000 (Equity Shares)	Nil	0.00
3.	Murlee Manohar Jain	-	-	11.11.2019	As a nominee to Info Edge (India) Ltd.	1 (one) Equity Share	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00

Note: During the year under review, the entire shareholding of the Company have been transferred to Info Edge (India) Ltd., holding company of the Company. After that, one share had been transferred to Mr. Murlee Manohar Jain for the purpose of meeting the requirement of minimum number of members.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment: Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **in ₹**

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Tarun Matta	Kishan Lal Matta	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	*10,00,000	*3,00,000	13,00,000
2.	Stock Option			-
3.	Sweat Equity			-
4.	Commission - as % of profit - others, specify...			-
5.	Others, please specify			-
	Total (A)	10,00,000	3,00,000	13,00,000
Ceiling as per section 197 the Companies Act, 2013		-	-	-

*****Tarun Matta & Kishan Lal Matta has resigned from the office of director w.e.f.June 30, 2019.

B. Remuneration to other directors: Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of Highorbit Careers Private Limited

Report on the Audit of the Ind AS Financial Statements[1]

Opinion

We have audited the accompanying Ind AS financial statements of Highorbit Careers Private Limited ("the Company"), which comprise the Balance sheet as at March 31 2020, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the Ind AS financial statements, including a summary of significant accounting policies and other explanatory information

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit/loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matters

We have determined that there are no key audit matters to communicate in our report.

"Information Other than the Financial Statements and Auditor's Report Thereon"

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the Ind AS financial statements and our auditor's report thereon.

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Ind AS Financial Statements

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to

financial statements in place and the operating effectiveness of such controls.[2]

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2020 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account ;

   (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company with reference to these Ind AS financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31, 2020 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. As informed by the Management, the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Soni Gulati & Co Chartered Accountants
ICAI Firm Registration Number: 008770N

Suresh Chand Soni [Partner] 083106
UDIN 20083106AAAAAQ1779

ANNEXURE 1 TO THE AUDITORS' REPORT

Annexure referred to in our report of even date to the members of Highorbit Careers Private Limited for the year ended 31st March 2020.

(i) (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.

(b) All the assets have been physically verified by the management during the year. The system of such verification in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Discrepancies noticed on such verification were properly dealt-with in the books of accounts.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

In view of above, the clauses 3(iii)(a) and 3(iii)(b) of the Order are not applicable.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 186 of the Companies Act 2013 in respect of investments made have been complied with by the company. There are no loans, guarantees, and securities given in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.

(v) The company has not accepted any deposits from the public in terms of section 73 to 76 or any provisions of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(v) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, the provisions of clause 3(vi) of the Order are not applicable to the Company.

(vi) (a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax (TDS), Good & Service Tax, Provident Fund etc. and other statutory dues applicable to it, and there are no undisputed dues outstanding as on 31st March 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us there are no amounts that are due to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.

(vii) In our opinion and according to the information and explanations given to us, the company has not taken any loans from any financial institution or banks.

(viii According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon

(ix) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no material fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.

(x) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xi) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiii) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. The Company had made a private placement of shares during the year ended March 31, 2017; the amounts raised have been used for which funds were raised.

(xiv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xv) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

Place: Shimla
Date: June 8,2020

For Soni Gulati & Co.
Chartered Accountant
Firm Registration No. 008770N

Suresh Chand Soni
Partner
Membership No. 083106

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF HIGHORBIT CAREERS PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Highorbit Careers Prviate Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls over financial reporting with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls over financial reporting with reference to these standalone financial statements.

Meaning of Internal Financial Controls Over Financial Reporting with reference to these standalone financial statements

A company's internal financial control over financial reporting with reference to these standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting with reference to these standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting with reference to these standalone financial statements

Because of the inherent limitations of internal financial controls over financial reporting with reference to these standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting with reference to these standalone financial statements to future periods are subject to the risk that the internal financial control over financial reporting with reference to these standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting with reference to these standalone financial statements and such internal financial controls over financial reporting with reference to these standalone financial statements were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Soni Gulati & Co Chartered Accountants
ICAI Firm Registration Number: 008770N

Suresh Chand Soni [Partner] 083106

BALANCE SHEET AS AT MARCH 31, 2020

(Amount Rs.)

Particulars	Notes	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
ASSETS				
Non-current assets				
Property, plant and equipment	3	20,730,883	5,673,345	7,043,525
Intangible assets	3	1	1	1
Financial assets				
(i) Other financial assets	4	3,363,948	69,130,626	65,195,128
Deferred tax assets (net)	6	936,057	936,057	736,887
		25,030,889	**75,740,029**	**72,975,541**
Current assets				
Financial assets				
(i) Trade receivables	8	15,649,633	28,528,676	24,279,687
(ii) Cash and cash equivalents	9	36,977,604	6,052,339	7,031,498
(iii) Other bank balances	10	-	-	
(iv) Other financial assets	4	3,189,673	2,471,160	1,985,000
Current tax assets (net)	5	38,610,118	22,818,918	17,008,228
Other current assets	7	2,526,346	12,918,529	9,693,932
		96,953,374	**72,789,622**	**59,998,345**
Total assets		**121,984,263**	**148,529,651**	**132,973,886**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	16	263,530	263,530	263,530
Instruments entirely equity in nature	11	60,960	60,960	60,960
Other equity	11	(16,151,670)	56,651,373	64,258,656
Total equity		**(15,827,180)**	**56,975,863**	**64,583,146**
Non-current liabilities				
Financial liabilities				
(i) Lease liability	12	9,669,279		
Provisions	13	6,877,132	2,502,131	2,717,987
		16,546,411	**2,502,131**	**2,717,987**
Current liabilities				
Financial liabilities				
(i) Trade payables	15	3,953,937	2,917,050	1,577,134
(ii) Lease liability	12	5,974,571		
(iii) Other financial liabilities	12	7,699,849	7,005,654	3,630,336
Provisions	13	1,077,776	2,786,749	1,929,805
Other current liabilities	14	102,558,899	76,342,204	58,535,477
		121,265,032	**89,051,657**	**65,672,752**
Total liabilities		**137,811,443**	**91,553,788**	**68,390,739**
Total equity and liabilities		**121,984,263**	**148,529,651**	**132,973,886**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Soni Gulati & Co.
Chartered Accountants
Firm registration number: FR008770N

For and on behalf of the Board of Directors of
HIGHORBIT CAREERS PRIVATE LIMITED

Suresh Chand Soni
Partner
Membership No.: 083106

Place: Shimla
Date: 08/06/2020

Hitesh Oberoi
Director
DIN No-01189953

Place: Noida
Date: 08/06/2020

Murlee Manohar Jain
Director
DIN No-05101562

Place: Noida
Date: 08/06/2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2020

(Amount Rs.)

Particulars	Notes	For the year ended 31 March 2020	For the year ended 31 March 2019
Income			
Revenue from operations	17	195,166,818	166,392,188
Other income	18	1,647,311	6,069,387
Total income		**196,814,129**	**172,461,575**
Expenses			
Employee benefits expense	19	173,560,305	106,725,219
Finance costs	20	1,217,235	370,523
Depreciation and amortization expense	21	5,261,827	2,403,691
Advertising and promotion cost	22	15,435,731	18,501,683
Network, internet and other direct charges	22	28,114,683	21,880,276
Administration and other expenses	22	44,954,073	30,386,637
Total expenses		**268,543,854**	**180,268,028**
Profit/(Loss) before exceptional items and tax		**(71,729,725)**	**(7,806,454)**
Exceptional items		-	-
Profit/(Loss) before tax		**(71,729,725)**	**(7,806,454)**
Tax expenses			
Current tax		-	-
Deferred tax		-	(199,170)
Profit/(Loss) after tax for the period/year		**(71,729,725)**	**(7,607,283)**
Other comprehensive income:			
(A) Items that will not be reclassified to profit or loss in subsequent periods:			
(i) Remeasurement of post employment benefit obligations		1,073,275	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive income/ (loss) for the year, net of tax		**1,073,275**	**-**
Total comprehensive loss for the year		**(72,803,000)**	**(7,607,283)**
Earnings per equity share			
Basic	23	**(2,763)**	**(289)**
Diluted	23	**(2,244)**	**(234)**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For Soni Gulati & Co.
Chartered Accountants
Firm registration number: FR008770N

For and on behalf of the Board of Directors of
HIGHORBIT CAREERS PRIVATE LIMITED

Suresh Chand Soni
Partner
Membership No.: 083106

Place: Shimla
Date: 08/06/2020

Hitesh Oberoi
Director
DIN No-01189953

Place: Noida
Date: 08/06/2020

Murlee Manohar Jain
Director
DIN No-05101562

Place: Noida
Date: 08/06/2020

CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2020

(Amount Rs.)

		Year Ended March 31,2020	Year Ended March 31,2019
A.	**Cash flow from operating activities**		
	Profit before tax (after exceptional items)	**(71,729,725)**	**(7,806,454)**
	Adjustment to reconcile loss before tax to net cash flows:		
	Depreciation of property, plant and equipment	5,261,827	2,403,691
	Interest on lease liability Obligation	855,102	-
	Loss/(gain) on sale of property, plant and equipment	144,977	-
	Interest income	(1,545,091)	(5,364,801)
	Unwinding of security deposit	(72,699)	-
	Bad debt/provision for doubtful debts	7,100,187	-
	Operating profit before working capital changes	**(59,985,422)**	**(10,767,564)**
	Movements in working capital :		
	(Increase)/decrease in trade receivables	5,778,856	(4,248,989)
	(Increase)/decrease in financial assets	64,716,899	(4,421,657)
	(Increase)/decrease in other assets	10,392,183	(3,224,597)
	Increase in other financial liabilities	694,194	3,375,318
	Increase in provisions	1,592,753	641,088
	Increase in other liabilities	26,216,695	17,806,727
	Increase in trade payables	1,036,887	1,339,916
	Cash generated from operations	**50,443,046**	**500,242**
	Direct taxes paid (net of refunds)	(15,791,200)	(5,810,690)
	Net cash flow from operating activities (A)	**34,651,845**	**(5,310,448)**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment and intangible assets	(1,401,647)	(1,043,168)
	Proceeds from sale of property, plant and equipment and intangible assets	36,430	9,657
	Interest received	1,545,091	5,364,801
	Net cash used in investing activities (B)	**179,874**	**4,331,289**
C.	**Cash flow from financing activities**		
	Interest on lease Liability	(855,104)	
	Lease liability repayment	(3,051,351)	
	Net cash used in financing activities (C)	**(3,906,455)**	**-**
	Net increase in cash and cash equivalents (A+B+C)	**30,925,264**	**(979,159)**
	Cash and cash equivalents at beginning of the year	6,052,339	7,031,498
	Cash and cash equivalents at end of the year	**36,977,604**	**6,052,339**
	Reconciliation of cash and cash equivalent as per the cash flow statement:	**As at 31 March 2020**	**As at 31 March 2019**
	Cash and cash equivalents as per above comprises of the following :		
	- Cash on hand	8,003	5,168
	- 'Balance in current accounts	36,969,601	6,047,171
	Balances as per cash flow statement	**36,977,604**	**6,052,339**

The accompanying notes are an integral part of the standalone financial statements.

This is the statement of cash flows referred to in our report of even date

As per our report of even date attached
For Soni Gulati & Co.
Chartered Accountants
Firm registration number: FR008770N

For and on behalf of the Board of Directors of
Highorbit Careers Private Limited

Suresh Chand Soni
Partner
Membership No.: 083106

Hitesh Oberoi
Director
DIN No-01189953

Murlee Manohar Jain
Director
DIN No-05101562

Place: Shimla
Date: 08/06/2020

Place: Noida
Date: 08/06/2020

Place: Noida
Date: 08/06/2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2020

(Amount Rs.)

		Notes	Number of Shares	Amount
A.	**Equity share capital:**			
	Issued, subscribed and fully paid			
	Balance as at 1 April 2018 (equity share of INR 10 each)	11	**26,353**	**263,530**
	Changes in equity share capital during the year		-	-
	Balance as at 31 March 2019 (equity share of INR 10 each)	11	**26,353**	**263,530**
	Balance as at 1 April 2019 (equity share of INR 10 each)	16	**26,353**	**263,530**
	Changes in equity share capital during the year		-	-
	Balance as at 31 March 2020 (equity share of INR 10 each)	16	**26,353**	**263,530**
B.	**Instruments entirely equity in nature**			
	Compulsorily convertible preference shares			
	Balance as at 1 April 2018 (CCPS of INR 10 each)	11	**6,096**	**60,960**
	Changes in share capital during the year		**-**	**-**
	Balance as at 31 March 2019 (CCPS of INR 10 each)	11	**6,096**	**60,960**
	Balance as at 1 April 2019 (CCPS of INR 10 each)	16	**6,096**	**60,960**
	Changes in share capital during the year		-	-
	Balance as at 31 March 2020 (CCPS of INR 10 each)	16	**6,096**	**60,960**
B.	**Other Equity***			
	Description	**Securities premium reserve**	**Retained earnings**	**Total other equity**
	As at 1 April 2018	**98,586,109**	**(34,327,453)**	**64,258,656**
	Loss for the period	-	(7,607,284)	**(7,607,284)**
	Other comprehensive loss	**-**	**-**	**-**
	Total comprehensive income	**-**	**(7,607,284)**	**(7,607,284)**
	As at 31 March 2019	**98,586,109**	**(41,934,737)**	**56,651,372**
	As at 1 April 2019	**98,586,109**	**(41,934,779)**	**56,651,330**
	Loss for the period	-	(71,729,725)	(71,729,725)
	Other comprehensive loss	-	(1,073,275)	(1,073,275)
	Total comprehensive loss	**-**	**(72,803,000)**	**(72,803,000)**
	As at 31 March 2020	**98,586,109**	**(114,737,779)**	**(16,151,670)**

Nature and purpose of reserves

a) Securities premium

Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

* Refer note 11 for details.

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

For Soni Gulati & Co.
Chartered Accountants
Firm registration number: FR008770N

For and on behalf of the Board of Directors of
HIGHORBIT CAREERS PRIVATE LIMITED

Suresh Chand Soni
Proprietor
Membership No.: 083106

Place: Shimla
Date: 08/06/2020

Hitesh Oberoi
Director
DIN No-01189953

Place: Noida
Date: 08/06/2020

Murlee Manohar Jain
Director
DIN No-05101562

Place: Noida
Date: 08/06/2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Corporate Information

Highorbit Careers Private Limited (the Company) CIN : U72900DL2010PTC207653 is a private limited company domiciled and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at GF-12A, 94 Meghdoot Building, Nehru Place, New Delhi – 110019 and principal place of business is in D-59, Prashant Vihar Delhi-110085. The Company is primarily engaged in providing online & offline services primarily through its online portal iimjobs.com.

The Company has been acquired by Info Edge (India) Limited, a listed Company during the year.

2. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in accounting policy hitherto in use.

2.1 Basis of preparation

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards) Rules, 2015, as amended by notification dated March 31, 2016] and other relevant provisions of the Act.

For all the periods upto and including the year ended March 31, 2019, the Company prepared its financial statements in accordance with accounting standards notified under Companies (Accounting Standard) Rules 2006 (as amended) and other relevant provisions of the Act. These financial statements for the year ended March 31, 2020 are the first financial statement prepared in accordance with Ind AS.

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

The financial statements are presented in Indian Rupees.

Since the company has become wholly owned subsidiary of a listed company, it has adopted Ind AS during the year. Till previous year, the company had prepared the financial statements in accordance with accounting standards notified under Companies (Accounting Standard) Rules 2006 (as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities (including derivative instruments) which are measured at fair value / amortised cost;
- Defined benefit plans-plan assets measured at fair value; and

2.2 Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are recognized in profit or loss during the reporting period, in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by the Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Assets	Estimated useful life (Years)
Mobile Phone	3
Computers	3
Electric fittings	10
Furniture and Fixtures	10
Office Equipment	5
Air Conditioner	10

The leasehold improvements are depreciated over the assets' useful life or over the shorter of the assets' useful life and the lease term.

The asset's useful lives and methods of depreciation are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing net disposal proceeds with carrying amount of the asset. These are included in profit or loss within other income.

2.3 Intangible assets

Intangible assets acquired separately are measured on initial recognition at historical cost. Intangibles assets have a finite life and are subsequently carried at cost less any accumulated amortization and accumulated impairment losses if any.

Intangible assets with finite lives are amortized over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are 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 are considered to modify the amortization period or method, as appropriate, and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

Amortisation methods and estimated useful lives

Assets	Estimated useful life (Years)
Software licenses	3

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognized as at April 1, 2018 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

2.4 Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. If any such indication exists or when annual impairment testing for an asset is required, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's fair value less costs of disposal and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet for possible reversal of an impairment loss recognized for an asset, in prior accounting periods.

2.5 Foreign currency translations

(i) *Functional and presentation currency*

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency') i.e., Indian Rupee (INR) which is its presentation currency as well.

(ii) Transactions and balances

Initial recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent recognition

As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the initial transaction.

Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss in the year in which they arise.

2.6 Revenue recognition

The Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective approach, applied to contracts that were not completed as of April 1, 2019. In accordance with modified retrospective approach, the comparatives have not been retrospectively adjusted.

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration we expect to receive in exchange for those services. (net of goods and services tax).

The Company earns revenue significantly from the following sources viz.

a) Recruitment solutions through its career web site, iimjobs.com & hirist.com, Revenue is received primarily in the form of fees, which is recognized pro-rata over the subscription / advertising / service agreement, usually ranging between one to twelve months.

Revenue in relation to rendering of the services mentioned in (a) above where performance obligations are satisfied over time and where there is no uncertainty as to measurability or collectability of consideration, is recognized ratably over the period of in which services are rendered subscription period.

In respect of (a) above, the unaccrued amounts are reflected in the Balance sheet as Income received in advance (deferred sales revenue).

The company has as a matter of practical expedient recognized the incremental costs of obtaining a contract as an expense when incurred, since the amortisation period of the asset that the entity otherwise would have recognized is generally one year or less.

2.7 Retirement and other employee benefits

(i) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other Long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

a) defined contribution plans - provident fund

b) defined benefit plans - gratuity plans

a) Defined contribution plans

The Company has a defined contribution plan for the post-employment benefit namely Provident Fund which is administered through the Regional Provident Fund Commissioner and the contributions towards such fund are recognized as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

b) Defined benefit plans

The Company has defined benefit plan, namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each period. The Gratuity Fund is recognized by the income tax authorities and is administered through Life Insurance Corporation of India under its Group Gratuity Scheme.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the tenor of the related obligation. The liability or asset recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurements of the net defined liability, comprising of actuarial gains and losses, return on plan assets (excluding amounts included in net interest on the net defined benefit liability) and any change in the effect of asset ceiling (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in the profit or loss as past service cost.

(iv) Bonus Plans

The Company recognises a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(v) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognizes termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognizes costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

2.8 Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax is calculated on the basis of the tax rates and the tax laws enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

Deferred tax is recognized for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

2.9 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

If the effect of the time value of money is material, provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognized as a finance cost.

2.10 Leases (as lessee)

Operating Lease:

The company has adopted IND AS 116 for leases. Accordingly, the company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange of consideration.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the Contract involves the use of an identified asset,

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of lease

(iii) the Company has the right to direct the use of asset

As at the date of commencement of the lease, the Company recognizes a right of use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for the leases with a term of twelve month or less (short term leases). For these short term leases, the Company recognizes the lease payments as an operating expense on a straight line basis over the period of lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term. The lease liability is initially measured at amortized cost at the present value of the future lease payments. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

The Company has applied the standard (IND AS 116) to all lease contracts existing on April 01, 2019 using the modified retrospective approach and has taken the cumulative adjustment to right of use of assets, on the date of initial application. Consequently the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate at the date of initial application. Comparatives of previous periods have not retrospectively adjusted and therefore will continue to be reported under previously adopted accounting policy as per Ind AS 17.

On transition; the Company recognized right-of-use assets and lease liabilities for those leases previously classified as operating leases, except for short-term leases and leases of low-value assets. The Company recognized a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognized at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. The right-of-use assets were recognized based on the amount equal to the lease liabilities, adjusted for any related prepaid and accrued lease payments previously recognised. Lease liabilities were recognized based on the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application.

The effect of adoption of Ind AS 116 is as follows:

The Company has recognized Right of use assets for Rs. 19 Mn and Lease liabilities of Rs. 15.64 Mn as at March 31, 2020. Prepaid rent arising due to discounting of security deposit of Rs. 0.4 Mn has been adjusted with the Right of use asset (ROU).

During the year ended March 31, 2020, depreciation of Rs. 3.6 Mn on Right of use assets and interest expense of Rs. 0.85 Mn on Lease liabilities has been charged to statement of profit and loss.

During the current quarter, depreciation of Rs. 1.5 Mn on Right of use assets and interest expense of Rs. 0.33 Mn on Lease liabilities has been charged to statement of profit and loss.

The principle portion of the lease payments have been disclosed under cash flow from financing activities. The lease payments for operating leases as per Ind AS 17 - Leases, were earlier reported under cash flow from operating activities.

The following is the summary of practical expedients elected on initial application:

1. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with a similar end date
2. Applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term on the date of initial application
3. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application
4. Used hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

The incremental borrowing rate applied to lease liabilities as at March 31, 2020 is taken at 8.50%

2.11 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, amount at banks and other short-term deposits with an original maturity of three months or less that are readily convertible to known amount of cash and, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the company's cash management

2.12 Earnings Per Share (EPS)

(i) *Basic earnings per share*

Basic earnings per share is calculated by dividing:

- the profit for the period attributable to equity holders of the Company
- by the weighted average number of equity shares outstanding during the financial period, adjusted for bonus elements in equity shares issued during the period

(ii) *Diluted earnings per share*

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential instruments into equity shares.

2.13 Financial Instruments

(i) Classification

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

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any, in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company has classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows and where the contractual terms give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost, are measured at fair value through profit or

loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments which are within the scope of Ind AS 109 at fair value, other than investments in equity instruments in subsidiaries, associates and jointly control entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 27 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial instruments

A financial asset is derecognized only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

A financial liability (or a part of financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(v) Financial Liabilities

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, as appropriate.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short term maturity of these instruments.

(vi) Income recognition

Interest income

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss

Dividends

Dividends are recognized in profit or loss only when the right to receive the payments is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably, which is generally when the shareholders approve the dividend.

2.14 Contributed Equity

Equity shares are classified as equity.

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

2.15 Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

2.16 Critical estimates and judgements

The preparation of financial statements in conformity with the recognition and measurement principles of Ind AS that requires management to make accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the Company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of impairment of non-current investments and has been discussed below. Key source of estimation of uncertainty in respect of current tax expense and payable, employee benefits and fair value of unlisted subsidiary entities have been discussed in their respective policies.

3 **Property, plant and equipment and capital work-in-progress**

Particulars	Intangible assets	Right to use asset	Office equipment	Computers and equipment	Furniture and fixtures	Electric Fittings	Mobile	Airconditioner	Total
Gross block									
As at 1 April 2018	1	-	317,941	2,768,024	2,988,932	260,035	129,975	578,619	**7,043,528**
Additions	-	-	241,873	434,543	256,057	-	87,200	23,499	**1,043,171**
Disposal / adjustments	-	-	-	(354,457)	-	-			**(354,457)**
As at 31 March 2019	**1**	**-**	**559,813**	**2,848,110**	**3,244,990**	**260,035**	**217,175**	**602,118**	**7,732,242**
As at 1 April 2019	1	-	559,813	2,848,110	3,244,990	260,035	217,175	602,118	**7,732,242**
Additions	-	19,099,166	66,028	1,028,968	17,704	-	231,501	57,400	**20,500,767**
Disposal / adjustments	-	-	-	(500)	(107,049)	-	-	(123,399)	**(230,948)**
As at 31 March 2020	**1**	**19,099,166**	**625,841**	**3,876,578**	**3,155,645**	**260,035**	**448,676**	**536,119**	**28,002,061**
Accumulated depreciation									
As at 1 April 2018	-	-	-	-	-	-	-	-	**-**
Additions	-	-	111,941	1,686,635	372,729	31,514	124,869	76,003	**2,403,691**
Disposal / adjustments	-	-	-	(344,799)	-	-			**(344,799)**
As at 31 March 2019	**-**	**-**	**111,941**	**1,341,836**	**372,729**	**31,514**	**124,869**	**76,003**	**2,058,892**
As at 1 April 2019	**-**	**-**	**111,941**	**1,341,836**	**372,729**	**31,514**	**124,869**	**76,003**	**2,058,892**
Charge for the period	-	3,608,310	126,607	1,076,002	310,285	25,730	56,028	58,865	**5,261,827**
Disposal / adjustments	-	-	-	(500)	(24,123)	-	-	(24,919)	**(49,542)**
As at 31 March 2020	**-**	**3,608,310**	**238,548**	**2,417,338**	**658,891**	**57,244**	**180,897**	**109,949**	**7,271,177**
As at 31 March 2020	**1**	**15,490,856**	**387,293**	**1,459,240**	**2,496,753**	**202,791**	**267,779**	**426,170**	**20,730,884**

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Other financial assets	**As at 31 March 2020**		**As at 31 March 2019**		**As at 01 April 2018**	
	Current	**Non-current**	**Current**	**Non-current**	**Current**	**Non-current**
Unsecured, considered good unless otherwise stated						
Deposits with original maturity for more than 12 months	1,827,131	1,448,135	-	68,447,628	-	62,909,511
Security deposits	923,354	1,285,000	2,471,160	60,000	1,985,000	570,600
Interest accrued on FD	163,678	100,686	-	121,623	-	1,303,765
Investment in LIC Gratuity	-	529,827	-	481,718	-	411,252
Other financial assets	275,510	300	-	19,657		
Total other financial asset	**3,189,673**	**3,363,948**	**2,471,160**	**69,130,626**	**1,985,000**	**65,195,128**

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Current tax assets (net)	**As at 31 March 2020**		**As at 31 March 2019**		**As at 01 April 2018**	
	Current	**Non-current**	**Current**	**Non-current**	**Current**	**Non-current**
Current Tax Assets	38,610,118	-	22,818,918	-	17,008,228	-
Total current tax assets (net)	**38,610,118**	**-**	**22,818,918**	**-**	**17,008,228**	**-**

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Deferred tax assets (net)	**As at 31 March 2020**		**As at 31 March 2019**		**As at 01 April 2018**	
	Current	**Non-current**	**Current**	**Non-current**	**Current**	**Non-current**
Amount Attributable to:						
Property, plant and equipment and intangible assets	-	600,893	-	600,893	-	401,723
Unutilised tax credits (Minimum alternative tax credit)	-	335,164	-	335,164	-	335,164
Total non-current tax assets (net)	**-**	**936,057**	**-**	**936,057**	**-**	**736,887**

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Other assets	**As at 31 March 2020**		**As at 31 March 2019**		**As at 01 April 2018**	
	Current	**Non-current**	**Current**	**Non-current**	**Current**	**Non-current**
Unsecured, considered good unless otherwise stated						
Advances to suppliers	197,497	-	186,057	-	139,391	-
Prepaid expenses	196,129	-	340,831	-	105,187	-
Advance to employees	15,049	-	-	-	7,109	-
Balances with government authorities	2,117,671	-	12,391,642	-	9,442,245	-
Total other assets	**2,526,346**	**-**	**12,918,529**	**-**	**9,693,932**	**-**

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Trade receivables	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Unsecured			
Receivable from related parties	-	-	-
Receivable from others	22,749,816	28,528,676	24,279,687
Less: Allowance for doubtful debts	(7,100,187)	-	-
Total Trade receivables	**15,649,629**	**28,528,676**	**24,279,687**

Trade receivables are non-interest bearing.

No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Further, trade receivable include dues from private company amounting to INR NIL in which director is a director.

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Cash and cash equivalents	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Balance with Banks			
- In current accounts	36,969,601	6,047,171	7,021,344
Cash on hand	8,003	5,168	10,154
Total cash and cash equivalents	**36,977,604**	**6,052,339**	**7,031,498**

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:

	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
	Rs.	Rs.	Rs.
Balances with banks:			
– On current accounts	36,969,601	6,047,171	7,021,344
Cash on hand	8,003	5,168	10,154
	36,977,604	**6,052,339**	**7,031,498**

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Other bank balances	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Balances with banks			
Deposits with original maturity of less than three months	-	-	-
Deposits with original maturity for more than 12 months	3,275,266	-	-
	3,275,266.00	-	-
Amount disclosed as "Other financial assets" (refer note 5)	(3,275,266.00)		
Total other bank balances	**-**	**-**	**-**

11

Other equity	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
Securities premium reserve			
Balance at the beginning of the year	98,586,109	98,586,109	**103,977,867**
Less: share issue expenses	-	-	**(5,391,758)**
	98,586,109	**98,586,109**	**98,586,109**
Retained earnings			
Balance at the beginning of the year	(41,934,779)	(34,327,453)	**(8,574,653)**
Add: Profit / (Loss) for the period	(72,803,000)	(7,607,283)	**(25,752,799)**
Add: other comprehensive income	-	-	**-**
Add: Adjustment to reserves on account of transition to Ind AS	-	-	**-**
	(114,737,779)	**(41,934,736)**	**(34,327,453)**
Total other equity	**(16,151,670)**	**56,651,373**	**64,258,656**

Nature and purpose of other equity

- Securities premium reserve: Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

- Other comprehensive income (OCI) reserve: This represents balance arising own account of gain/(loss) booked on remeasurement of post employment benefits obligation through other comprehensive income.

12.1	Other financial liabilities	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
		Current	Non-current	Current	Non-current	Current	Non-current
	Lease liability						
	Lease liability	5,974,571	9,669,279	-	-		
	Total other financial liabilities	**5,974,571**	**9,669,279**	**-**	**-**	**-**	**-**

The following is the movement in lease liabilities during the year ended March 31, 2020:

Particulars	Year ended 31-Mar-20 (₹)
Balance at the beginning	**-**
Additions	18,695,201
Deletions	-
Finance cost accrued during the year	855,102
Payment of lease liabilities	(3,906,453)
Balance at the end	**15,643,850**

The table below provides details regarding the contractual maturities of lease liabilities as of March 31, 2020 on an undiscounted basis:

Particulars	Amount in (₹)
Less than one year	5,974,571
One to five years	9,669,279
More than five years	-

12.2	Other financial liabilities	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
		Current	Non-current	Current	Non-current	Current	Non-current
	Other financial liabilities						
	Expenses Payable	233,697	-	6,188,229	-	2,255,301	-
	Employee benefits payable	7,375,451	-	676,719	-	754,891	-
	Security deposit received	-	-	-	-	-	-
	Others liabilities	90,701	-	140,707	-	620,144	-
	Total other financial liabilities	**7,699,849**	**-**	**7,005,654**	**-**	**3,630,336**	**-**

13	Provisions	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
		Current	Non-current	Current	Non-current	Current	Non-current
	Provisions for gratuity	941,686	6,877,131	2,786,749	2,502,131	1,929,805	2,717,987
	Provision for leave Encashment	136,089	-	-	-		
	Total provisions	**1,077,775**	**6,877,131**	**2,786,749**	**2,502,131**	**1,929,805**	**2,717,987**

14	Other liabilities	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
		Current	Non-current	Current	Non-current	Current	Non-current
	Income Received in Advance	83,619,121	-	71,168,917	-	53,633,094	-
	Advances from customers	659,051	-	289,122	-	538,429	-
	GST Payable	3,476,617	-	1,865,177	-	1,895,857	-
	Equilisation Levy Payable	100,429	-	77,716	-	75,040	-
	PF Payable	1,027,418	-	678,728	-	460,876	-
	TDS Payable	2,106,428	-	1,399,350	-	1,068,987	-
	Unapplied Receipt	356,280	-	863,194	-	863,194	-
	Provision for Service Tax Demand	11,213,555	-	-	-	-	-
	Total other liabilities	**102,558,899**	**-**	**76,342,204**	**-**	**58,535,477**	**-**

15	Trade payables	As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
	Total outstanding dues of micro enterprises and small enterprises (refer note 15.1)	-	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises	3,953,936	2,917,050	1,577,134
	Total trade payables	**3,953,936**	**2,917,050**	**1,577,134**

15.1 Disclosures under Micro, Small and Medium Enterprises Act, 2006

The micro enterprises and small enterprises have been identified by the Company from the available information. According to such identification, the disclosures in respect to Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is as follows:

		As at 31 March 2020	As at 31 March 2019	As at 01 April 2018
(i)	Details of dues to micro and small enterprises as per MSMED Act, 2006 the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year			
	- principal amount	Nil	Nil	Nil
	- interest amount	Nil	Nil	Nil
(ii)	The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil
(iii)	The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	Nil	Nil	Nil
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil	Nil
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23	Nil	Nil	Nil

16. Equity share capital

Particulars	**As at 31 March 2020 (₹)**	**As at 31 March 2019 (₹)**	**As at 01 April 2018 (₹)**
Authorised capital			
50000 Equity Shares of ₹10/- each (March 31, 2019 - 50000 Equity Shares of ₹10/- each)	**500,000**	**500,000**	**500,000**
Issued, subscribed and paid-up capital			
26353 Equity Shares of ₹10/- each fully paid up (March 31, 2019 - 26353 Equity Shares of ₹10/- each fully paid up)	263,530	263,530	263,530
Total	**263,530**	**263,530**	**263,530**

Instruments entirely equity in nature

Compulsorily convertible preference shares

Particulars	**As at 31 March 2020 (₹)**	**As at 31 March 2019 (₹)**	**As at 01 April 2018 (₹)**
Authorised capital			
0.01 % CCPS of face value INR 10 each (31 March 2019: 10000 INR 10 each)	**100,000**	**100,000**	**100,000**
Issued, subscribed and paid-up capital			
0.01 % CCPS of face value INR 10 each (31 March 2019: 6096 INR 10 each)	60,960	60,960	60,960
Total	**60,960**	**60,960**	**60,960**

a. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	**As at 31 March 2020**		**As at 31 March 2019**		**As at 01 April 2018**	
	No of shares	**(₹)**	**No of shares**	**(₹)**	**No of shares**	**(₹)**
Equity shares						
At the beginning of the year	26,353	263,530	26,353	263,530	26,353	263,530
Add:Shares Issued during the year	-	-	-	-	-	-
Outstanding at the end of the year	**26,353**	**263,530**	**26,353**	**263,530**	**26,353**	**263,530**

b. Terms/Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

C. Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
	No of shares	(₹)	No of shares	(₹)	No of shares	(₹)
0.01% CCPS						
At the beginning of the year	6,096	60,960.00	6,096	60,960.00	6,096	60,960.00
Add:Shares Issued during the year	-	-	-	-	-	-
Less:Shares bought back during the year	-	-	-	-	-	-
Outstanding at the end of the year	**6,096**	**60,960**	**6,096**	**60,960**	**6,096**	**60,960**

The Company has only one class of preference shares having a par value of ₹10 per share. Each holder of preference shares is entitled to one vote per share. In the event of liquidation, the preference shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
	No. of shares	% Holding	No. of shares	% Holding	No. of shares	% Holding
Equity shares of ₹10 each fully paid						
Info Edge (India) Limited	26,353	100%	-	-	-	-
Tarun Matta	-	-	10,000	37.9%	10,000	37.9%
Kishan Lal Matta	-	-	10,000	37.9%	10,000	37.9%
India Quotient	-	-	2,208	8.4%	2,208	8.4%
Total	**26,353**	**100%**	**22,208**	**84%**	**22,208**	**84%**

Particulars	As at 31 March 2020		As at 31 March 2019		As at 01 April 2018	
	No. of shares	% Holding	No. of shares	% Holding	No. of shares	% Holding
0.01% CCPS of ₹10 each fully paid						
Equity shares of ₹10 each fully paid						
Info Edge (India) Limited	6,096	100%	-	-	-	-
India Quotient	-	-	1,289	21.1%	1,289	21.1%
India Technology Fund	-	-	516	8.5%	516	8.5%
Sanjay Mariwala	-	-	516	8.5%	516	8.5%
Ajay Raney	-	-	516	8.5%	516	8.5%
Claris Capital Limited	-	-	322	5.3%	322	5.3%
Total	**6,096**	**100%**	**3,159**	**52%**	**3,159**	**52%**

(Amount Rs.)

17. **Revenue from operations**	Year Ended 31 March 2020	Year Ended 31 March 2019
Revenue from operations		
Sale of services	195,166,818	166,392,188
Total revenue from operations	**195,166,818**	**166,392,188**

18. **Other income**	Year Ended 31 March 2020	Year Ended 31 March 2019
Interest income on		
Bank deposits	1,545,091	5,364,801
Interest on Income Tax Refund		649,316
Other non operating income		34,155
-Unwinding of discount on security deposit	72,699	-
Miscellaneous Income	29,522	21,115
Total other income	**1,647,311**	**6,069,387**

19. **Employee benefits expense**	Year Ended 31 March 2020	Year Ended 31 March 2019
Salaries, wages and bonus **	169,535,572	104,312,179
Gratuity Expenses	1,834,673	704,777
Staff welfare expenses	2,190,060	1,708,263
Total employee benefit expenses	**173,560,305**	**106,725,219**

** Salaries, wages and bonus includes purchase of Stock Appreciation rights during the year for Rs.4,01,77,289

20.	Finance costs	Year Ended 31 March 2020	Year Ended 31 March 2019
	Interest		
	Interest Expenses on lease liability	855,102	8,795
	Others		
	Bank Charges	362,133	361,728
	Total finance costs	**1,217,235**	**370,523**

21.	Depreciation and amortization expense	Year Ended 31 March 2020	Year Ended 31 March 2019
	Depreciation of property, plant and equipment (refer note 3)	5,261,827	2,403,691
	Total depreciation and amortization expense	**5,261,827**	**2,403,691**

22	Other Expenses	Year Ended 31 March 2020	Year Ended 31 March 2019
	Annual Subscription & License Fee	846,985	753,101
	Payment to auditor	300,000	312,500
	Bad Debts	7,100,187	4,107,415
	Server and IT Expenses	28,114,683	21,880,276
	Repair and maintenance	1,227,198	906,059
	Commission and Brokerage	1,822,993	747,052
	Conveyance	71,858	20,108
	Communication Expenses	429,662	657,477
	Miscellaneous Expenses	1,902,434	1,653,361
	Travelling and conveyance	5,007,348	6,926,977
	Electricity Expenses	1,153,479	1,146,255
	Foreign Exchange Fluctuation	29,144	70,095
	Marketing / Advertising	15,435,731	18,501,683
	Office Expenses	546,258	455,011
	Photography & Videography	1,200,388	711,741
	Printing and Stationery	2,223,123	1,389,718
	Legal and Professional Expenses	2,254,643	340,087
	Rent expenses	6,204,441	8,586,194
	Rate & Taxes**	12,099,085	281,380
	Sales Deptt Exp	534,848	1,322,106
	Total other expenses	**88,504,487**	**70,768,596**

** During the year we have made provision for service tax audit demand of Rs.11,213,555 on the basis of Audit Memo issued by the Deptt.

22.1	Payment to Auditor (excluding Goods and Services tax / Service tax wherever applicable)	Year Ended 31 March 2020	Year Ended 31 March 2019
	As Auditors		
	- Audit fees	300,000	250,000
	-Tax Audit fees	-	62,500
	Other Services		
	-Other filing & certification fee	265,340	167,620
		565,340	**480,120**

22.2 No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company is operating in one class of segment.

23. Earning per share

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

The reconciliation of the weighted average number of shares for the purposes of diluted earnings per share to the weighted average number of ordinary shares used in the calculation of basic earnings per share is as follows:

	Year Ended 31 March 2020	Year Ended 31 March 2019
Weighted average number of shares used in basic earnings per share	26,353	26,353
Weighted average number of shares used in diluted earnings per share	**32,449**	**32,449**

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

	Year Ended 31 March 2020	Year Ended 31 March 2020
Profit attributable to equity holders of the Company	(72,803,000)	(7,607,283)
Weighted average number of equity shares	26,353	26,353
Nominal value per equity shares (refer note 10)	10.00	10.00
Basic earning per share	(2,762.61)	(288.67)
Diluted earning per share	(2,243.61)	(234.44)

24. Employee Benefits

The Company has classified the various benefits provided to employees as under:

A. Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

During the year, the Company has recognised the following amounts towards defined contribution plan in the Statement of Profit and Loss

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
Employers' Contribution to Provident Fund	3,534,031	2,544,769

B. Other Long term benefits

Leave obligations

The leave obligations cover the Company's liability for earned leave.

The amount of the provision for ₹ 136,089 (Previous year - Nil) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment with in the next twelve months.

Particulars	31/03/2020	31/03/2019
Current leave obligations expected to be settled with in the next twelve months	136,089	-

Assumption used by the Actuary

Particulars	Leave Encashment / Compensated Absences	
	2019-20	2018-19
Discount Rate (per annum)	5.65%	-
Rate of increase in Compensation levels	10% for First 5 years, & 8% thereafter	-

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, seniority, promotions and other relevant factors.

C. Defined Benefit Plans

Contribution to Gratuity Funds – Life Insurance Corporation of India, Group Gratuity Scheme

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to the recognised funds in India.

Assumption used by the Actuary

Particulars	Gratuity	
	2019-20	2018-19
Discount Rate (per annum)	5.65%	-
Rate of increase in Compensation levels	10% for First 5 years, & 8% thereafter	

The amounts recongised the balance sheet & movements in the net defined benefit obligation over the year are as follows :

Changes in the Present Value of Obligation	**2019-20**	**2018-19**
Present Value of Obligation at the beginning of the year	**5,288,880**	**4,647,792**
Interest Cost	299,452	-
Current Service Cost	1,535,220	641,088
Benefits paid	(328,846)	-
-Actuarial loss/(gain) arising on account of experience changes	1,024,111	-
Present Value of Obligation at the end of the year	**7,818,817**	**5,288,880**
Changes in the Fair value of Plan Assets	**2019-20**	**2018-19**
Fair Value of Plan Assets at the beginning of the year	**481,718**	**411,252**
Interest on Plan Assets	27,274	34,155
Remeasurement due to		
Actual Return on plan assets less interest on plan assets	(49,164)	(63,689)
Assets acquired/settled*	70,000	100,000
Fair Value of Plan Assets at the end of the year	**529,828**	**481,718**

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	**2019-20**	**2018-19**
Present Value of funded obligation at the end of the year	**7,818,817**	**5,288,880**
Fair Value of Plan Assets as at the end of the period	(529,828)	(481,718)
Amount not recognised due to asset limit	-	-
Net defined benefit liability / (asset)	**7,288,989**	**4,807,162**
Current	941,686	2,786,749
Non-Current	6,877,131	2,502,131

Expense recognised in the Statement of Profit and Loss	**2019-20**	**2018-19**
Current Service Cost	1,535,220	704,777
Past Service Cost	-	-
Interest Cost	299,453	-
(Gains)/Loss on Settlement	-	-
Total	**1,834,673**	**704,777**

Amount recorded in Other comprehensive Income (OCI)	**31-Mar-20**	**31-Mar-19**
Remeasurments during the year due to		
-Experience adjustments	1,024,111	-
-Actual return on plan assets less interest on plan assets	49,164	-
Amount recognised in OCI during the year	**1,073,275**	**-**

D. Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

				Impact on defined benefit obligation				
	Change in assumption			**Increase in assumption**			**Decrease in assumption**	
	31/03/2020	**31/03/2019**		**31/03/2020**	**31/03/2019**		**31/03/2020**	**31/03/2019**
Discount Rate	1.00%	-	Decrease by	-7.90%	-	Increase by	9.20%	-
Salary growth rate	1.00%	-	Increase by	5.50%	-	Decrease by	-5.80%	-

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined obligation calculated with the projected unit credit method at the end of reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used un preparing the sensitivity analysis did not change compared to the prior year.

(E) Major Category of Plan Asset as a % of total Plan Assets

Category of Assets (% Allocation)	**As at March 31, 2020 %**	**As at March 31, 2019 %**	**As at March 31, 2020 (₹ '000)**	**As at March 31, 2019 (₹ '000)**
Insurer managed funds	100%	100%	529,828	481,718
Total	**100%**	**100%**	**529,828**	**481,718**

(F) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The gratuity fund is administered through Life Insurance Corporation of India (insurer) under its group gratuity scheme. Accordingly almost the entire plan asset investments is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

Changes in bond yields

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer.

The gratuity fund is administered through Life Insurance Corporation(LIC) of India under its Group Gratuity Scheme.

(G) Defined benefit liability and employer contribution

Expected contribution to the post employment benefit plan (Gratuity) for the year ending March 31, 2021 are ₹ 8,717,283

The weighted average duration of the defined benefit obligation is 9 years.

The expected maturity analysis of undiscounted post employment benefit plan (gratuity) is as follows :

Particulars	Less than a year	Between 1-2 years	Between 2-5 years	Over 5 years	Total
31-Mar-20					
Defined benefit obligation (gratuity)	941,686	-	3,191,216	9,975,143	14,108,045

25.1 Related Party Disclosures for the period ended March 31, 2020

(A) List of Related Parties

Holding Company

Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives

Mr. Tarun Matta

Mr. Kishan Lal Matta

Mr. Sanjeev Bikhchandani

Mr. Hitesh Oberoi

Mr. Murlee Manohar Jain

B) Details of transactions with Holding & Assocate Company for the year ended in the ordinary course of business

Nature of relationship / transaction	Holding Company	Associate Company	Total
Services Rendered	39,628,853	-	39,628,853
Rent Paid	17,613	-	17,613
Commission Paid	972,157	-	972,157

C) Details of transactions with KMP for the year ended March 31, 2020 in the ordinary course of business

Nature of relationship / transaction	KMP & Relatives	Total
Remuneration Paid:		
Mr. Tarun Matta (Salary)	1,000,000	1,000,000
Mr. Kishan Lal Matta (Salary)	300,000	300,000

d) Terms & conditions

All other transactions were made on normal commercial terms and conditions.

The remuneration to key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole

25.2 Related Party Disclosures for the period ended March 31, 2019

(A) List of Related Parties

Key Management Personnel (KMP) & Relatives

Mr. Tarun Matta

Mr. Kishan Lal Matta

B) Details of transactions with Info Edge (India) Limited for the year ended in the ordinary course of business

Nature of relationship / transaction	Holding Company	Associate Company	Total
Services Rendered	-	-	-
Rent Paid	-	-	-
Commission Paid	-	-	-

C) Details of transactions with KMP for the year ended March 31, 2019 in the ordinary course of business

Nature of relationship / transaction	KMP & Relatives	Total
Remuneration Paid:		
Mr. Tarun Matta (Salary)	4,000,000	4,000,000
Mr. Kishan Lal Matta (Salary)	1,200,000	1,200,000

d) Terms & conditions

All other transactions were made on normal commercial terms and conditions.

The remuneration to key managerial personnel does not include the provisions made for gratuity and leave benefits, as they are determined on an actuarial basis for the Company as a whole

26. Expenditure in foreign currency **Amount (Rs.)**

Particulars	Year Ended 31 March 2020	Year Ended 31 March 2019
Server IT Expense	4,143,940	5,497,795
Advertising & Promotion	5,964,253	4,565,866
Travel & Conveyance	-	43,985
Other	345,951	366,413
Total	**10,454,143**	**10,474,058**

27. Reconciliation between previous GAAP and Ind AS

Ind AS 101 requires an entity to reconcile equity, total comprehensive income and cash flows for prior periods. The following tables represent the reconciliations from previous GAAP to Ind AS.

Reconciliation of equity as on March 31, 2019 **Amount (Rs.)**

Particulars	Previous GAAP*	Adjustments	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	5,673,345	-	5,673,345
Intangible assets	1	-	1
Financial assets			
(i) Other financial assets	69,130,626	-	69,130,626
Deferred tax assets (net)	936,057	-	936,057
Current assets			
Financial assets			
(i) Trade receivables	28,528,676	-	28,528,676
(ii) Cash and cash equivalents	6,052,339	-	6,052,339
(iii) Other financial assets	2,471,160	-	2,471,160
Current tax assets (net)	22,818,918	-	22,818,918
Other current assets	12,918,529	-	12,918,529
Total Assets	**148,529,651**	**-**	**148,529,651**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	263,530	-	263,530
Instruments entirely equity in nature	60,960	-	60,960
Other equity	56,651,373	-	56,651,373
Non-current liabilities			
Provisions	2,502,131	-	2,502,131
Current liabilities			
Financial liabilities			
(i) Trade payables	2,917,050	-	2,917,050
(ii) Other financial liabilities	7,005,654	-	7,005,654
Provisions	2,786,749	-	2,786,749
Other current liabilities	76,342,204	-	76,342,204
Total equity and liabilities	**148,529,651**	**-**	**148,529,651**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of equity as on March 31, 2018 Amount (Rs.)

Particulars	Previous GAAP*	Adjustments	Ind AS
ASSETS			
Non-current assets			
Property, plant and equipment	7,043,525	-	7,043,525
Intangible assets	1	-	1
Financial assets			
(i) Other financial assets	65,195,128	-	65,195,128
Deferred tax assets (net)	736,887	-	736,887
Current assets			
Financial assets			
(i) Trade receivables	24,279,687	-	24,279,687
(ii) Cash and cash equivalents	7,031,498	-	7,031,498
(iii) Other bank balances	-	-	-
(iii) Balance with bank other than Cash and cash equivalents	-	-	-
(iv) Other financial assets	1,985,000	-	1,985,000
Current tax assets (net)	17,008,228	-	17,008,228
Other current assets	9,693,932	-	9,693,932
Total assets	**132,973,886**	**-**	**132,973,886**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	263,530	-	263,530
Instruments entirely equity in nature	60,960	-	60,960
Other equity	64,258,656	-	64,258,656
Non-current liabilities			
Provisions	2,717,987	-	2,717,987
Current liabilities			
Financial liabilities			
(i) Trade payables	1,577,134	-	1,577,134
(ii) Other financial liabilities	3,630,336	-	3,630,336
Provisions	1,929,805	-	1,929,805
Other current liabilities	58,535,477	-	58,535,477
Total equity and liabilities	**132,973,886**	**-**	**132,973,886**

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total comprehensive income for the period March 31, 2019 Amount (Rs.)

Particulars	Previous GAAP*	Adjustment	Ind AS
Income			
Revenue from operations	166,392,188	-	166,392,188
Other income	6,069,387	-	6,069,387
Total income	**172,461,575**	**-**	**172,461,575**
Expenses			
Employee benefits expense	106,725,219	-	106,725,219
Finance costs	370,523	-	370,523
Depreciation and amortization expense	2,403,691	-	2,403,691
Advertising and promotion cost	18,501,683	-	18,501,683
Network, internet and other direct charges	21,880,276	-	21,880,276
Administration and other expenses	30,386,637	-	30,386,637
Total expenses	**180,268,028**	**-**	**180,268,028**
Profit before exceptional items and tax	**(7,806,454)**	**-**	**(7,806,454)**
Exceptional items	-	-	-
Profit before tax	**(7,806,454)**	-	(7,806,454)

Particulars	Previous GAAP*	Adjustment	Ind AS
Tax expenses			
Current tax	-	-	-
Deferred tax	(199,170)	-	(199,170)
Profit after tax for the period/year	**(7,607,283)**	-	(7,607,283)
Other comprehensive income:			
(i) Items that will not be reclassified to profit or loss in subsequent periods:			
Remeasurement of post employment benefit obligations	-		
(ii) Income tax relating to items that will not be reclassified to profit or loss	-		
Items that will be reclassified to profit or loss in subsequent periods:			
Total comprehensive income for the year	**(7,607,283)**	**-**	**(7,607,283)**
Earnings per equity share			
Basic	(288.67)	-	(289)
Diluted	(234.44)	-	(234)

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Impact of Ind AS adoption on the cash flows for the year ended March 31, 2019 **Amount (Rs.)**

Particulars	Previous GAAP*	Adjustments	Ind AS
Net cash flow from operating activities	(5,310,448)	-	(5,310,448)
Net cash used in investing activities	4,331,289	-	4,331,289
Net cash used in financing activities	-	-	-
Net increase in cash and cash equivalents	(979,159)	-	(979,159)
Cash and cash equivalents as at April 01,2018	7,031,498	-	7,031,498
Cash and cash equivalents as at March 31,2019	6,052,339	-	6,052,339

*The previous GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purposes of this note.

Reconciliation of total equity as at March 31, 2019 and April 01, 2018 **Amount (Rs.)**

Particulars	March 31, 2019	April 01, 2018
Total equity (shareholder's funds) as per previous GAAP	56,975,863	64,583,146
Total equity as per Ind AS	56,975,863	64,583,146

28. Financial risk and Capital management

(A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting Sensitivity analysis	Regular monitoring to keep the net exposure at an acceptable level, with option of taking Forward foreign exchange contracts if deemed necessary.
Price Risk	Investments in mutual funds	Credit ratings	Portfolio diversification and regular monitoring

(a). Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence & goodwill. Outstanding customer receivables are regularly monitored.

The Company has established an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and 12-month expected credit loss for other receivables. An impairment analysis is performed at each reporting date on an individual basis for major parties. In addition, a large number of minor receivables are combined into homogenous categories and assessed for impairment collectively. The calculation is based on historical data of actual losses. The Company evaluates the concentration of risk with respect to trade receivables as low.

Reconciliation of loss allowance provision: **Amount (Rs.)**

	Trade receivables
Loss Allownance as on April 1, 2018	-
Change in loss allowance	-
Loss Allowance as on March 31, 2019	-
Change in loss allowance	7,100,187
Loss allowance as on March 31, 2020	**7,100,187**

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

(b). Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds and other committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.

(i) Financing arrangements

The Company had access to the following credit card facilities at the end of the reporting period :

Amount (₹)

Particulars	March 31, 2020	March 31, 2019	April 1, 2018
Credit card facilities	1,980,000	1,980,000	1,980,000

The bank credit card facilities may be drawn at any time.

(ii) Maturities of financial liabilities

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances equal their carrying balances as the impact of discounting is not significant.

	Contractual cash flows				
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade payables	4,170,252	4,170,252	-	-	-

	Contractual cash flows				
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade payables	4,970,712	4,970,712	-	-	-

	Contractual cash flows				
April 1, 2018	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade payables	2,966,960	2,966,960	-	-	-

(c). Market risk

Market risk is the risk arising from changes in market prices – such as foreign exchange rates and interest rates – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of the investments. Thus, the exposure to market risk is a function of investing and borrowing activities and revenue generating and operating activities in foreign currency.

(i). Currency risk

The Company is exposed to currency risk on account of foreign currency transactions including recognized assets and liabilities denominated in a currency that is not the Company's functional currency (₹), primarily in respect of US$, United Arab Emirates Dirham (AED), Saudi Riyal (SAR) and Bahraini Dinar (BHD). the Company ensures that the net exposure is kept to an acceptable level and is remain a net foreign exchange earner.

Exposure to currency risk

The currency profile of financial assets and financial liabilities are given below:

	As at 31/03/2020		As at March 31, 2019		As at April 01, 2018	
Financial assets	**Amount (₹)**	**(₹)**	**Amount (₹)**	**(₹)**	**Amount (₹)**	**(₹)**
Trade receivables	USD 86.86	6,523	USD 16355.6	1,133,770	AED 1802.68	31,860
	AED 257.47	5,263	AED 280.89	5,298	EUR 147.55	11,800
			SGD 309.33	15,813	OMR 35.03	5,900
					USD 1495.24	97,068
					GBP 507.011	46,179
Total-Financial assets		**11,786**	**-**	**1,154,881**	**-**	**43,659**

Financial liabilities

Trade payables	USD 16018.75	1,203,042	USD 17235	1,196,835.00	USD 6882.7	446,811
Total financial liabilities		**1,203,042**	**-**	**1,196,835**	**-**	**446,811**

(ii) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's borrowings and deposits/loans are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The exposure of the Company's financials assets/liabilities at the end of the reporting period are as follows:

Particulars	31/03/2020	31/03/2019	01/04/2018
Fixed-rate instruments			
Financial assets	3,275,266	68,447,628	62,909,511
Total	**3,275,266**	**68,447,628**	**62,909,511**

(B) Capital management

(a) Risk management

The Company's objectives when managing capital is to safeguard its ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital and accumulated profits. The Company avails borrowings only for buying vehicles.

29. Customer contract balances

The Company has adopted Ind AS 115 on Revenue from Contracts with Customers, using the modified retrospective approach. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and comparative information is not restated in the statement of profit and loss. The adoption of the standard did not have any material impact on the recognition and measurement of revenue and related items in the financial statements/results.

Particulars	31/03/2020	31/03/2019	01/04/2018
Trade Receivable	15,649,629	28,528,676	24,279,687
Contract Liabilities	84,278,172	61,184,032	46,085,130

Above missing-Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days and are conditioned to be recovered purely on passage of time. Hence contract assets have been considered to be Nil. Contract Liabilities includes Deferred Sales revenue and advance received from Customer Other disclosure as specified under IndAS 115 are not required to be made as a matter of practical expedient, since the performance obligation is part of contract that has an original expected duration of one year or less. Contract liabilities are primarily the deferred sales revenue against which amount has been received from customer but services are yet to be rendered on the reporting date either in full or in parts. Contract liabilities are recognized evenly over the subscription period, being performance obligation of the Company.

Set out below is the amount of revenue recognised from:

Particulars	For the year ended March 31, 2020 (₹)	For the year ended March 31, 2019 (₹)	For the year ended April 01, 2018 (₹)
Amount included in contract liabilities at the beginning of the year	60,015,442	45,127,455	32,623,559

The company has as a matter of practical expedient recognised the incremental costs of obtaining a contract as an expense when incurred, since the amortisation period of the asset that the entity otherwise would have recognised is generally one year or less.

For Soni Gulati & Co.
Chartered Accountants
Firm registration number: FR008770N

For and on behalf of the Board of Directors

Suresh Chand Soni
Partner
Membership No.: 083106

Hitesh Oberoi
Director
DIN No-01189953

Murlee Manohar Jain
Director
DIN No-05101562

Place: Shimla
Date: 08/06/2020

Place:Noida
Date: 08/06/2020

Place:Noida
Date: 08/06/2020

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 2nd Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing all kinds and types of internet, computer and electronics data processing services.

The Company made a loss of ₹27,712 thousand in FY 2020 as compared to loss of ₹273 thousand in FY 2019.

SHARE CAPITAL

During the year under review, the Company has increased its Authorised Share Capital from ₹5,00,000/- (Rupees Five Lakh) divided into 50,000 (Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each to ₹3,50,05,00,000/- (Rupees Three Hundred Fifty Crore and Five Lakh Only) divided into 50,000 (Fifty Thousand) Equity shares of ₹10/- (Rupees Ten Only) each and 3,50,00,000 (Three Crore Fifty Lakh), Preference Shares of ₹100/- (Rupees Hundred Only) each.

The paid-up capital of the Company increased to ₹3,48,18,17,500/- (Rupees Three Hundred Forty Eight Crore Eighteen Lakhs Seventeen Thousand and Five Hundred) consisting of 50,000 Equity Shares of ₹10/- each and 3,48,13,175 Compulsory Convertible Preference Shares ("CCPS") of ₹100/- each pursuant to allotment of 3,48,13,175 CCPS of ₹100/- each aggregating to ₹3,48,13,17,500/- (Rupees Three Hundred Forty Eight Crore Thirteen Lakh Seventeen Thousand and Five Hundred) to Info Edge (India) Ltd., holding company of the Company.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the period under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Etechaces Marketing & Consulting Pvt. Ltd. (Etechaces/Policybazaar)

Etechaces operates through website, www.policybazaar.com which helps customers understand their need for insurance and other financial products to select products/schemes accordingly, that best suit their requirements.

During the year under review, the Company acquired 4 Equity Shares and 7,548, 0.01% Series F, Compulsorily Convertible Preference Shares of Policybazaar for a total consideration of ₹3,446.32 million (approx. USD 50 million) for 5.20% stake on fully converted and diluted basis.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as Statutory Auditors of the Company in the First Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2019-20 to 2023-24. The period under review was the first year of audit by M/s. Sharma Goel & Co. LLP in the Company.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms. Sharmeen Khalid was appointed as an Additional Director of the Company w.e.f. March 30, 2020 and her appointment will be regularized by the members of the Company in the ensuing Annual General Meeting of the Company.

Further, Ms. Rabab Zaidi was appointed as Company Secretary of the Company w.e.f. November 11, 2019 in place of Ms. Shikha Kumari who has resigned from the position of Company Secretary w.e.f. November 7, 2019.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Chintan Thakkar (DIN: 00678173), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 7(seven) times during the period under review on April 1, 2019, April 15, 2019, May 24, 2019, August 5, 2019 which was adjourned and held on August 12, 2019, November 11, 2019, February 11, 2020 and March 30, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Murlee Manohar Jain	Director	7	7
Mr. Chintan Thakkar	Director	7	7
Mr. Rajesh Kumar Aggarwal	Director	7	7
Ms. Sharmeen Khalid*	Director	7	0

**Ms. Sharmeen Khalid was appointed as an Additional director w.e.f. March 30, 2020 and no Board Meeting was held during her tenure of directorship in FY 2019-20.*

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loans or guarantees during the year under review.

The details of the investments made by the Company is given in the Note no. 3(a) of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note no. 12 of the notes to Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://www.infoedge.in/pdfs/diphda-internet-services-limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

Section 134 of the Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Further, schedule IV to the Companies Act, 2013 states that performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

In accordance with the aforesaid provisions, the Board has carried out the annual performance evaluation of its own performance and the Directors individually.

Some of the performance indicators based on which the evaluation takes place are attendance in the meetings and quality of preparation/participation, ability to provide leadership, work as team player.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Chintan Thakkar	Murlee Manohar Jain
Place: Noida	(Director)	(Director)
Date : June 8, 2020	DIN: 00678173	DIN: 05101562

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company, with its Promoters, the Directors or the management, their relatives or with the subsidiaries of the Company etc. are present under Note no. 12 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Chintan Thakkar
(Director)
DIN: 00678173

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date : June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74999DL2018PLC335245

ii. Registration Date :- June 13, 2018

iii. Name of the Company: - Diphda Internet Services Limited

iv. Category / Sub-Category of the Company :- Company Limited by Shares

v. Address of the Registered office and contact details:-
GF-12 A, 94, Meghdoot Building,
Nehru Place, New Delhi - 110019
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: diphda@infoedge.com
Website: - NA

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No	Name and Description of main products / services	NIC Code of the product/ service	% to total turnover of the company
1.	To Carry on the business of providing all kind and types of internet, computer, electronic and related services	63112	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	% of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	49,994 (Equity Shares)	6* (Equity Shares)	50,000 (Equity Shares)	100	-
	-	-	-	-	34,813,175** (Compulsory Convertible Preference Shares)	-	34,813,175** (Compulsory Convertible Preference Shares)	100	100
Grand Total	**-**	**50,000* (Equity Shares)**	**50,000 (Equity Shares)**	**100**	**49,994 (Equity Shares)**	**6* (Equity Shares)**	**50,000 (Equity Shares)**	**100**	**-**
	-	**-**	**-**	**-**	**34,813,175** (Compulsory Convertible Preference Shares)**	**-**	**34,813,175** (Compulsory Convertible Preference Shares)**	**100**	**100**

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

**34,813,175 Compulsory Convertible Preference Shares were issued and allotted to Info Edge (India) Ltd. holding company of the Company on April 15, 2019 in Dematerialized Form.

ii. **Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	0.00	50,000 (Equity Shares)	100	0.00	-
		-	-	-	34,813,175* (Compulsory Convertible Preference Shares)	100	0.00	100

*34,813,175 Compulsory Convertible Preference Shares were issued and allotted to Info Edge (India) Ltd. holding company of the Company on April 15, 2019 in Dematerialized Form.

iii. **Change in Promoter's Shareholding :**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	-	-	-	50,000 (Equity Shares)	100
		-	-	15/04/2019	Subscription of Compulsory Convertible Preference Shares	34,813,175 (Compulsory Convertible Preference Shares)	34,813,175 (Compulsory Convertible Preference Shares)	100

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

v. **Shareholding of Directors and Key Managerial Personnel**

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Chintan Thakkar	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00
2.	Murlee Manohar Jain	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00
3.	Rajesh Kumar Aggarwal	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment: Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Chintan Thakkar
(Director)
DIN: 00678173

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date : June 8, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF DIPHDA INTERNET SERVICES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of DIPHDA INTERNET SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

    c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

    d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

    e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

    g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

        i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.

        ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

        iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SHARMA GOEL & CO. LLP
Chartered Accountants
FRN – 000643N / N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAEU3135

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DIPHDA INTERNET SERVICES LIMITED of even date)

i. The Company does not have any fixed Assets. Accordingly, clause 3(i) of the order is not applicable.

ii. The Company is involved in the business of rendering services. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SHARMA GOEL & CO. LLP
Chartered Accountants
FRN – 000643N / N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAEU3135

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of DIPHDA INTERNET SERVICES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **DIPHDA INTERNET SERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHARMA GOEL & CO. LLP
Chartered Accountants
FRN – 000643N / N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAEU3135

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Notes	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Assets			
Non-current assets			
Financial assets			
Investments	3(a)	3,446,317	-
Non-current tax asset (net)	4	9	-
Total non-current assets		**3,446,326**	**-**
Current assets			
Inventories			
Financial assets			
Cash and cash equivalents	3(b)	7,662	355
Total current assets		**7,662**	**355**
Total assets		**3,453,988**	**355**
EQUITY & LIABILITIES			
Equity			
Equity share capital	5	500	500
Other equity	6	3,453,333	(273)
Total equity		**3,453,833**	**227**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	7(a)	-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
Trade payables	7(b)		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		145	128
Other current liabilities	8	10	-
Total current liabilities		**155**	**128**
Total liabilities		**155**	**128**
Total equity and liabilities		**3,453,988**	**355**
Summary of significant accounting policies	2		

The accompanying notes 1 to 21 are in integral part of the interim condensed Financial Statements.

As per our report of even date attached
For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors of
Diphda Internet Services Limited
CIN: U74999DL2018PLC335245

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-2397913

Rabab Zaidi
Company Secretary

Place: New Delhi
Date: June 08, 2020

Place: Noida
Date: June 08,2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Notes	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Income			
Revenue from operations		-	-
Other income		-	-
I. Total income		**-**	**-**
Expenses			
Administration and other expenses	9	27,712	273
II. Total expenses		**27,712**	**273**
III. Profit /(Loss) before exceptional items and tax (I-II)		**(27,712)**	**(273)**
IV. Exceptional items		-	-
V. Loss before tax (III-IV)		**(27,712)**	**(273)**
VI. Tax expense			
Current tax		-	-
VII.Loss for the year		**(27,712)**	**(273)**
Earning per share:	11		
Basic earnings per share (INR)		**(554.23)**	**(6.83)**
Diluted earings per share (INR)		**(0.08)**	**(6.83)**
Summary of significant accounting policies	2		

The accompanying notes 1 to 21 are in integral part of the interim condensed Financial Statements.

As per our report of even date attached
For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Diphda Internet Services Limited
CIN: U74999DL2018PLC335245

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-2397913

Rabab Zaidi
Company Secretary

Place: Noida
Date: June 08,2020

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Cash flow from operating activities:		
Loss before tax	(27,712)	(273)
Operating loss before working capital changes	(27 712)	(273)
Changes in working capital :		
Increase/(Decrease) in Trade payables	17	128
Increase/(Decrease) in Other current liabilities	10	-
Cash generated used in operations	(27,685)	(145)
Taxes Paid (Net of TDS)	(9)	-
Net cash outflow used in operating activities (A)	(27,694)	(145)
Cash flow from investing activities:		
Purchase of investments	(3,446,317)	-
Net cash outflow used in investing activities (B)	(3,446,317)	-
Cash flow from financing activities:		
Proceeds form fresh issue of Share Capital (including Share Premium)	3,481,318	500
Net cash inflow from financing activities (C)	3,481,318	500
Net increase in cash & cash equivalents (A+B+C)	7,307	355
Cash and cash equivalents at the begning of the year	355	-
Cash and cash equivalents at the end of the year	7,662	355
Cash and cash equivalents comprise (Refer note 3(b))		
Cash on hand	5	5
Balance with banks		
on current accounts	7,657	350
on 'Fixed deposits accounts with original maturity of less than 3 months	-	-
Total cash and bank balances at end of the year	7,662	355
In Fixed deposits accounts with original maturity more than 12 months	-	-
Total	7,662	355

Notes :

1. The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], as amended.
2. Figures in brackets indicate cash outflow.

The accompanying notes 1 to 21 are in integral part of the interim condensed Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Diphda Internet Services Limited
CIN: U74999DL2018PLC335245

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-2397913

Rabab Zaidi
Company Secretary

Place: Noida
Date: June 08, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

A. Equity share capital

Particulars	Note	Amount (₹ '000)
Equity shares of ₹10 each issued, subscribed and fully paid		
Opening		**500**
Add: issue during the year	5(a)	-
Closing		**500**

B. Other equity (₹ '000)

Particulars	Equity Component of Preference shares	Reserve & Surplus	Total
		Retained Earnings	
Balance as at April 01, 2018	-	**-**	**-**
Profit/(Loss) for the year	-	(273)	**(273)**
Balance as at March 31, 2019	**-**	**(273)**	**(273)**

(₹ '000)

Particulars	Equity Component of Preference shares	Reserve & Surplus	Total
		Retained Earnings	
Balance as at April 01, 2019	**-**	**(273)**	**(273)**
Transferred during the year	3,481,318		**3,481,318**
Loss for the year	-	(27,712)	**(27,712)**
Balance as at March 31, 2020	**3,481,318**	**(27,985)**	**3,453,333**

Summary of significant accounting policies 2

The accompanying notes 1 to 21 are in integral part of the interim condensed Financial Statements.

As per our report of even date attached
For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

For and on behalf of the Board of Directors
Diphda Internet Services Limited
CIN: U74999DL2018PLC335245

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-2397913

Rabab Zaidi
Company Secretary

Place: New Delhi
Date: June 08, 2020

Place: Noida
Date: June 08,2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Corporate Information

Diphda Internet Services Limited (the company) is a limited company domiciled in India and incorporated on June 13th, 2018 under the provisions of the Companies Act applicable in India. The company is a wholly owned subsidiary of Info Edge (India) Ltd and the registered office of the Company is located at GF-12A, 94 Meghdoot Building, Nehru Place, New Delhi – 110019.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rule 2016.

The Company prepared its financial statements in accordance with accounting standards notified under Companies (Accounting Standard) Rules 2006 (as amended) and other relevant provisions of the Act.

(ii) Current vs non-current classification:

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

(iii) Basis of measurement:

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

(iv) Use of estimates:

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected.

B. Taxes on Income

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit/(loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

C. Provisions and contingent liabilities

Provisions are recognized when there is a present 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

D. **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks, cheques on hand, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash at banks and short-term deposits net of bank overdraft.

E. **Earnings Per Share (EPS)**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

F. **Investments and other financial assets**

(i) Classification

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

- those to be measured subsequently at fair value through profit or loss, and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments in subsidiaries and associates, these are carried at cost in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

(iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognized in profit or loss only when the right to receive the payments is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably, which is generally when the shareholders approve the dividend.

G. **Contributed equity**

Equity Shares are classified as equity share capital.

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

H. **Fair value measurement**

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

I. **Exceptional items**

Exceptional items include income or expense that are considered to be part of ordinary activities, however, are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items –

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost/ book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

J. **Critical estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

K. **Rounding of Amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. Financial assets

(a) Non current investments

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Unit	Face value per unit (In ₹)	(₹ '000)	(₹ '000)	Number of Unit	Face value per unit (In ₹)	(₹ '000)	(₹ '000)
Other than trade investments (Unquoted)								
Investments in Equity instruments of Associates								
eTechAces Marketing and Consulting Private Limited 4 nos.(March 31, 2019 Nil) Equity Shares of face value of ₹ 10/- each	4	10	1,825		-	-	-	
				1,825				-
Investments in Preference shares of Associates								
eTechAces Marketing and Consulting Private Limited 7548 nos.(March 31, 2019 Nil) 0.1% CCPS of face value of ₹ 100/- each	7,548	100	3,444,492		-	-	-	
				3,444,492				-
				3,446,317				**-**

** Unless otherwise stated

Aggregate amount of quoted investments & market value thereof	**-**	**-**
Aggregate amount of unquoted investments	**3,446,317**	**-**
Aggregate amount for impairment in value of investments	**-**	**-**

(b) Cash and cash equivalents

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Cash and cash equivalents		
Cash on hand	5	5
Balances with bank in current account	7,657	350
	7,662	**355**

4. Non-current tax asset (net)

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Advance tax	9	-	-	-
Less: Provision for tax	-	-	-	-
	9	**-**	**-**	**-**

5. Share capital

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Authorised Capital		
50,000 Equity Shares of ₹ 10/- each (Previous Year - 50,000 Equity Shares of Rs 10/- each)	500	500
35,000,000 0.0001% Compulsorily Comvertible Preference Shares of ₹ 100/- each (Previous Year - Nil Preference Shares of Rs 100/- each)	3,500,000	-
Issued, Subscribed And Paid-Up Capital		
50,000 Equity Shares of Rs 10/- each, fully paid up (Previous Year - 50,000 Equity Shares of Rs 10/- each)	500	500
34,813,175 0.0001% Compulsorily Comvertible Preference Shares of ₹ 100 each, fully paid up (Previous Year - Nil Preference Shares of Rs 100/- each)	3,481,318	-
	3,481,818	**500**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ '000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ '000)
Equity Shares				
Outstanding at the begning of the year	50,000	500	-	-
Add: Issued during the year	-	-	50,000	500
Outstanding at the end of the year	**50,000**	**500**	**50,000**	**500**

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ '000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ '000)
Preference Shares				
At the beginning of the year	-	-	-	-
Add: Issued during the year	34,813,175	3,481,318	-	-
Less: Converted during the year	-	-	-	-
Outstanding at the end of the year	**34,813,175**	**3,481,318**	**-**	**-**

b. Rights, preferences and restrictions attached to shares

Equity Shares: The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. Dividend if any declared is payable in Indian Rupees.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. No class of shares have been issued as bonus shares or for consideration other than cash and no class of share have been bought back by the Company during the current year.

d. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of INR 10 each fully paid				
Info Edge (India) Ltd (Including shares held by nominee of Info Edge (India) Ltd	50,000	100%	50,000	100%
	50,000	**100.00%**	**50,000**	**100.00%**

6. Other equity

Particulars	As at March 31, 2020 (₹ '000)		As at March 31, 2019 (₹ '000)	
Deficit in the statement of profit & loss				
Opening balance	(273)		-	
Add:Loss for the year	(27,712)		(273)	
Closing balance		(27,985)		(273)
Equity Component of Preference shares		3,481,318		-
		3,453,333		**(273)**

7 Financial liabilities

(a). Borrowings

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Preference shares issued to Holding Company				
Info Edge India Ltd				
34,813,175 nos 0.0001% Compulsorily Convertible Preference Shares of ₹ 100 each, fully paid up, (March 31, 2019 - Nil) maturity not exceeding 20 years from the date of issue	3,481,318	-	-	-
Less: Equity Component of Preference shares	(3,481,318)	-	-	-
	-	**-**	**-**	**-**

(b). Trade payables

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Trade Payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	145	128
	-	**-**	**145**	**128**

There are no micro enterprises and small enterprises to which the Company owes dues as at March 31, 2020 . This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

8. Other current liabilities

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
TDS Payable - Professional	-	-	10	-
	-	**-**	**10**	**-**

9. Administration and other expenses

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Auditor's Remuneration	118	118
Legal and professional expenses	79	122
ROC Charges	27,485	10
Office Repair & Maint	2	-
Rent	28	23
	27,712	**273**

10. Auditors Remuneration

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Statutory audit fees	100	100
Goods & Service Tax	18	18
	118	**118**

11. Basic & Diluted Earnings Per Share (EPS)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
(Loss) attributable to Equity Shareholders (INR)	(27,711,386)	(273,388)
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	40,000
Basic Earnings Per Equity Share of ₹ 10 each (INR)	(554.23)	(6.83)
Weighted average number of Preference Shares outstanding during the year (Nos.)	334,815,235	-
Total Weighted average number of Shares outstanding during the year (Nos.)	334,865,235	40,000
Diluted Earnings Per Equity Share of ₹ 10 each (INR)	(0.08)	(6.83)

12(1). Related Party Disclosures

Related Party Disclosures for the year ended March 31, 2020

(A) Names of related parties and description of relationship as identified and certified by the Company:

Holding Company

Info Edge (India) Limited

B) Transactions with related party Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Issue of Preference Shares	3,481,318	-	**3,481,318**
Rent Expenses	28	-	**28**

C) Amount due to/from related parties Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Debit Balances			
Outstanding Advances	-	-	**-**
Maximum Amount outstanding during the year	-	-	**-**
Credit Balances			
Outstanding Payable	28	-	**28**
Maximum Amount outstanding during the year	28	-	**28**

12 (2) . Related Party Disclosures for the year ended March 31, 2019

(A) Names of related parties and description of relationship as identified and certified by the Company:

Holding Company

Info Edge (India) Limited

B) Transactions with related party Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Issue of Equity Shares	500	-	**500**
Rent Expenses	23	-	**23**

C) Amount due to/from related parties Amount (₹ '000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Debit Balances			
Outstanding Advances	-	-	**-**
Maximum Amount outstanding during the year	-	-	**-**
Credit Balances			
Outstanding Payable	23	-	**23**
Maximum Amount outstanding during the year	23	-	**23**

13. During the year ended March 31, 2020, the Company has made fresh issue of 34,813,175 0.0001% Compulsorily convertible preference shares (CCPS) of ₹ 100/- each and the same has been issued to Info Edge India Limited.

14. During the year ended March 31, 2020, Company has invested in 4 equity shares and 7,548 preference shares of face value of ₹ 10/- & ₹ 100/- each of eTechAces Marketing and Consulting Private Limited amounting to ₹ 1,825.38 thousands and ₹ 3,444,492.06 thousands respectively.

15. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standards (IND AS)) Rules 2015, as amended by notification dated March 31, 2016 as there was no income during the year.

16. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standards (IND AS)) Rules 2015, as amended by notification dated March 31, 2016, are not applicable on the company since there was no employee employed by the company during the year.

17. INCOME TAX EXPENSES

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

a) Income Tax expense

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Current tax on profit for the year	-	-
Total current tax expenses	**-**	**-**
Deferred Tax	-	-
Total (a)	**-**	**-**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Profit before tax	(27,711)	(273)
Tax @ 25.168% (Previous Year- 26%)	**-**	**-**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Total (b)	-	-
Difference (a-b)	**-**	**-**

18. Financial Instruments And Risk Management

Fair value Hierarchy

a) Financial instruments by category

(Amount ₹ '000)

	March 31, 2020		March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash Equivalents	-	7,662	-	355
Total Financial Assets	-	**7,662**	-	**355**
Financial Liabilities				
Trade payables	-	145	-	128
Total Financial Liabilities	-	**145**	-	**128**

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit or loss.To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table

b) Fair value hierarchy for assets and liabilities

There are no financial assets and financial liabilities which are restated at fair value

c) Valuation techniques used to determine fair value

Not applicable

d) Financial assets and liabilities measured at amortised cost

Fair value of financial assets and liabilities measured at amortised cost

(Amount ₹ '000)

	March 31, 2020		March 31, 2019	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Cash and cash Equivalents	7,662	7,662	355	355
Total Financial Assets	**7,662**	**7,662**	**355**	**355**
Financial Liabilities				
Trade payables	145	145	128	128
Total Financial Liabilities	**145**	**145**	**128**	**128**

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

19. Financial Risk And Capital Management

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rate	Sensitivity analysis	Interest rate swaps

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors. Company treasury identifies, financial risks in close cooperation with the Company's operating units.

Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings . Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Amount ₹ '000 March 31, 2020	**Amount ₹ '000** March 31, 2019
Fixed-rate instruments		
Financial assets	-	-
Financial liabilities	-	-
Total	**-**	**-**

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company is primarily engaged in investments in technology companies; and borrows short term and long term funds from holding & group companies to meet the fund requirements.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

			Contractual cash flows		**Amount ₹ '000**
March 31, 2020	**Total ₹ '000**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade and other payables	145	145	-	-	-

			Contractual cash flows		**Amount ₹ '000**
March 31, 2019	**Total ₹ '000**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade and other payables	128	128	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not signficant

B) Capital management

a) Risk management

The Comapny's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, and borrowings.

b) Dividend

The Company did not pay any dividend during the year

20. Ind AS 116 Leases:

"The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their balance sheets. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application.

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements."

21. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Diphda Internet Services Limited
CIN: U74999DL2018PLC335245

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-2397913

Rabab Zaidi
Company Secretary

Place: Noida
Date: June 08,2020

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 10th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

During the year under review, the company had a profit of ₹ 348 thousand as compared to a loss of ₹ 99 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the capital structure of the Company during the year under review.

DIVIDEND

The Company intends to preserve profit earned during the year and use the amount for operations of the Company. In view of the above, your Directors do not propose any dividend for distribution.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material change affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Etechaces Marketing & Consulting Pvt. Ltd. (Etechaces/Policybazaar)

Etechaces operates through website, www.policybazaar.com which helps customers understand their need for insurance and other financial products to select products/schemes accordingly, that best suit their requirements.

The Company holds 16.51% in Policybazaar on fully converted and diluted basis. However, since 49.99% of the company's capital is held by MacRitchie Investment Pte. Ltd., company's relevant economic interest in Etechaces is 8.26%.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 7th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2020-21.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There has been no change in the Directors and Key Managerial Personnel during the year under review. Mr. Sanjeev Bikhchandani, Mr. Chintan Thakkar and Mr. Mohit Naresh Bhandari are the Directors and Ms. Jaya Bhatia is the Company Secretary of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani, Director (DIN: 00065640), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 4 (Four) times during the year on May 24, 2019, August 05, 2019 (adjourned and held on August 12, 2019), November 11, 2019 and February 11, 2020.

The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	4	4
Mr. Chintan Thakkar	Director	4	4
Mr. Mohit Naresh Bhandari	Nominee Director	4	1

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investment made by the Company is given in the note no. 3(a) of notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 14 of notes to Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://infoedge.in/pdfs/Makesense-Technologies-Limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within the purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Sanjeev Bikhchandani	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date : June 22, 2020	DIN: 00065640	DIN: 00678173

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis**

a)	Name of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangements or transactions at arm's length basis**

a)	Name of the related party and nature of relationship	Not Applicable
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their realtives are present under Note No. 14 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date : June 22, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74999DL2010PLC270018

ii. Registration Date:- September 21, 2010

iii. Name of the Company: - MakeSense Technologies Ltd.

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-
Ground Floor, 12A,
94, Meghdoot Building, Nehru Place,
New Delhi - 110019
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: makesense@infoedge.com
Website: --N.A.

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	78100	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	50.01	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	%of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding- Bodies Corporate	108,311 (Equity Shares)	500,000* (Equity Shares)	608,311 (Equity Shares)	50.01	608,305 (Equity Shares)	6* (Equity Shares)	608,311 (Equity Shares)	50.01	-
Foreign Body Corporate	608,189 (Equity Shares)	-	608,189 (Equity Shares)	49.99	608,189 (Equity Shares)	-	608,189 (Equity Shares)	49.99	-
Grand Total	**716,500 (Equity Shares)**	**500,000* (Equity Shares)**	**1,216,500 (Equity Shares)**	**100**	**1,216,494 (Equity Shares)**	**6* (Equity Shares)**	**1,216,500 (Equity Shares)**	**100**	**-**

*6 (six) shares were held by, one body corporate and five individuals as nominee of Info Edge (India) Ltd.

ii. **Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	608,311 (Equity Shares)	50.01	0.00	608,311 (Equity Shares)	50.01	0.00	-

iii. **Change in Promoter's Shareholding : No Change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil, except that of MacRitchie Investments Pte. Ltd.**

v. **Shareholding of Directors and Key Managerial Personnel**

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Chintan Thakkar	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment: Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year, there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date : June 22, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MAKESENSE TECHNOLOGIES LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of MAKESENSE TECHNOLOGIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the **Auditor's Responsibilities for the Audit of the Standalone Financial Statements** section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

  We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

  We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

Date:
Place: Noida

AMAR NATH MITTAL
Partner
Membership No.017755

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MAKESENSE TECHNOLOGIES LIMITED of even date)

i. The Company does not have any fixed Assets. Accordingly, clause 3(i) of the order is not applicable.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures during the year. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N / N500012

Date:
Place: Noida

AMAR NATH MITTAL
Partner
Membership No.017755

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of MAKESENSE TECHNOLOGIES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **MAKESENSE TECHNOLOGIES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenanc e of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidanc e Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N / N500012

Date:
Place: Noida

AMAR NATH MITTAL
Partner
Membership No.017755

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Assets			
Financial assets			
(i) Investments	3(a)	3,230,316	3,230,316
(ii) Other financial assets	3(b)	11,683	-
Non-current tax asset (net)	4	38	122
Total non-current assets		**3,242,037**	**3,230,438**
Current Assets			
Financial assets			
(i) Other financial assets	3(b)	392	11,347
(ii) Cash and cash equivalents	3(c)	1,053	1,372
Total current assets		**1,445**	**12,719**
Total Assets		**3,243,482**	**3,243,157**
Equity & Liabilities			
Equity			
Equity share capital	5	12,165	12,165
Other equity	6	3,231,099	3,230,751
Total equity		**3,243,264**	**3,242,916**
LIABILITIES			
Current liabilities			
Financial liabilities			
(i) Trade payables	7		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		203	241
Other current liabilities	8	15	-
Total current liabilities		**218**	**241**
Total equity & liabilities		**3,243,482**	**3,243,157**

The accompanying notes 1 to 23 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date:June 22, 2020

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999DL2010PLC270018

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Jaya Bhatia
(Company Secretary)

Place: Noida
Date:June 22, 2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2020

Particulars	Note	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Income			
Other income	9	809	2,851
Total Income		**809**	**2,851**
Expenses			
Finance costs	10	1	7
Other expenses	11	344	2,308
Total Expenses		**345**	**2,315**
Profit/(Loss) before tax		**465**	**536**
Tax expense			
Current tax	19	117	635
Profit/(Loss) for the year		**348**	**(99)**
Other comprehensive income		-	-
Other comprehensive income/(loss) for the year, net of income tax		**-**	**-**
Total comprehensive income/(losss) for the year		**348**	**(99)**
Earnings per share:	13		
Basic earnings per share		0.29	(0.09)
Diluted earnings per share		0.29	(0.09)

The accompanying notes 1 to 23 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date:June 22, 2020

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999DL2010PLC270018

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Jaya Bhatia
(Company Secretary)

Place: Noida
Date:June 22, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

S.No.	Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
A.	**Cash flow from operating activities:**		
	Net profit/(loss) before exceptional items and tax	**465**	**536**
	Adjustments for:		
	Interest received on Fixed Deposits	(809)	(2,851)
	Operating profit before working capital changes	**(345)**	**(2,315)**
	Adjustments for changes in working capital :		
	Increase/(Decrease) in Trade payables	(39)	50
	Increase/(Decrease) in Other current liabilities	16	(31)
	Cash used in operating activities	**(368)**	**(2,296)**
	Taxes Paid (Net of TDS)	(32)	(640)
	Net cash outflow from operating activities	**(400)**	**(2,936)**
B.	**Cash flow from Investing activities:**		
	Investment in fixed deposits (net)	(1,072)	151
	Purchase of investments	-	(1,905,178)
	Interest received on Fixed Deposits	1,153	2,171
	Net cash inflow/(outflow) from investing activities	**81**	**(1,902,856)**
C.	**Cash flow from financing activities:**		
	Proceeds form fresh issue of Share Capital (including Share Premium)	-	1,907,163
	Net cash inflow from financing activities	**-**	**1,907,163**
	Net increase/decrease in cash & cash equivalents	**(319)**	**1,371**
	Opening balance of cash and cash equivalents	**1,372**	**1**
	Closing balance of cash and cash equivalents	**1,053**	**1,372**
	Cash and cash equivalents comprise		
	Cash in hand	7	7
	Balance with scheduled banks		
	In current accounts	1,046	1,365
	In fixed deposits accounts with original maturity of less than 3 months	-	-
	Total cash and cash equivalents	**1,053**	**1,372**
	In Fixed deposits accounts with original maturity more than 3 months	-	-
	Total	**1,053**	**1,372**

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method as set out in IND AS 7 on Cash Flow Statement notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014.

2 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 23 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date:June 22, 2020

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999DL2010PLC270018

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Jaya Bhatia
(Company Secretary)
Place: Noida
Date:June 22, 2020

STATEMENTS OF CHANGES IN EQUITY

a. Equity share capital

Particulars	Amount (₹ '000)
As at April 01, 2019	**9,999**
Changes in equity share capital during the year	2,166
As at March 31, 2019	**12,165**
Changes in equity share capital during the year	-
As at MARCH 31, 2020	**12,165**

b. Other Equity (₹ '000)

Particulars	Reserve & Surplus		Total
	Share premium account	Retained Earnings	
Balance as at April 01 2018	**1,336,651**	**(10,798)**	**1,325,853**
Amount received on issue of shares	1,904,997	-	**1,904,997**
Profit/(Loss) for the year	-	(99)	**(99)**
Balance as at March 31,2019	**3,241,648**	**(10,897)**	**3,230,751**

(Rs. '000)

Particulars	Reserve & Surplus		Total
	Share premium account	Retained Earnings	
Balance as at April 01 2019	**3,241,648**	**(10,897)**	**3,230,751**
Amount received on issue of shares	-	-	**-**
Profit/(Loss) for the year	-	348	**348**
Balance as at MARCH 31, 2020	**3,241,648**	**(10,549)**	**3,231,099**

The accompanying notes 1 to 23 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date:June 22, 2020

For and on behalf of the Board of Directors
MakeSense Technologies Limited
CIN:U74999DL2010PLC270018

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Jaya Bhatia
(Company Secretary)

Place: Noida
Date:June 22, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Makesense Technologies Limited (the company) is a limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at GF-12A, 94 Meghdoot Building, Nehru Place, New Delhi – 110019.

The financial statements are approved for issue by the Company's Board of Directors on June 22, 2020.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards) Rules, 2015, as amended by notification dated March 31, 2016] and other relevant provisions of the Act.

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

The financial statements are presented in Indian Rupees and all amounts disclosed in the financial statements and notes have been rounded off in thousands (as per the requirement of Schedule III), unless otherwise stated.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will be available against which such temporary differences can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

C. Provisions

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

D. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

E. Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

F. Investments and other financial assets

(i) Classification

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

- those to be measured subsequently at fair value through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments in subsidiaries and associates these are carried at cost in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

G. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

H. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

I. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. FINANCIAL ASSETS

(a) NON CURRENT INVESTMENTS - SHARES

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹)	(₹ '000)	(₹ '000)	Number of Share	Face Value per share (In ₹)	(₹ '000)	(₹ '000)
Other than trade investments (Unquoted)								
Investments in Equity instruments of Associates								
eTechAces Marketing and Consulting Private Limited 11950 nos.(March 31, 2019 11950 nos.) Equity Shares	11,950	10.00	700,200		11,950	10.00	700,200	
				700,200				700,200
Investments in Preference shares of Associates								
eTechAces Marketing and Consulting Private Limited 12006 nos.(March 31, 2019 12006 nos.) 0.1% compulsorily convertible preference shares	12,006	100.00	2,530,116		12,006	100.00	2,530,116	
				2,530,116				2,530,116
				3,230,316				**3,230,316**
Aggregate amount of quoted investments & market value thereof				-				-
Aggregate amount of unquoted investments				3,230,316				3,230,316
Aggregate amount for impairment in value of investments				-				-

(b) OTHER FINANCIAL ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	Non-Current As at March 31, 2020 (₹ '000)	Non-Current As at March 31, 2019 (₹ '000)	Current As at March 31, 2020 (₹ '000)	Current As at March 31, 2019 (₹ '000)
In fixed deposit accounts with original maturity of more than 12 months	11,683	-	-	10,611
Interest accrued on fixed deposits	-	-	392	736
	11,683	**-**	**392**	**11,347**

(c) CASH & BANK BALANCES

Particulars	Non-Current As at March 31, 2020 (₹ '000)	Non-Current As at March 31, 2019 (₹ '000)	Current As at March 31, 2020 (₹ '000)	Current As at March 31, 2019 (₹ '000)
Cash & cash equivalents				
Cash on hand	-	-	7	7
Balances with bank - current account	-	-	1,046	1,365
	-	**-**	**1,053**	**1,372**

4. NON-CURRENT TAX ASSET (NET)

Particulars (Unsecured, considered good unless otherwise stated)	Non-Current As at March 31, 2020 (₹ '000)	Non-Current As at March 31, 2019 (₹ '000)	Current As at March 31, 2020 (₹ '000)	Current As at March 31, 2019 (₹ '000)
Advance tax (including TDS recoverable)	955	922	-	-
Less: Provision for tax	(917)	(800)	-	-
	38	**122**	**-**	**-**

5. SHARE CAPITAL

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
AUTHORISED CAPITAL		
25,500,000 Equity Shares of Rs. 10/- each (Previous Year - 25,500,000 Equity Shares of Rs 10/- each)	255,000	255,000
3,000,000 0.0001% Cumulative Redeemable Preference Shares of Rs. 100 each (Previous Year - 3,000,000 Preference Shares of Rs 100/- each)	300,000	300,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
1,216,500 Equity Shares of Rs 10/- each, fully paid up (Previous Year - 1,216,500 Equity Shares of Rs 10/- each)	12,165	12,165
	12,165	**12,165**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ '000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ '000)
Equity Shares				
At the beginning of the year	1,216,500	12,165	999,900	9,999
Add: Issued during the year	-	-	216,600	2,166
Outstanding at the end of the year	**1,216,500**	**12,165**	**1,216,500**	**12,165**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Ltd (excluding 6 shares held by Nominee of shareholders)	608,305	50.00%	608,305	50.00%
MacRitchie Investments Pte. Ltd.	608,189	49.99%	608,189	49.99%
	1,216,494	**99.99%**	**1,216,494**	**99.99%**

6. OTHER EQUITY

Particulars	As at March 31, 2020		As at March 31, 2019	
	(₹ '000)	(₹ '000)	(₹ '000)	(₹ '000)
Securities Premium Account				
Opening Balance	3,241,648		1,336,651	
Add : Addition during the year	-		1,904,997	
		3,241,648		3,241,648
Statement of Profit & Loss				
Opening Balance	(10,897)		(10,798)	
Add: Profit/(Loss) for the year	348		(99)	
		(10,549)		(10,897)
		3,231,099		**3,230,751**

7. FINANCIAL LIABILITIES

TRADE PAYABLES

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Trade Payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	203	241
	-	**-**	**203**	**241**

There are no micro enterprises and small enterprises to which the Company owes dues as at March 31, 2020 and March 31, 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

8. OTHER CURRENT LIABILITIES

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
TDS payable	-	-	15	-
	-	**-**	**15**	**-**

9. OTHER INCOME

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Interest income on fixed deposits with banks	809	2,851
	809	2,851

10. FINANCE COSTS

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Bank charges	1	7
	1	**7**

11. OTHER EXPENSES

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Rent	28	28
Legal and Professional Expenses	296	2,266
Miscellaneous Expenses	10	14
	344	**2,308**

12. AUDITORS REMUNERATION

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Audit Fees (Excluding GST)	150	150
	150	**150**

13. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2020 (₹)	Year ended March 31, 2019 (₹)
Profit / (Loss) attributable to Equity Shareholders (Rs.)	347,927	(99,370)
Weighted average number of Equity Shares outstanding during the year (Nos.)	1,216,500	1,159,531
Basic & Diluted Earnings Per Equity Share of Rs. 10 each (Rs.)	0.29	(0.09)

14. RELATED PARTY DISCLOSURES

14 (1) . Related Party Disclosures for the year ended March 31, 2020

Jointly Controlled Entity of
Info Edge (India) Limited
MacRitchie Investments Pte. Ltd.

Associates
eTechAces Marketing and Consulting Private Limited

B) Details of transactions with related party for the year ended March 31, 2020 in the ordinary course of busines **Amount (₹ '000)**

Nature of relationship / transaction	Info Edge (India) Ltd.	MacRitchie Investments Pte. Ltd.	eTechAces Marketing and Consulting Private Limited	Total
1. Rent Expenses	28	-	-	28

14 (2) . Related Party Disclosures for the year ended March 31, 2019

Jointly Controlled Entity of
Info Edge (India) Limited
MacRitchie Investments Pte. Ltd.

Associates
eTechAces Marketing and Consulting Private Limited

B) Details of transactions with related party for the year ended March 31, 2019 in the ordinary course of business: **Amount (₹ '000)**

Nature of relationship / transaction	Info Edge (India) Ltd.	MacRitchie Investments Pte. Ltd.	eTechAces Marketing and Consulting Private Limited	Total
1. Rent Expenses	28	-	-	28
2. Issue of Equity Shares	953,678	953,485	-	1,907,163
2. Issue of Preference Shares	-	-	1,905,179	1,905,179

15. During the previous year ended March 31, 2019, Company has issued 108,289 & 108,311 equity shares of face value of ₹ 10/- each to MacRitchie Investments Pte. Ltd. & Info Edge India Ltd. respectively at a premium of ₹ 8,795/- per share.

16. During the previous year ended March 31, 2019, Company has invested in 4,266 0.1% preference shares of face value of ₹ 100/- each of eTechAces Marketing and Consulting Private Limited amounting to ₹1,905,178.40 thousands.

17. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company does not have any operations during the financial year.

18. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standards (IND AS)) Rules 2015, as amended by notification dated March 31, 2016, are not applicable on the company since there was no employee employed by the company during the year & previous year.

19. INCOME TAX EXPENSES

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

a) Income Tax expense

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Current tax on profit for the year	117	635
Total current tax expenses	**117**	**635**
Deferred Tax	-	-
Total	**117**	**635**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Profit before tax	465	536
Tax @ 25.168% (Previous year 26%)	**117**	**139**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Stamp duty on issue of shares	-	496
Total	117	635
Difference (a-b)	**-**	**-**

20. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value Hierarchy

a) Financial instruments by category

(Amount ₹ '000)

	March 31, 2020		March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Investments	-	3,230,316	-	3,230,316
Cash and cash Equivalents	-	1,053	-	1,372
Other financial assets	-	12,075	-	11,347
Total Financial Assets	**-**	**3,243,444**	**-**	**3,243,035**
Financial Liabilities				
Trade payables	-	203	-	241
Total Financial Liabilities	**-**	**203**	**-**	**241**

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit or loss.To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table

b) Fair value hierarchy for assets and liabilities

There are no financial assets and financial liabilities which are restated at fair value

c) Valuation techniques used to determine fair value

Not applicable

d) Financial assets and liabilities measured at amortised cost

Fair value of financial assets and liabilities measured at amortised cost

(Amount ₹ '000)

	March 31, 2020		March 31, 2019	
	Carrying amount	Fair value	Carrying amount	Fair value
Financial Assets				
Investments	3,230,316	3,230,316	3,230,316	3,230,316
Cash and cash Equivalents	1,053	1,053	1,372	1,372
Other financial assets				
Fixed deposit (including interest accured)	12,075	12,075	11,347	11,347
Total Financial Assets	**3,243,444**	**3,243,444**	**3,243,035**	**3,243,035**
Financial Liabilities				
Trade payables	203	203	241	241
Total Financial Liabilities	**203**	**203**	**241**	**241**

21. FINANCIAL RISK AND CAPITAL MANAGEMENT

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rate	Sensitivity analysis	Interest rate swaps

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors. Company treasury identifies, financial risks in close cooperation with the Company's operating units.

Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings . Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Amount ₹ '000

	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets	11,683	10,611
Financial liabilities	-	-
Total	**11,683**	**10,611**

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company is primarily engaged in investments in technology companies; and borrows short term and long term funds from holding & group companies to meet the fund requirements.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

	Contractual cash flows				
March 31, 2020	**Total ₹ '000**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade and other payables	203	203	-	-	-

	Contractual cash flows				
March 31, 2019	**Total ₹ '000**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**
Non-derivative financial liabilities					
Trade and other payables	241	241	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not signficant

B) Capital management

a) Risk management

The Comapny's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, and borrowings.

b) Dividend

The Company did not pay any dividend during the year

22. Ind AS 116 Leases:

"The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

23. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date:June 22, 2020

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999DL2010PLC270018

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Jaya Bhatia
(Company Secretary)

Place: Noida
Date:June 22, 2020

STARTUP INVESTMENTS (HOLDING) LIMITED

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 5th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of being a holding and investment Company.

The Company made a loss of ₹ 875,796 thousand in FY 2020 as compared to a loss of ₹ 565,634 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

During the year under review, the Company issued 3,22,95,373- 0.0001% Compulsorily Convertible Debentures (CCDs) of ₹100/- each, out of which, alloted, 2,22,95,373 aggregating to ₹ 2,22,95,37,300 to Info Edge (India) Ltd., Holding company of the Company.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the period under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

Applect Learning Systems Pvt. Ltd. (Meritnation)

Applect owns & operates a website with the name www.meritnation.com which is delivering kindergarten to Class 12 (K-12) study material. During the year, Company has disbursed in aggregate loan of ₹ 183 million to Meritnation.

During the year under review, the Company has divested its total shareholding on fully converted & diluted basis, i.e. 65.67% (including holding through its holding company) in Meritnation to Aakash Educational Services Limited for sale value of about ₹501.20 million. However, the total consideration received is about ₹775 million out of which about ₹274 million is towards repayment of various Inter-Corporate Loans advanced to Meritnation, from time to time, including interest thereon.

Happily Unmarried Marketing Pvt. Ltd. (HUM)

Happily Unmarried generates revenues from design and sale of fun creative products and has a large addressable market. During the year under review, the Company acquired 1,244 Optionally Convertible Cumulative Redeemable Preference Shares of Happily Unmarried Marketing Pvt. Ltd. (HUM) for an aggregate consideration of about ₹ 60 Million.

The Company together with its existing holding, holds 42.33% stake in HUM, on fully converted and diluted basis.

Printo Document Services Pvt. Ltd. (Printo)

Printo is India's largest print retailer. It is a 'new age' printer that serves customers via retail stores, a business solutions team and its online website. It works with bluechips and MNCs to solve their print procurement problems, using its proprietary print management systems to deliver all varieties of print, from business cards to signage. During the year under review, the Company acquired 3,417 - 0.001% Compulsorily Convertible Debentures having a face value of ₹10/- each at a premium of ₹14,622.72/- each for an amount of ₹50 million.

The Company holds 27.85% stake in Printo on fully converted and diluted basis.

Etechaces Marketing and Consulting Pvt. Ltd. (Etechaces/Policybazaar)

Etechaces operates through website, www.policybazaar.com which helps customers understand their need for insurance and other financial products to select products/schemes accordingly, that best suit their requirements.

During the year under review, the Company has acquired 1,511, 0.1% Series F Compulsorily Convertible Preference Shares of Etechaces Marketing and Consulting Private Limited for an aggregate consideration of about ₹689.54 million.

The Company holds 2.39% stake in Policybazaar, on fully converted and diluted basis.

Nopaperforms Solution Pvt. Ltd. (Nopaperforms)

Nopaperforms runs a business of providing a SaaS platform (via website namely www.nopaperforms.com) which has a suite of software products including lead management system, application management system, campaign management etc. The site aims to create IP out of providing an end-to-end solution to institutions and individuals, as the case may be, for managing their leads and workflows.

The Company together with existing holding, holds 48.10% stake on fully converted and diluted basis.

International Educational Gateway Pvt. Ltd. (Univariety)

Univariety is engaged in an educational business of providing products and services and counselling to students, schools, colleges and educators. These enable students and parents take better informed decisions on higher education and related products and services. The products and services are provided through physical connects, an online portal named as www.univariety.com and through third party portals of partner entities.

During the year, Company has disbursed in aggregate loan of ₹ 20 million and invested by way of subscription of 3,986 Series A1 Compulsorily Convertible Preference shares having face value of ₹100/- each for an aggregate consideration of ₹ 80 million.

The Company holds 39.88% stake in Univariety, on fully converted and diluted basis.

Agstack Technologies Pvt. Ltd. (Gramophone)

Gramophone is a technology enabled marketplace (operated through a website www.gramophone.in and its app 'Gramophone') for enabling efficient farm management. Farmers can buy quality agricultural input products like seeds, crop protection, nutrition and equipment directly from its m-commerce platform. During the year under review, the Company acquired 32,339 - 0.01% Compulsorily Convertible Preference Shares (CCPS) having face value of ₹10/- each at a premium of ₹4,319.03/- each for an aggreagate consideration of about ₹140 million.

The Company holds 36.02 % stake in Gramophone, on fully converted and diluted basis.

Bizcrum Infotech Pvt. Ltd. (Bijnis)

Bijnis, a product of Bizcrum Infotech Pvt. Ltd., is a Business2Business marketplace designed specifically to cater to the needs of the footwear industry. Bijnis helps footwear enterprises to connect and communicate with each other and expand their businesses. It connects manufacturers, suppliers, traders and retailers of the footwear industry. The Company, during the year under review, acquired 60,00,000, 0.01% Compulsorily Convertible Preference Shares having face value of ₹10/- each for an aggregate consideration of about ₹60 million. The Company further acquired 1,622 -0.01% Series C3, Compulsorily Convertible Preference Shares and 10 Ordinary shares of Bijnis for an aggregate consideration of about ₹ 40 million.

The Company holds 35.93% stake in Bijnis, on fully converted and diluted basis.

Medcords Healthcare Solutions Pvt. Ltd. (Medcords)

Medcords is India's first holistic healthcare ecosystem on a cloud platform that makes health management easier for our users. The platform connects with trusted doctors and medical store partners. It has been developed keeping the rapidly progressing rural India in focus. Medcords is not just a product but a complete ecosystem that connects the most important stakeholders of the healthcare segment - Patients, Doctors, Pharmacies and Laboratories.

During the year, Company has disbursed in aggregate loan of ₹26 million and invested by way of subscription of 2,869 Series A Compulsorily Convertible Preference Shares of face value of ₹100/- each for an amount of about ₹70 million in Medcords.

The Company holds 17.52% stake in Medcords, on fully converted and diluted basis.

Shop Kirana E Trading Private Limited (Shopkirana)

The website www.shopkirana.com is owned & operated by this company. Shopkirana.com is launched to help connect individual retailers directly with suppliers. This platform helps retailers improve their profits, product range, availability, credits and most importantly access to more customers. The Company, during the year under review, acquired 2,333, 0.01% Series B Compulsory Convertible Preference Shares having face value of ₹10/- each of Shopkirana for an aggregate consideration of about ₹469.62 million.

The Company holds 25.36 % stake in Shopkirana, on fully converted and diluted basis.

Llama Logisol Pvt. Ltd. (Shipsy)

Shipsy's vision is to digitalize the entire logistics ecosystem. It has recently launched the platform for Exporters and Importers to manage their vendors for Price Procurement, Shipment Execution and end to end container tracking. The product is designed to empower exporters and importers to digitalize their operations and bring about significant time and cost savings.

The Company, during the year under review, acquired 2,005 – 0.01% Series A1 Compulsorily Convertible Preference Shares of ₹10/- each of Shipsy for an aggregate consideration of about ₹50 million.

The Company holds 10% stake in Shipsy, on fully converted and diluted basis.

LQ Global services Private limited (LegitQuest)

LegitQuest is SaaS product at the intersection of Technology & Legal utilizing Machine Learning, Modern Search algorithm & Data Analytic for the legal professionals. It is a Legal—Tech venture run by versatile team of tech-savvy attorneys, engineers and designers who aim to make the practice of law simpler for its end users.

The Company, during the year under review, acquired 16,215 Seed Compulsorily Convertible Preference Shares and 10 Ordinary Shares of LegitQuest for an aggregate consideration of about ₹15 million.

The Company holds 18.02% stake in LegitQuest, on fully converted and diluted basis.

Info Edge Venture Fund I

The Company has acquired 30,00,000 Class A Units, having face value of ₹100/- each of Info Edge Venture Fund I, a scheme of Info Edge Venture Fund ("IEVF"), a trust Registered with SEBI as Category II AIF, under the SEBI (Alternative Investment Funds Regulations) 2012, for consideration of an amount not exceeding ₹300 million.

During the year under review, the Company has also disbursed a loan of ₹30 million to CXWAI Tech India Pvt. Ltd.

During the year under review, following companies have been fully provisioned for:

a) Green Leaves Consumer Services Pvt. Ltd.

b) Wishbook Infoservices Pvt. Ltd.

c) Kinobeo Software Pvt. Ltd.

d) Mint Bird Technologies Pvt. Ltd.

e) Rare Media Company Pvt. Ltd.

f) Vcare Technologies Pvt. Ltd.

g) Unnati Online Pvt. Ltd.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 2nd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2020-21.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There were no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Kitty Agarwal, Mr. Amit Sharma and Mr. Mohit Kumar Aggarwal have been appointed as Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company respectively w.e.f. April 15, 2019.

Later, Ms. Kitty Agarwal resigned from the office of Chief Executive Officer w.e.f. September 30, 2019 due to her preoccupations elsewhere.

Mr. Chintan Thakkar, Mr. Hitesh Oberoi and Mr. Sanjeev Bikhchandani are the Directors of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Hitesh Oberoi (DIN: 01189953) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 18 (Eighteen) times during the year on April 1, 2019, April 15, 2019, May 6, 2019, May, 24, 2019, June 4, 2019, June 28, 2019, July 31, 2019, August 5, 2019 adjourned and held on August 12, 2019, August 16, 2019, September 12, 2019, October 17, 2019, October 31, 2019, November 11, 2019, December 2, 2019, December 23, 2019, January 14, 2020, January 30, 2020 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Director's attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	18	18
Mr. Chintan Thakkar	Director	18	18
Mr. Hitesh Oberoi	Director	18	18

INVESTMENT AND ALLOTMENT COMMITTEE

During the year under review, there was no meeting held by Investment and Allotment Committee. Mr. Sanjeev Bikhchandani and Mr. Chintan Thakkar are the members of the said committee.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, the Company did not provide any guarantee.

The details of the investment made and loans given by Company are given under Note No. 3(a), Note No. 3(b) and Note No. 8, respectively of notes to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 15 of notes to financial statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://www.infoedge.in/pdfs/Startup-Investments-Holding-Limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Company Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

Section 134 of the Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees and individual directors.

In accordance with the aforesaid provisions, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committee.

Some of the performance indicators based on which the evaluation takes place are- attendance in the meetings and quality of preparation/participation, ability to provide leadership, work as team player.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Hitesh Oberoi	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 01189953	DIN: 00678173

Annexure A
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements ortransactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangements or transactions at arm's length basis**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note No. 15 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74140DL2015PLC277487

ii. Registration Date:- March 4, 2015

iii. Name of the Company :- Startup Investments (Holding) Limited

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax No. 0120-3082095
Email: sihl@infoedge.com
Website: -N.A.

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:- N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To Carry on the business of Holding and Investment Company	64200	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)
2.	Happily Unmarried Marketing Pvt. Ltd.	U51909DL2007PTC167121	Associate	42.33	2(6)
3.	Nopaperforms Solutions Pvt. Ltd.	U72900DL2017PTC312499	Associate	48.10	2(6)
4.	International Education Gateway Pvt. Ltd.	U74200TG2015PTC098960	Associate	39.88	2(6)
5.	Agstack Technologies Private Limited	U74999MP2016PTC040803	Associate	36.02	2(6)
6.	Printo Documents Services Pvt. Ltd.	U72900MH2005PTC157623	Associate	27.85	2(6)
7.	Bizcrum Infotech Pvt. Ltd.	U74120UP2015PTC069963	Associate	35.93	2(6)
8.	Shop Kirana E Trading Private Limited	U51109MP2014PTC033534	Associate	25.36	2(6)

All Holdings are on fully converted and diluted basis.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	49,994* (Equity Shares)	6* (Equity Shares)	50,000 (Equity Shares)	100	-
	-	24,32,346 (Preference Shares)	24,32,346 (Preference Shares)	100	24,32,346 (Preference Shares)	-	24,32,346 (Preference Shares)	100	-
Grand Total	**-**	**50,000* (Equity Shares)**	**50,000 (Equity Shares)**	**100**	**49,994* (Equity Shares)**	**6* (Equity Shares)**	**50,000 (Equity Shares)**	**100**	**-**
	-	**24,32,346 (Preference Shares)**	**24,32,346 (Preference Shares)**	**100**	**24,32,346 (Preference Shares)**	-	**24,32,346 (Preference Shares)**	**100**	**-**

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

ii. **Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	0.00	50,000 (Equity Shares)	100	0.00	-
		24,32,346 (Preference Shares)	100	0.00	24,32,346 (Preference Shares)	100	0.00	-

iii. **Change in Promoter's Shareholding: No Change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

v. **Shareholding of Directors and Key managerial Personnel:**

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Sanjeev Bikhchandani	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00
2.	Hitesh Oberoi	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00
3.	Chintan Thakkar	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment In ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits/Debentures	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	-	-	**4,336,636,400**	**4,336,636,400**
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**4,336,636,400**	**4,336,636,400**
Change in Indebtedness during the financial year				
Addition	-	-	**2,229,537,300**	**2,229,537,300**
Reduction	-	-	-	-
Net Change	-	-	**2,229,537,300**	**2,229,537,300**
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	**6,566,173,700**	**6,566,173,700**
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**6,566,173,700**	**6,566,173,700**

*Note: *During the year under review, the Company allotted 2,22,95,373 -0.0001% Compulsorily Convertible Debentures of ₹ 100 each to Info Edge (India) Ltd.*

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

	Hitesh Oberoi	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 01189953	DIN: 00678173

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF STARTUP INVESTMENTS (HOLDING) LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of STARTUP INVESTMENTS (HOLDING) LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For SHARMA GOEL & CO. LLP
Chartered Accountants
FRN – 000643N / N500012

Date: June 08, 2020

Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAER1952

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of STARTUP INVESTMENTS (HOLDING) LIMITED of even date)

i. The Company does not have any Fixed Assets. Accordingly, reporting under clause 3 (i) of the Order is not applicable to the Company.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. During the year, the company has granted loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SHARMA GOEL & CO. LLP
Chartered Accountants
FRN – 000643N / N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAER1952

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of STARTUP INVESTMENTS (HOLDING) LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **STARTUP INVESTMENTS (HOLDING) LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenanc e of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidanc e Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SHARMA GOEL & CO. LLP
Chartered Accountants
FRN – 000643N / N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAER1952

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
ASSETS			
Non-current assets			
Financial assets			
Investments	3(a)	3,836,615	3,045,941
Non-current tax assets (net)	4	1,464	1,639
Total non-current assets		**3,838,079**	**3,047,580**
Current assets			
Financial assets			
(i) Other financial assets	3(b)	841,978	95,442
(ii) Cash and cash equivalents	3(c)	27,018	210,975
Other current assets	5	-	69
Total current assets		**868,996**	**306,486**
Total assets		**4,707,075**	**3,354,066**
EQUITY & LIABILITIES			
Equity			
Equity share capital	6	500	500
Other equity	7	4,706,212	3,352,471
Total equity		**4,706,712**	**3,352,971**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	8(a)	-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
Trade payables	8(b)		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		348	427
Other current liabilities	9	15	668
Total current liabilities		**363**	**1,095**
Total liabilities		**363**	**1,095**
Total equity and liabilities		**4,707,075**	**3,354,066**

The accompanying notes 1 to 46 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Startup Investment (Holding) Limited
CIN:U74140DL2015PLC277487

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
Director
DIN No:-00678173

Sanjeev Bikhchandani
Director
DIN No:-00065640

Amit Sharma
Chief Financial Officer

Mohit Kumar
Company Secretary

Place: New Delhi
Date: June 08, 2020

Place: Noida
Date: June 08, 2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Note	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Income			
Other income	10	22,217	19,320
Total Income		**22,217**	**19,320**
Expenses			
Finance costs	11	-	46,956
Other expenses	12	576	607
Total Expenses		**576**	**47,563**
Profit/(Loss) before exceptional items and tax		**21,641**	**(28,243)**
Exceptional items (loss)	35	891,666	537,391
Loss before tax		**(870,025)**	**(565,634)**
Tax expense			
Current tax	39	5,771	-
Loss for the year		**(875,796)**	**(565,634)**
Other comprehensive income		-	-
Other comprehensive income/(loss) for the year, net of income tax		**-**	**-**
Total comprehensive loss for the year		**(875,796)**	**(565,634)**
Earnings per share:	14		
Basic earnings per share (face value INR 10)		(17,516)	(11,313)
Diluted earnings per share (face value INR 10)		(1.46)	(11,313)

The accompanying notes 1 to 46 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Startup Investment (Holding) Limited
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Chintan Thakkar
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DIN No:-00065640

Amit Sharma
Chief Financial Officer

Mohit Kumar
Company Secretary

Place: Noida
Date: June 08, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

S.No.	Particulars	Year ended March 31, 2020 Amount (₹ 000)	Year ended March 31, 2019 Amount (₹ 000)
A.	**Cash flow from operating activities:**		
	Profit / (Loss) before exceptional items and tax	**21,641**	**(28,243)**
	Adjustments for:		
	Other Income (Interest income on fixed deposits)	(8,687)	(2,612)
	Net gain/(loss) on financial assets mandatorily measured at fair value through profit or loss	-	(14,480)
	Interest cost on financial liabilities	-	40,381
	Operating profit before working capital changes	**12,954**	**(4,954)**
	Adjustments for changes in working capital :		
	(Increase)/Decrease in Other Current Financial Assets	49,526	(78,675)
	(Increase)/Decrease in Other Current Assets	69	(69)
	Increase/(Decrease) in Trade payables	(81)	274
	Increase/(Decrease) in Other financial liabilities	-	(383,424)
	Increase/(Decrease) in Other current liabilities	(652)	646
	Cash used in operating activities	**61,816**	**(466,202)**
	Taxes Paid (net)	(5,596)	(1,616)
	Net cash inflow/(outflow) from operating activities	**56,220**	**(467,818)**
B.	**Cash flow from investing activities:**		
	Investment in group companies / fellow subsidiaries	(2,038,150)	(747,039)
	Sale of investment in group companies / fellow subsidiaries	355,809	703
	Maturity of/(Investment in) fixed deposits (net)	(790,931)	(9,757)
	Other Income (Interest income on fixed deposits)	3,558	2,612
	Net cash outflow from investing activities	**(2,469,714)**	**(753,481)**
C.	**Cash flow from financing activities:**		
	Proceeds from fresh issue of Share Capital	-	-
	Proceeds from long term borrowings	2,229,537	1,432,266
	Net cash inflow from financing activities	**2,229,537**	**1,432,266**
	Net increase/decrease in cash & cash equivalents	**(183,957)**	**210,967**
	Opening balance of cash and cash equivalents	**210,975**	**8**
	Closing balance of cash and cash equivalents	**27,018**	**210,975**
	Cash and cash equivalents comprise		
	Cash in hand	8	8
	Balance with scheduled banks		
	in current accounts	27,010	210,967
	in fixed deposits accounts with original maturity of less than 3 months	-	-
	Total cash and cash equivalents	**27,018**	**210,975**
	Total	**27,018**	**210,975**

Notes:

1 Reconciliation of liabilities arising from financing activities

Particulars	As at March 31, 2019 (₹ 000)	Cash Flows	Finance cost	As at March 31, 2020 (₹ 000)
Long term borrowings (including current maturities)	4,659,202	2,229,536	-	6,888,738
	4,659,202	**2,229,536**	**-**	**6,888,738**

2 The above Cash Flow Statement has been prepared under the Indirect Method as set out in IND AS 7 on Cash Flow Statement notified pursuant to the Companies (Accounting Standards) Rules, 2006 as per Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 .

3 Figures in brackets indicate cash outflow.

4 The accompanying notes 1 to 46 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Startup Investment (Holding) Limited
CIN:U74140DL2015PLC277487

Chintan Thakkar
Director
DIN No:-00678173

Sanjeev Bikhchandani
Director
DIN No:-00065640

Amit Sharma
Chief Financial Officer

Mohit Kumar
Company Secretary

Place: Noida
Date: June 08, 2020

STATEMENTS OF CHANGES IN EQUITY

a. Equity Share Capital

Particulars	Amount (₹ 000)
As at April 01, 2018	**500**
Changes in equity share capital during the year	-
As at March 31, 2019	**500**
Changes in equity share capital during the year	-
As at March 31, 2020	**500**

b. Other Equity Amount (₹ 000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total
		Retained Earnings	
Balance as at April 01, 2018	**2,864,497**	**(741,096)**	**2,123,401**
Loss for the year	-	(565,634)	**(565,634)**
Equity Component of Debt Instrument transfer during the year	1,794,704	-	**1,794,704**
Balance as at March 31, 2019	**4,659,201**	**(1,306,730)**	**3,352,471**

Amount (₹ 000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Total
		Retained Earnings	
Balance as at April 01, 2019	**4,659,201**	**(1,306,730)**	**3,352,471**
Loss for the year	-	(875,796)	**(875,796)**
Equity Component of Debt Instrument transfer during the year	2,229,537	-	**2,229,537**
Balance as at March 31, 2020	**6,888,738**	**(2,182,526)**	**4,706,212**

The accompanying notes 1 to 46 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Startup Investment (Holding) Limited
CIN:U74140DL2015PLC277487

Chintan Thakkar
Director
DIN No:-00678173

Sanjeev Bikhchandani
Director
DIN No:-00065640

Amit Sharma
Chief Financial Officer

Mohit Kumar
Company Secretary

Place: Noida
Date: June 08, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Startup Investments Holding Limited (the company) is a limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

The financial statements are approved for issue by the Company's Board of Directors on June 08, 2020.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 ('the Act') [Companies (Indian Accounting Standards) Rules, 2015, as amended by notification dated March 31, 2016] and other relevant provisions of the Act.

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

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

C. Provisions

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

D. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

E. Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

F. Investments and other financial assets

(i) Classification

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

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

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded either through profit or loss or thru other comprehensive income. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company has classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows and where the contractual terms give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVTOCI) :** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit & loss in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost, are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

The Company subsequently measures all equity investments which are within the scope of Ind AS 109 at fair value, other than investments in equity instruments in subsidiaries, associates and jointly control entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial instruments

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

A financial liability (or a part of financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses

G. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

H. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

I. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. Financial assets

(a) Non current investments - shares

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)
Investments in equity instruments of subsidiary and fellow subsidiary companies								
Applect Learning Systems Private Limited Nil nos (March 31, 2019 - 13,429 nos) Equity Share of ₹10/- fully paid up	-	-	-		13,429	10	570,998	
Add/(Less) : Diminution in value of investment [Refer note 35(b)]			-				(94,398)	
Smartweb Internet Services Limited 1,000 nos. (March 31,2019 - 1,000 nos) Equity Share of ₹10/- fully paid up	1,000	10	10		1,000	10	10	
				10				476,610
Investments in equity instruments of jointly controlled company								
Happily Unmarried Marketing Private Limited 275 nos (March 31,2019 - 275 nos) Equity Share of ₹10/- fully paid up	275	10	3,506		275	10	3,506	
Medcords Healthcare Solutions Pvt Ltd (Refer note 18) 10 nos (March 31,2019 - 10) Equity shares of ₹10/- fully paid up	10	10	67		10	10	67	
Shop Kirana E Trading Private Limited (Refer note 31) 264 nos (March 31,2019 - 264) Equity shares of ₹10/- fully paid up	264	10	13,259		264	10	13,259	
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect) 10 nos (March 31,2019 - Nil) Equity shares of ₹10/- fully paid up[Refer note 17(c)]	10	10	245		-	-	-	
LQ Global Services Private Limited 10 nos (March 31,2019 - Nil) Equity shares of ₹10/- fully paid up[Refer note 29]	10	10	9	17,086	-	-	-	16,832
Investments in equity instruments of associate company								
eTechAces Marketing and Consulting Private Limited 5 nos (March 31, 2019 - 5 nos) Equity Share of ₹10/- fully paid up	5	10	1,298		5	10	1,298	
				1,298				1,298
Investments in preference shares of subsidiary and fellow subsidiary companies								
Applect Learning Systems Private Limited Nil nos (March 31,2019 - 24,99,74,932 nos) 0.1% optionally convertible cumulative redeemable preference share of ₹1/- fully paid up	-	-	-		249,974,932	1	350,840	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			-				(22,586)	

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)
Add/(Less) : Diminution in value of investment [Refer note 35(b)]			-	-			(54,267)	273,987
Investments in preference shares of jointly controlled companies								
Happily Unmarried Marketing Private Limited (Refer note 23) 13,670 nos (March 31, 2019 - 12,426 nos) 0.1% optionally convertible cumulative redeemable preference shares of ₹10/- fully paid up	13,670	10	320,243		12,426	10	260,232	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			216,480				216,480	
Kinobeo Software Private Limited 1,07,801 nos (March 31, 2019 - 1,07,801 nos) 0.1% optionally convertible cumulative redeemable preference shares of ₹10/- fully paid up	107,801	10	270,338		107,801	10	270,338	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			(128,520)				(128,520)	
Add/(Less) : Diminution in value of investment			(141,818)				(141,818)	
Mint Bird Technologies Private Limited 60,00,000 nos (March 31, 2019 - 60,00,000 nos) Optionally convertible cumulative redeemable preference shares of ₹10/- fully paid up	6,000,000	10	60,000		6,000,000	10	60,000	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			41,400				41,400	
Add/(Less) : Diminution in value of investment [Refer note 35(a)]			(101,400)				(101,400)	
Unnati Online Private Limited 39,998,395 nos (March 31, 2019 - 3,99,98,395) Preference Share of Re 1/- fully paid up	39,998,395	1	39,998		39,998,395	1	39,998	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			34,879				34,879	
Add/(Less) : Diminution in value of investment [Refer note 35(a)]			(74,877)					
Vcare Technologies Private Limited 4,00,000 nos (March 31, 2019 - 4,00,000 nos) 0.01% optionally convertible cumulative redeemable preference shares of ₹100/- fully paid up	400,000	100	40,000		400,000	100	40,000	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			41,608				41,608	
Add/(Less) : Diminution in value of investment [Refer note 35(a)]			(81,608)				-	
Rare Media Company Private Limited (Refer note 22) 10,86,504 nos (March 31, 2019 - 10,86,504 nos) 0.01% optionally convertible cumulative redeemable preference shares of ₹100/- fully paid up	1,086,504	100	108,650		1,086,504	100	108,650	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			44,480				44,480	
Add/(Less) : Diminution in value of investment [Refer note 35(a)]			(153,130)				(153,130)	

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)
Wishbook Infoservices Private Limited (Refer note 26) 2,82,258 nos (March 31, 2019 - 2,23,944 nos) Compulsorily convertible preference shares of Re 1/- fully paid up	282,258	1	59,000		223,944	1	45,000	
Add/(Less) : Diminution in value of investment [Refer note 35(a)]			(59,000)					
NoPaperForms Solutions Private Limited 3,36,63,826 nos (March 31, 2019 - 3,36,63,826 nos) 0.01% Compulsorily convertible preference shares of ₹10/- fully paid up	33,663,826	10	336,638		33,663,826	10	336,638	
International Educational Gateway Private Limited (Refer note 27) 12,841 nos (March 31, 2019 - 8,855 nos) 0.01% Series 'A' Compulsorily convertible preference shares of ₹100/- fully paid up	12,841	100	205,006		8,855	100	125,003	
Agstack Technologies Private Limited (Gramophone) (Refer note 28) 64,14,869 nos (March 31, 2019 - 63,82,530 nos) 0.01% Compulsorily convertible preference shares of ₹10/- fully paid up	6,414,869	10	203,822		6,382,530	10	63,825	
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect) [Refer note 17(a)] 11,998,335 nos (March 31, 2019 - 5,998,335) Compulsorily convertible preference shares of ₹10/- fully paid up	11,998,335	10	119,983		5,998,335	10	59,983	
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)[Refer note 17(b)] 1622 nos (March 31, 2019 - Nil) Compulsorily convertible preference shares of ₹100/- fully paid up	1,622	100	39,754		-	-	-	
Medcords Healthcare Solutions Pvt Ltd (Refer note 19) 6,775 nos (March 31, 2019 - 3,906) Compulsorily convertible preference shares of ₹100/- fully paid up	6,775	100	96,317		3,906	100	26,326	
Shop Kirana E Trading Private Limited (Refer note 32) 4,319 nos (March 31, 2019 - 1,986) - 0.01% Compulsorily convertible preference shares of ₹10/- fully paid up	4,319	10	590,254		1,986	10	120,634	
Printo Document Services Private Limited [Refer note 21(a)] 23,073 nos (March 31, 2019 - 23,073) Preference Share of ₹10/- fully paid up	23,073	10	200,000		23,073	10	200,000	
Add/(Less) : Diminution in value of investment [Refer note 35(a)]			(120,595)				-	
LQ Global Services Private Limited (Refer note 30) 16,215 nos (March 31, 2019- Nil) -0.01% Cumpulsorily convertible preference shares of ₹10/- fully paid up	16,215	10	14,991		-	-	-	

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)	Number of Share	Face Value per share (In ₹*)	Amount (₹ 000)	Amount (₹ 000)
Llama Logisol Private Limited (Shipsy) (Refer note 25) 2,005 nos (March 31,2019- Nil) -0.01% Cumpulsorily convertible preference shares of ₹10/- fully paid up	2,005	10	49,992		-	-	-	
				2,272,885				1,610,606
Investment in the prefernce shares of associate company								
eTechAces Marketing and Consulting Private Limited (Refer note 24)	3,460	100	1,195,336		1,949	100	505,799	
3,460 nos (March 31, 2019 - 1,949 nos) Preference Share of ₹100/- fully paid up				1,195,336				505,799
Investments in debentures of subsidiary and fellow subsidiary companies								
Applect Learning Systems Private Limited Nil nos (March 31, 2019 - 1,89,664 nos) Compulsory convertible debentures of ₹1000/- each	-	-	-		189,664	1,000	189,664	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			-				-	
Add/(Less) : Diminution in value of investment [Refer note 35(b)]			-				(31,355)	
NewInc Internet Services Limited 25,000 nos (March 31, 2019 - 25,000) 0.0001% Compulsory convertible debentures of ₹100/- each	25,000	100	2,500		25,000	100	2,500	
			(2,500)	-			-	160,809
Investments in debentures of jointly controlled company								
Green Leaves Consumer Services Private Limited 17,40,000 nos (March 31, 2019 - 17,40,000 nos) Compulsory convertible debentures of ₹100/- each	1,740,000	100	174,000		1,740,000	100	174,000	
Add/(Less) : Profit/(Loss) on measurement at FVTPL			6,480				6,480	
Add/(Less) : Diminution in value of investment			(180,480)				(180,480)	
Printo Document Services Private Limited [Refer note 21(b)] 3,417 nos (March 31,2019- Nil nos) Compulsory convertiable debenture of ₹10 each	3,417	10	50,000	50,000	-	-	-	-
Investments in Units (fully paid up) (Fair Value through FVTOCI)								
Unquoted								
Info Edge Venture Fund [Refer note 37]	3,000,000	100	300,000	300,000	-	-	-	-
				3,836,615				**3,045,941**

* Unless otherwise stated

Aggregate amount of quoted investments & market value thereof	-		-
Aggregate amount of unquoted investments	3,836,615		3,045,941
Aggregate amount for impairment in value of investments	915,408		756,848

(b) Other financial assets

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
(Unsecured, considered good unless otherwise stated)				
Interest accrued on fixed deposits	-	-	5,886	756
Inter-corporate deposit	-	-	30,442	79,967
Balance in fixed deposit accounts with original maturity more than 12 months	-	-	805,650	14,719
	-	**-**	**841,978**	**95,442**

(c) Cash & cash equivalents

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Cash on hand	-	-	8	8
Balances with bank - current account	-	-	27,010	210,967
	-	**-**	**27,018**	**210,975**

4. Non-current tax assets (net)

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
(Unsecured, considered good unless otherwise stated)				
Advance tax (including TDS receivable)	7,235	1,639	-	-
Less: provision for tax	(5,771)	-		
	1,464	**1,639**	-	**-**

5. Other current assets

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
(Unsecured, considered good unless otherwise stated)				
Advance to suppliers	-	-	-	69
	-	**-**	**-**	**69**

6. Share capital

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
AUTHORISED CAPITAL		
50,000 Equity Shares of ₹10/- each (Previous Year - 50,000 Equity Shares of ₹10/- each)	500	500
24,95,000 0.0001% Compulsorily Convertible Preference Shares of ₹100/- each (Previous Year - 24,95,000 Preference Shares of ₹100/- each)	249,500	249,500
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
50,000 Equity Shares of ₹10/- each, fully paid up (Previous Year - 50,000 Equity Shares of ₹10/- each fully paid)	500	500
2,432,346 0.0001% Compulsorily Convertible Preference Shares of ₹100 each, fully paid up, (Previous year - 2,432,346) maturity not exceeding 20 years from the date of issue	243,235	243,235
	243,735	**243,735**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting Year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ 000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ 000)
Equity Shares				
At the beginning of the Year	50,000	500	50,000	500
Add: Issued during the Year	-	-	-	-
Outstanding at the end of the Year	**50,000**	**500**	**50,000**	**500**

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ 000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ 000)
Preference Shares				
At the beginning of the year	2,432,346	243,235	2,432,346	243,235
Add: Issued during the Year	-	-	-	-
Outstanding at the end of the Year	**2,432,346**	**243,235**	**2,432,346**	**243,235**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Ltd	49,994	99.99%	49,994	99.99%
	49,994	**99.99%**	**49,994**	**99.99%**

7. Other equity

Particulars	As at March 31, 2020 (₹ 000)		As at March 31, 2019 (₹ 000)	
Retained earnings				
Opening Balance	(1,306,730)		(741,096)	
Add: Transfer from Statement of Profit and Loss under Companies (Transfer of Profit to Reserves Rules), 1975	(875,796)		(565,634)	
Add: Loss for the year		(2,182,526)		(1,306,730)
Equity Component of financial liability - Debentures		6,635,366		4,405,829
Equity Component of financial liability - Preference shares		253,372		253,372
		4,706,212		**3,352,471**

8. Financial liabilities

(a) Borrowings

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Debentures issued to holding company				
Info Edge India Ltd	4,222,592	2,904,371	-	-
(0.0001% compulsory convertible debentures into compulsory convertiable preference shares 4,22,25,922 nos (March 31, 2019 - 2,90,43,708 nos) of face value of ₹100/- each, maturity not exceeding 20 years from the date of issue				
Add: Addition during the year				
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 2,22,95,373 nos (March 31, 2019 - 1,31,82,214) of face value of ₹100/- each, maturity not exceeding 20 years from the date of issue (Refer note 34)	2,229,537	1,318,221	-	-
Less : Equity component of debt instruments	(6,521,322)	(4,291,785)	-	-
Add: Interest Expense on financial liability	69,193	69,193	-	-
Smartweb Internet Services Limited (Refer note 34)	114,044	114,044	-	-
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 11,40,442 nos (March 31, 2019 - 11,40,442l) of face value of ₹100/- each, maturity not exceeding 20 years from the date of issue				
Less : Equity component of debt instruments	(114,044)	(114,044)	-	-
Liability component of debentures	**-**	**-**	**-**	**-**
Preference shares issued to holding company				
Info Edge India Ltd				
24,32,346 nos 0.0001% Cumulative Redeemable Preference Shares into compulsorily convertible preference shares of ₹100 each, fully paid up, (March 31, 2019 - 24,32,346 nos) maturity not exceeding 20 years from the date of issue	243,235	243,235	-	-
Less: Equity Component of Preference shares	(253,372)	(253,372)	-	-
Add: Interest Expense on financial liability	10,137	10,137	-	-
Liability component of preference shares	**-**	**-**	**-**	**-**
Total borrowings	**-**	**-**	**-**	**-**

(b) Trade payables

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Trade payables*				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	348	427
	-	**-**	**348**	**427**

*There are no micro enterprises and small enterprises to which the Company owes dues as at March 31, 2020 and March 31, 2019. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.

9. Other current liabilities

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
TDS payable	-	-	15	668
	-	**-**	**15**	**668**

10. Other income

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Interest income on fixed deposits with banks	8,687	2,612
Interest income on inter corporate deposit	13,516	2,228
Net gain/(loss) on financial assets mandatorily measured at FVTPL	-	14,480
Miscellaneous income	14	-
	22,217	**19,320**

11. Finance costs

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Interest expense on financial liabilities at amortized cost	-	40,381
Interest expense on IDC	-	6,575
	-	**46,956**

12. Administration and other expenses

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Auditors remuneration	118	118
Legal and professional charges	428	405
Miscellaneous expenses	2	56
Rent	28	28
	576	**607**

13. Auditors remuneration

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Audit fees	100	100
Goods & services tax	18	18
	118	**118**

14. Basic & diluted earnings per share (EPS)

Particulars	Year ended March 31, 2020 (₹)	Year ended March 31, 2019 (₹)
Profit / (loss) attributable to equity shareholders (Rs.)	(875,795,968)	(565,635,110)
Weighted average number of equity shares outstanding during the year (nos.)	50,000	50,000
Basic & diluted earnings per equity share of ₹10 each (Rs.)	(17,516)	(11,313)
Weighted average number of convertiable shares outstanding during the year (nos.)	598,079,212	-
Basic & diluted earnings per equity share of ₹10 each (Rs.)	(1.46)	(11,313)

15(1). Related party disclosures for the year ended March 31, 2020

a) List of related parties

Holding company
Info Edge (India) Limited

Key management personnel (KMP) & relatives
Mr. Sanjeev Bikhchandani
Mr. Hitesh Oberoi
Mr. Chintan Thakkar

Fellow subsidiary company
Smartweb Internet Services Limited
NewInc Internet Services Limited

Associate Company
eTechAces Marketing and Consulting Private Limited

b) Details of transactions with related party for the year ended March 31, 2020 in the ordinary course of business: **Amount (₹ 000)**

S. no.	Nature of relationship / transaction	Holding Company	Subsidiary Company	Jointly Controlled Entity	Total
1	Rent Expense	28	-	-	**28**
2	Issue of Debentures to Info Edge India Limited	2,229,537	-	-	**2,229,537**
3	Investment in Shop Kirana E Trading Private Limited	-	-	469,620	**469,620**
4	Investment in Agstack Technologies Private Limited	-	-	139,997	**139,997**
5	Investment in eTechAces Marketing and Consulting Private Limited	-	-	689,537	**689,537**
6	Investment in Happily Unmarried Marketing Private Limited	-	-	60,011	**60,011**
7	Investment in LQ Global Services Private Limited	-	-	15,000	**15,000**
8	Investment in Llama Logisol Private Limited	-	-	49,992	**49,992**
9	Investment in Wishbook Private Limited	-	-	14,000	**14,000**
10	Investment in Medcords Healthcare Solutions Pvt Ltd	-	-	69,991	**69,991**
11	Investment in International Educational Gateway Private Limited	-	-	80,003	**80,003**
12	Investment in Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	-	-	99,999	**99,999**
13	Investment in Printo Document Services Private Limited	-	-	50,000	**50,000**
14	Loan given to International Educational Gateway Private Limited	-	-	20,000	**20,000**

S. no.	Nature of relationship / transaction	Holding Company	Subsidiary Company	Jointly Controlled Entity	Total
15	Interest on loan given to International Educational Gateway Private Limited	-	-	164	**164**
16	Repayment of loan given to International Educational Gateway Private Limited	-	-	(20,164)	**(20,164)**
17	Loan given to Medcords Healthcare Solutions Pvt Ltd	-	-	26,000	**26,000**
18	Interest on loan given to Medcords Healthcare Solutions Pvt Ltd	-	-	826	**826**
19	Repayment of loan given to Medcords Healthcare Solutions Pvt Ltd (including interest net of TDS)	-	-	(26,744)	**(26,744)**
20	Loan given to Applect Learning Systems Private Limited	-	183,000	-	**183,000**
21	Interest on loan given to Applect Learning Systems Private Limited	-	12,034	-	**12,034**
22	Repayment of loan given to Applect Learning Systems Private Limited (including interest net of TDS)	-	(273,798)	-	**(273,798)**
23	Loan given to CXWAI Technologies	-	-	30,000	**30,000**
24	Interest on loan given to CXWAI Technologies	-	-	491	**491**

15(2). Related party disclosures for the year ended March 31, 2019

a) List of related parties

Holding company
Info Edge (India) Limited

Key management personnel (KMP) & relatives
Mr. Sanjeev Bikhchandani
Mr. Hitesh Oberoi
Mr. Chintan Thakkar

Fellow subsidiary company
Smartweb Internet Services Limited
Canvera Digital Technologies Private Limited (till 30th July 2018)
NewInc Internet Services Limited

Associate Company
eTechAces Marketing and Consulting Private Limited

b) Details of transactions with related party for the year ended March 31, 2019 in the ordinary course of business:

Amount (₹ 000)

S. no.	Nature of relationship / transaction	Holding Company	Fellow Subsidiary Company	Jointly Controlled Entity	Total
1	Rent Expense	28	-	-	**28**
2	Issue of Debentures to Info Edge India Limited	1,318,221	-	-	**1,318,221**
3	Loan taken from Info Edge India Limited	40,000	-	-	**40,000**
4	Interest on loan taken from Info Edge India Limited	6,575	-	-	**6,575**
5	Repayment of loan taken from Info Edge India Limited	46,575	-	-	**46,575**
6	Issue of Debentures to Smartweb Internet Services Limited	-	114,044	-	**114,044**
7	Investment in NewInc Internet Services Limited	-	2,500	-	**2,500**
8	Loan given to NewInc Internet Services Limited	-	1,000	-	**1,000**
9	Interest on loan given to NewInc Internet Services Limited	-	7	-	**7**
10	Repayment of loan given to NewInc Internet Services Limited	-	1,006	-	**1,006**
11	Loan given to Applect Learning Systems Private Limited	-	78,000	-	**78,000**
12	Interest on loan given to Applect Learning Systems Private Limited	-	2,186	-	**2,186**
13	Investment in Wishbook Private Limited	-	-	10,000	**10,000**
14	Investment in Nopaperforms Solutions Private Limited	-	-	280,000	**280,000**
15	Investment in Medcords Healthcare Solutions Pvt Ltd	-	-	26,393	**26,393**
16	Investment in Shop Kirana E Trading Private Limited	-	-	133,893	**133,893**
17	Investment in Rare Media Company Private Limited	-	-	34,269	**34,269**
18	Investment in Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	-	-	59,983	**59,983**
19	Investment in Printo Document Services Private Limited	-	-	200,000	**200,000**

Amount (₹ 000)

S. no.	Nature of relationship / transaction	Holding Company	Fellow Subsidiary Company	Jointly Controlled Entity	Total
20	Sale of investment in Canvera Digital Technologies Private Limited	-	703	-	**703**
21	Loan given to Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	-	-	3,500	**3,500**
22	Interest on loan given to Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	-	-	22	**22**
23	Repayment of loan given to Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	-	-	5,549	**5,549**
24	Loan given to Rare Media Company Private Limited	-	-	2,500	**2,500**
25	Interest on loan given to Rare Media Company Private Limited	-	-	13	**13**
26	Repayment of loan given to Rare Media Company Private Limited	-	-	2,511	**2,511**

16. During the previous year ended 31st March 2019, the Company (the Seller) has entered into a Share Purchase Agreement with Canvera Digital Technologies Private Limited & Printo Document Services Private Limited dated July 30th, 2018 for sale of 34,711 equity shares of face value of ₹1/- & 33,14,323 preference shares of face value of ₹1/- of Canvera Digital Technologies Private Limited to Printo Document Services Private Limited. Price have been mutually agreed between purchaser and seller at fair market value of ₹0.21/- per equity & preference share amounting to ₹7.29 thousands & 696.01 thousands respectively.

17(a). During the year ended March 31st, 2020, the Company has invested in 60,00,000 nos (March 31st 2019- 59,98,335 nos) optionally Compulsorily convertible preference shares of face value of ₹10 per share in Bizcrum Infotech Pvt. Ltd. (ShoeKonnect) aggregating to ₹60,0000 thousands (March 31st 2019- ₹59,983.35 thousands).

17(b). During the year ended March 31st, 2020, the Company has invested in 1,622 nos (March 31st 2019- Nil nos) optionally Compulsorily convertible preference shares of face value of ₹100 per share at a premium of ₹24,409.50 per share in Bizcrum Infotech Pvt. Ltd. (ShoeKonnect) aggregating to ₹39,754 thousands (March 31st 2019- Nil).

17(c). During the year ended March 31st, 2020, the Company has invested in 10 nos (March 31st 2019- Nil nos) equity shares of face value of ₹10 per share at a premium of ₹24,499.50 per share in Bizcrum Infotech Pvt. Ltd. (ShoeKonnect) aggregating to ₹245 thousands (March 31st 2019- Nil).

18. During the year ended March 31st, 2020, the Company has invested in Nil nos (March 31st 2019- 10nos) equity shares of face value of ₹10 per share at premium of ₹6,730 per share in Medcords Healthcare Solutions Pvt Ltd amounting to Nil (March 31st 2019- ₹67.40 thousands).

19. During the year ended March 31st, 2020, the Company has invested in 2,869 nos (March 31st 2019- 3,906 nos) Compulsorily convertaible preference shares of face value of ₹100 per share at premium of ₹24,295.20 per share in Medcords Healthcare Solutions Pvt Ltd amounting to ₹69,989.83 thousands (March 31st 2019- 26,326.44).

20. During the year ended March 31st, 2020, the Company has invested in Nil nos. (Previous year - 2,80,00,000 nos) 0.01% Series B Compulsorily convertible preference shares of face value ₹10 per share in NoPaperForms Solutions Private Limited amounting to Nil (Previous year - ₹2,80,000 thousands).

21(a). During the year ended March 31st, 2020, the Company has invested in Nil nos (Previous year - 23,073 nos) preference shares of face value of ₹10 per share at premium of ₹8,658.15 per share in Printo Document Services Private Limited amounting to ₹Nil (Previous year - ₹2,00,000.23 thousands).

21(b). During the year ended March 31st, 2020, the Company has invested in 3,417 nos (Previous year - Nil nos) 0.001% Compulsorly convertiable debentures of face value of ₹10 per share at premium of ₹14,622.72 per share in Printo Document Services Private Limited amounting to ₹50,000 (Previous year - Nil).

22. During the year ended March 31st, 2020, the Company has invested in Nil nos. (Previous year - 342,696 nos) optionally convertible cumulative redeemable preference shares of face value ₹100 per share in Rare Media Company Private Limited amounting to Nil (Previous year - ₹34,269 thousands).

23. During the year ended March 31st 2020 the Company has invested in 1,244 (Previous year - Nil nos) optionally convertible cumulative redeemable preference shares of face value of ₹10 per share at a premium of ₹48,230.90 per share in Happily Unmarried Marketing Private Limited aggregating to ₹60,012 (Previous year - Nil).

24. During the year ended March 31st 2020 the Company has invested in 1,511 nos (Previous year - Nil) Compulsorily convertible preference share of face value ₹100 per share at a premium of ₹4,56,245 per share in eTechAces Marketing and Consulting Private Limited amounting to ₹689,537 thousandsl (Previous year - ₹Nil).

25. During the year ended March 31st 2020 the Company has invested in 2,005 (Previous year - Nil) Compulsorily convertible preference share of face value ₹10 per share at a premium of ₹24,923.51 per share in Llama Logisol Private Limited amounting to ₹49,992 thousands (Previous year - Nil).

26. During the year ended March 31st 2020 the company has invested in 58,314 nos (Previous year - 41,652 nos) Compulsorily convertible preference shares of face value of ₹1 at premium of ₹239.08 per share in Wishbook Infoservices Private Limited amounting to ₹14,000 thousands (Previous year - ₹9,999.88 thousands).

27. During the year ended March 31st 2020 the Company has invested in 3,986 nos. (Previous year - Nil nos) Compulsorily convertible preference shares of face value ₹100 per share at premium of ₹19,970.97 per share in International Educational Gateway Private Limited amounting to ₹80,002 thousands (Previous year - Nil).

28. During the year ended March 31st 2020 the Company has invested in 32,339 nos. (Previous year - Nil) Compulsorily convertible preference shares of face value ₹10 per share at premium of ₹4,319.03 per share in Agstack Technologies Private Limited (Gramophone) amounting to ₹139,997 (Previous year - Nil).

29. During the year ended March 31st 2020 the Company has invested in 10 nos. (Previous year - Nil) equity shares of face value of ₹10 per share at a premium of ₹914.50 per share in LQ Global Services Private Limited amounting to ₹9 thousands (Previous year - Nil).

30. During the year ended March 31st 2020 the Company has invested in 16,215 nos. (Previous year - Nil) 0.01% Cumpulsorily convertible preference shares of face value of ₹10 per share at a premium of ₹914.50 per share in LQ Global Services Private Limited amounting to ₹14,991 thousands (Previous year - Nil).

31. During the year ended March 31st 2020 the Company has invested in Nil (Previous year-264 nos.) equity shares of face value of ₹10 per share at premium of ₹50,212.64 per share per share in Shop Kirana E Trading Private Limited amounting to Nil (Previous year - ₹13,258.78 thousands).

32. During the year ended March 31st 2020 the Company has invested in 2,333 nos (Previous year - 1986 nos) 0.01% Compulsorily convertible preference shares of face value of ₹10 per shares at premium of ₹2,01,284.59 per share in Shop Kirana E Trading Private Limited amounting to ₹4,69,620.27 thousands (Previous year - ₹1,20,633.54 thousands).

33. During the year ended 31st March 2020, the Company (the Seller) has entered into a Share Purchase Agreement with Applect Learning System Private Limited & Aakash Educational Services Private Limited dated January 2th, 2020 for sale of 13,429 equity shares of face value of ₹10/- ,10,000 Compulsory convertiable preference shares of face value of ₹100/-, 24,99,64,932 Compulsory convertiable preference shares of face value of ₹1/- & 1,89,664 Compulsory convertiable debentures of Applect Learing System Private Limited to Aakash Educational Services Private Limited. Price have been mutually agreed between purchaser and seller at fair market value of ₹16,023.54/- per equity, ₹2,137.54 per preference share of face value ₹100/-, ₹0.27 per preference shares of face value ₹1/- & ₹270.57 per debenture amounting to ₹35,58,09.36 thousands.

34. During the year ended March 31st, 2020, the Company has issued 2,22,95,373 nos (Previous year - 1,31,82,210 nos) to holding company 0.0001% Compulsory Convertible Debentures into 0.0001% Compulsorily Convertible Preference Shares of ₹100 each amounting ₹2,22,95,37 thousands (Previous year - ₹13,18,221 thousands) As per IND AS 109, the said borrowing amount has been transferred to equity component of debentures; and appropriately classified under 'Note 7 - Other equity' & Note 8(a) - Borrowings' respectively.

35(a). During the year ended March 31st, 2020, diminution in the carrying value of investments in following investee companies namely (a) V Care Technologies Private Limited amounting to ₹81,608 thousands b) Wishbook Infoservices Private Limited amounting to ₹59,000 thousands c) Unnati Online Private Limited amounting to ₹74,877 d) Printo Document Services Private Limited amounting to ₹1,20,595 thousands is made. During the previous year ended March 31st, 2019, diminution in the carrying value of investments in following investee companies namely (a) Rare Media Company Private Limited amounting to ₹1,53,130 thousands (b) Mint Bird Technologies Private Limited amounting to ₹1,01,400 thousands was made.

35(b) During the year ended March 31st, 2020, diminution in the carrying value of investments in it's subsidiary company namely (a) Applect Learning Systems Private Limited amounting to ₹5,53,086 thousands (represented by equity shares of ₹2,61,420 thousands, preference shares of ₹1,84,675 thousands and debentures of ₹1,06,990 thousands (b) NewInc Internet Services Limited amounting to ₹2,500 thousands (represented by debentures of ₹2,500 thousands) is made. During the previous year ended March 31st, 2019, diminution in the carrying value of investments in it's subsidiary company namely (a) Canvera Digital Technologies Private Limited amounting to ₹1,02,840 thousands net of amount received (represented by investment in preference shares of ₹1,02,840 thousands) (b) Applect Learning Systems Private Limited amounting to ₹1,80,020 thousands (represented by investment in equity shares of ₹94,398 thousands, preference shares of ₹54,267 thousands and debentures of ₹31,355 thousands was made.

36. During the previous year ended March 31st, 2019, the Company has changed the nature of securities from cumulative redeemable preference shares (whether issued as cumulative redeemable preference shares or convertible from compulsory convertible debentures to cumulative redeemable preference shares) into compulsorily convertible preference shares w.e.f. March 27, 2019. All other terms and conditions remain same.

37. During the year ended the company has made an investment in units of Alternative Investment Trust amounting to ₹3,00,000 thousands.

38. During the year Company has contributed ₹30 crore in an Alternative Investment Fund ("AIF") named Info Edge Venture Fund ("IEVF"), a trust Registered with Stock Exchange Board Of India ("SEBI") as Category II AIF, under the SEBI Alternative Investment Funds Regulations 2012 set up by its holding company . Such contribution was made vide contribution agreement entered into with Investment Manager namely Smartweb Internet Services Limited and with IEVF trustees namely M/s Beacon Trusteeship Ltd, a Third Party Independent SEBI registered Debenture Trustee.

The Company also committed additional contribution of ₹100 crore in IEVF.

39. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard(IND AS)) Rules, 2015 as the Company doesnot have any operations during the year.

40. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standard(IND AS)) Rules, 2015 are not applicable on the company since there was no employee employed by the company during the year.

41. Income Tax Expenses

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

a) Income Tax expense

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Current tax on profit for the year	5,771	-
Total current tax expenses	**5,771**	**-**
Deferred Tax	-	-
Total (a)	**5,771**	**-**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Loss before tax	(870,025)	(565,634)
Tax @ 25.168% (Previous Year 26%)	**(218,968)**	**(147,065)**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
-Interest Cost on Financial Liabilities	-	12,209
-Net gain on Fair value of instruments	-	(3,765)
-Exceptional Items	224,414	139,722
-Others	324	(1,101)
Total (b)	**5,771**	**-**

42. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

FAIR VALUE HIERARCHY

a) Financial instruments by category

(₹ 000)

Particulars	March 31, 2020		March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash Equivalents	-	27,018	-	210,975
Other financial assets	-	841,978	-	95,442
Total Financial Assets	**-**	**868,996**	**-**	**306,417**
Financial Liabilities				
Borrowings	-	-	-	-
Trade payables	-	348	-	427
Total Financial Liabilities	**-**	**348**	**-**	**427**

Fair value hierarchy

The following section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

b) Fair value hierarchy for assets and liabilities

Financial assets measured at fair value at March 31, 2020 **(₹ 000)**

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Financial assets measured at fair value at March 31, 2019 **(₹ 000)**

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market is determined using valuation obtained from the respective mutual fund houses.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for compound instruments

There are no transfers between levels 1 and 2 during the year.The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

c) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or mutual fund houses quotes for similar instruments.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

d) Financial assets and liabilities measured at amortised cost

The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables are considered to be the same as their fair values, due to their short-term nature. The fair values for security deposits , Investment in preference shares & investment in debentures and borrowings are calculated based on cash flows discounted using a current lending rate, however the change in current rate does not have any significiant impact on fair values as at the current year end. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs, including counter party credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(e) Fair value measurements using significant unobservable inputs (level 3)

Particulars	Unlisted equity securities (₹ 000)
As at March 31, 2018	**1,833,149**
Acquisitions	64,179
Unrealised gain/loss recognised in profit/loss	280,989
As at March 31, 2019	**2,178,317**
Acquisitions	926,648
Unrealised gain/loss recognised in profit/loss	-
As at March 31, 2020	**3,104,965**

43. FINANCIAL RISK AND CAPITAL MANAGEMENT

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Market risk – interest rate	Long-term borrowings at variable rate	Sensitivity analysis	Interest rate swaps

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors.

(a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company is primarily engaged in investments in technology companies; and borrows short term and long term funds from holding & group companies to meet the fund requirements.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

	Contractual cash flows				Amount (₹ 000)
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Borrowings	-	-	-	-	-
Trade and other payables	348	348	-	-	-

	Contractual cash flows				Amount (₹ 000)
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Borrowings	-	-	-	-	-
Trade and other payables	427	427	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

(c) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

	Amount in ₹ 000 March 31, 2020	**Amount in ₹ 000** March 31, 2019
Fixed-rate instruments		
Financial assets	836,092	94,686
Financial liabilities	-	-
Total	**836,092**	**188,634**

B) Capital management

a) Risk management

The Comapny's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, preference and debenture capital.

b) Dividend

No dividend was paid out during the year

44. Revenue from Contracts with Customers

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contracts with Customers. This establishes Standard sets out a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, 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 new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company from 1 April 2018 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognized at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method). Since there is no Revenue accrued during the Current Year as well as Previous Year, there is no impact of Ind AS 115 on the Financial statement during the year.

45. Ind AS 116 Leases:

"The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

46. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Startup Investment (Holding) Limited
CIN:U74140DL2015PLC277487

Chintan Thakkar
Director
DIN No:-00678173

Sanjeev Bikhchandani
Director
DIN No:-00065640

Amit Sharma
Chief Financial Officer

Mohit Kumar
Company Secretary

Place: Noida
Date: June 08, 2020

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 21st Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company made a profit of ₹ 89,878 thousand in FY 2020 on account of other income as compared to profit of ₹ 1,09,623 thousand in FY 2019.

SHARE CAPITAL

Since the Company had surplus funds than its requirements to continue its business activities, the Board of Directors in its meeting held on January 28, 2019 had approved reduction of its issued, subscribed and paid-up, (0.0001% Cumulative Redeemable Preference Shares (CRPS)) capital, from ₹3,43,24,00,000 divided into 3,43,24,000 fully paid-up CRPS of ₹100 each to ₹3,24,00,000 divided into 3,24,000 fully paid-up CRPS of ₹100/- each, by cancelling and extinguishing, in aggregate ₹3,40,00,00,000 divided into 3,40,00,000 CRPS of ₹100/- each.

In pursuance of the above, the Company had filed a petition with National Company Law Tribunal ("NCLT") for reduction of its preference share capital and the said petition had been approved by the Hon'ble NCLT vide its order dated October 30, 2019. After receipt of the said order, the Registrar of Companies has also issued the Certificate under sub-section (5) of section 66 of the Companies Act, 2013 in Form No. RSC-7 confirming the reduction of Cumulative Redeemable Preference Share Capital of the Company. The Company had also received confirmation from National Securities Depository Limited (NSDL) regarding extinguishment and cancellation of the 3,40,00,000 fully paid up CRPS.

Accordingly, the Company had discharged consideration of an amount of ₹ 3,400 million to Info Edge (India) Limited, holding company of the Company against cancellation and extinguishment of aforesaid shares.

DIVIDEND

The Company intends to preserve profit earned during the year and use the amount for operations of the Company. In view of the above, your Directors do not propose any dividend for distribution.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material change affecting the financial position of the Company which has occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

The Hon'ble NCLT vide its order no. 1814 dated October 30, 2019 approved the reduction of preference share capital of the Company from ₹ 343,24,00,000 to ₹ 3,24,00,000.

During the year under review, no other significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control, commensurate with the size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

Zomato Pvt. Ltd. (Formerly known as Zomato Media Pvt. Ltd.)

The company holds 0.11% stake in Zomato Media Pvt. Ltd. on fully converted & diluted basis which owns and operates the website www.zomato.com. It generates revenue from advertisements of restaurants and lead sales.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. MSKA & Associates (FRN- 105047W), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 18th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

INTERNAL AUDITOR

Mr. Mohit Kumar Agarwal resigned from the position of Internal Auditor of the Company w.e.f. April 15, 2019.

As pursuant to provisions of Section 138 of the Companies Act, 2013, read with Rule 13 of the Companies (Accounts) Rules, 2014, there is no requirement for appointment of internal auditor after the reduction of Paid-up Capital of the Company to ₹ 3,25,00,000/- (consisting of 10,000 equity shares having face value of ₹ 10/- each and 324,000 CRPS having face value of ₹ 100/- each).

SECRETARIAL AUDITORS

The Board of Directors of the Company had in its meeting held on January 28, 2019, approved reduction of Cumulative Redeemable Preference Share Capital of the Company by way of extinguishment and cancellation of 0.0001% Cumulative Redeemable Preference Shares ("CRPS") having aggregate paid up value of ₹ 3,40,00,00,000/- from ₹ 343,24,00,000 (divided into 3,43,24,000 CRPS having face value of ₹100/-each) to ₹ 3,24,00,000/- (divided into 324,000 CRPS having face value of ₹100/- each) .

Post reduction of the Cumulative Redeemable Preference Share Capital, total Paid-up Capital of the Company is ₹ 3,25,00,000/- (consisting of 10,000 equity shares having face value of ₹ 10/- each and 324,000 CRPS having face value of ₹ 100/- each).

Pursuant to provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there is no requirement for appointment of secretarial auditors for the F.Y. 2019-20.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi, Ms. Sharmeen Khalid and Mr. Saurabh Srivastava are the Directors of the Company as on the date of this report. Mr. Murlee Manohar Jain is the Company Secretary and Mr. Chintan Thakkar is the Chief Financial Officer of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani, Director (DIN: 00065640), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 7 (Seven) times during the year on April 15, 2019, May 24, 2019, August 05, 2019, September 20, 2019, November 11, 2019, January 6, 2020 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Board Meetings held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	7	7
Mr. Hitesh Oberoi	Director	7	7
Mr. Saurabh Srivastava	Director	7	7
Ms. Sharmeen Khalid	Director	7	7

DECLARATION BY INDEPENDENT DIRECTORS

The Independent Director has submitted his disclosure to the Board that he fulfils all the requirements as stipulated in Section 149(6) of the Companies Act, 2013.

Mr. Saurabh Srivastava has confirmed his registration with the Indian Institute of Corporate Affais (IICA) database in pursuance of Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any Loans, guarantee or investments during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 14 of notes to financial statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://www.infoedge.in/pdfs/Naukri-Internet-Services-Limited.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

PERFORMANCE EVALUATION OF THE BOARD OF DIRECTORS

Section 134 of the Companies Act, 2013 states that a formal evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Further, Schedule IV of the Companies Act, 2013 states that performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

In accordance with the aforesaid provisions, the Board has carried out the annual performance evaluation of its own performance and the Directors individually.

Some of the performance indicators based on which the evaluation takes place are-attendance in the meetings and quality of preparation/participation, ability to provide leadership, work as team player.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirm that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its

special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Sanjeev Bikhchandani	Hitesh Oberoi
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 00065640	DIN: 01189953

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangements or transactions at arm's length basis**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note. No. 14 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Hitesh Oberoi
(Director)
DIN: 01189953

Place: Noida
Date: June 8, 2020

ANNEXURE-B

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS:

i. CIN :- U74899DL1999PLC102748

ii. Registration Date:- December 09, 1999

iii. Name of the Company: - Naukri Internet Services Ltd.

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

Ground Floor, GF-12A,

94, Meghdoot Building, Nehru Place,

New Delhi-110019

Tel. No. +91 120-3082000, Fax: 0120-3082095

Email: nisl@infoedge.com

Website: -N.A.

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63112	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Indian Promoters – Bodies Corporate	-	10,000* (Equity Shares)	10,000* (Equity Shares)	100	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-
	-	34,324,000 (Preference Shares)	34,324,000 (Preference Shares)	100	324,000** (Preference Shares)	-	324,000** (Preference Shares)	100	-
Total	**-**	**10,000* (Equity Shares)**	**10,000* (Equity Shares)**	**100**	**-**	**10,000* (Equity Shares)**	**10,000* (Equity Shares)**	**100**	**-**
	-	**34,324,000** (Preference Shares)**	**34,324,000** (Preference Shares)**	**100**	**324,000** (Preference Shares)**	**-**	**324,000** (Preference Shares)**	**100**	**-**

**6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.*

***The Preference Share capital of the Company had been reduced pursuant to reduction of Preference share capital.*

ii. **Shareholding of Promoters:**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	10,000* (Equity Shares)	100	0.00	10,000* (Equity Shares)	100	0.00	-
		34,324,000** (Preference Shares)	100	0.00	324,000** (Preference Shares)	100	0.00	-

**No. of shares refers to equity shares of ₹ 10 each.*

***No. of shares refers to 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100 each.*

***The Preference Share capital of the Company had been reduced pursuant to reduction of Preference share capital.*

iii. **Change in Promoter's Shareholding : No Change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

v. **Shareholding of Directors and Key Managerial Personnel**

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Sanjeev Bikhchandani	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00
2.	Chintan Thakkar	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00
3	Murlee Manohar Jain	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd)	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment: **Nil**

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Sanjeev Bikhchandani (Director) DIN: 00065640

Hitesh Oberoi (Director) DIN: 01189953

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

To the Members of Naukri Internet Services Limited

Report on the Audit of the Financial Statements Opinion

We have audited the financial statements of Naukri Internet Services Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act') in the manner so required and give a true and fair view in conformity with the Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act.Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 22 to the financial statements which states that the management has made an assessment of the impact of COVID-19 on the Company's investment in Zomato Media Private Limited as at year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

Our opinion is not modified in respect of this matter.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's report but does not include the financial statements and our auditor's report there on.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Financial Statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014.

   (e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors)Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company does not have any pending litigations which would impact its financial position.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules there under.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706
UDIN: 20216706AAAACN5950

Place: Gurugram

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE FINANCIAL STATEMENTS OF NAUKRI INTERNET SERVICES LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706
UDIN: 20216706AAAACN5950

Place: Gurugram

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE IND AS FINANCIAL STATEMENTS OF NAUKRI INTERNET SERVICES LIMITED FOR THE YEAR ENDED MARCH 31, 2020

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

i. The Company does not have any Property, plant & equipment. Accordingly, the provisions stated in paragraph 3(i) of the Order are not applicable to the Company.

ii. The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) of the Order are not applicable to the Company.

iii. The Company has not granted loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships(LLP's or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act'). Accordingly, the provisions stated in paragraph 3(iii) (a) to (c) of the Order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 of the Act. Accordingly, provisions of Section 185 are not applicable to the Company. Company has complied with the provisions of section 186 of the Act, in respect of investments, guarantees and security made.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under. Accordingly, the provisions stated in paragraph 3(v) of the Order are not applicable to the Company.

vi. The provisions of sub-section(1) of section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the products of the Company. Accordingly, the provisions stated in paragraph 3 (vi) of the Order are not applicable to the Company.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and any other statutory dues applicable to it. No undisputed statutory dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable.

(b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of income tax, goods and service tax, customs duty and cess which have not been deposited on account of any dispute.

viii. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year Accordingly, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions stated in paragraph 3 (ix) of the Order are not applicable to the Company.

x. During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees.

xi. According to the information and explanations given to us and based on our examination of the records of the Company, no managerial remuneration is paid to directors. Accordingly, the provisions stated in paragraph 3(xi) of the Order are not applicable to the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, the provisions stated in paragraph 3 (xiv) of the Order are not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, provisions stated in paragraph 3(xv) of the Order are not applicable to the Company.

xvi. In our opinion, the Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph clause 3 (xvi) of the Order are not applicable to the Company.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706
UDIN: 20216706AAAACN5950

Place: Gurugram

ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NAUKRI INTERNET SERVICES LIMITED

[Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of Naukri Internet Services Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)(the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls With Reference to Financial Statements

A Company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2020, based on the internal control with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706
UDIN: 20216706AAAACN5950

Place: Gurugram

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Notes	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
ASSETS			
Non-current assets			
Financial assets			
Non-current investments	3(a)	80,527	80,527
Other non-current assets	4	738	-
Total non-current assets		**81,265**	**80,527**
Current assets			
Financial assets			
Cash and cash equivalents	3(b)	162	1,296,474
Bank balances other than cash and cash equivalent	3(c)	-	130
Other financial assets	3(d)	183,384	2,153,730
Total current assets		**183,546**	**3,450,334**
Total assets		**264,811**	**3,530,861**
EQUITY & LIABILITIES			
Equity			
Equity share capital	5	100	100
Other equity	6	259,147	3,023,188
Total equity		**259,247**	**3,023,288**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	7(a)	5,231	503,945
Other long term liabilities	8	-	3,459
Total non-current liabilities		**5,231**	**507,404**
Current liabilities			
Financial liabilities			
Trade payables	7(b)		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		141	152
Other current liabilities	9	192	17
Total current liabilities		**333**	**169**
Total liabilities		**5,564**	**507,573**
Total equity and liabilities		**264,811**	**3,530,861**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For MSKA & Associates
Chartered Accountants
Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706

Place: Gurugram
Date: June 08, 2020

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN:U74899DL1999PLC102748

Sanjeev Bikhchandani
Director
DIN:00065640

Hitesh Oberoi
Director
DIN:01189953

Murlee Manohar Jain
Company Secretary

Chintan Thakkar
Chief Financial Officer

Place: Noida
Date: June 08, 2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Notes	Year ended 31-03-2020 (₹ 000)	Year ended 31-03-2019 (₹ 000)
Income			
Revenue from operations		-	-
Other income	10	186,814	190,602
Total income		**186,814**	**190,602**
Expenditure			
Finance costs	11	47,366	56,719
Other expenses	12	2,642	426
Total expense		**50,008**	**57,145**
Profit before exceptional items and tax		**136,806**	**133,457**
Exceptional items [Refer note 3(a)]		-	(7,255)
Profit before tax		**136,806**	**140,712**
Tax expense			
- Current tax expense	18	46,928	31,089
Profit for the year		**89,878**	**109,623**
Other comprehensive income/ (loss)			
Other comprehensive income/ (loss),net of tax		-	-
Total comprehensive income of the year		**89,878**	**109,623**
Earning per share:			
Basic earnings per share	13	8,988	10,962
Diluted earnings per share	13	8,988	10,962
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For MSKA & Associates
Chartered Accountants
Firm Registration No.:105047W

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN:U74899DL1999PLC102748

Manish P Bathija
Partner
Membership No.: 216706

Sanjeev Bikhchandani
Director
DIN:00065640

Hitesh Oberoi
Director
DIN:01189953

Murlee Manohar Jain
Company Secretary

Chintan Thakkar
Chief Financial Officer

Place: Gurugram
Date: June 08, 2020

Place: Noida
Date: June 08, 2020

STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Cash flow from operating activities:		
Profit before exceptional items and tax	**136,806**	**133,457**
Adjustments for:		
Finance cost	47,366	56,719
Interest income on fixed deposits	(136,083)	(51,510)
Dividend income from mutual funds	-	(83,363)
Profit on sale of investment	(50,731)	(55,729)
Operating loss before working capital changes	**(2,642)**	**(426)**
Changes in working capital		
Adjustments for changes in working capital :		
(Increase)/ Decrease in other current assets	-	5
(Decrease) in trade payables	(11)	(39)
Increase/(Decrease) in other financial liabilities	175	(13)
Cash generated used in operations	**(2,478)**	**(473)**
Income tax paid	(51,125)	(27,605)
Net cash outflow used in operating activities (A)	**(53,603)**	**(28,078)**
Cash flow from investing activities:		
Proceeds from sale of investment in jointly controlled entity	-	3,284,070
Interest income on fixed deposits	165,646	10,733
Dividend Income on mutual funds	-	83,363
Purchase of mutual funds	(3,484,100)	(5,429,400)
Proceeds from sale of mutual funds	3,534,831	5,429,400
Profit on sale of mutual funds	-	55,729
Invesment in fixed deposits	-	(2,112,923)
Proceed from redemption of fixed deposits	1,940,784	-
Net cash inflow from investing activities (B)	**2,157,161**	**1,320,972**
Cash flow from financing activities:		
Payment on redeemption of Cumulative Reedemable Preference share	(3,400,000)	-
Net cash flow from financing activities (C)	**(3,400,000)**	**-**
Net increase/ (decreases) in cash & cash equivalents (A+B+C)	**(1,296,442)**	**1,292,893**
Cash and cash equivalents at the beginning of the year	**1,296,604**	**3,711**
Cash and cash equivalents at the closing of the year	**162**	**1,296,604**
Cash and cash equivalents comprise Refer Note [3(b) and (c)]		
Cash on hand	1	1
Balance with banks:		
- on current account	161	1,296,603
Total cash and bank balance at the end of the year	**162**	**1,296,604**

Notes :

1.The above Statement of Cash Flows has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], as amended.

2. Figures in brackets indicate cash outflow.

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For MSKA & Associates
Chartered Accountants
Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706

Place: Gurugram
Date: June 08, 2020

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN:U74899DL1999PLC102748

Sanjeev Bikhchandani
Director
DIN:00065640

Hitesh Oberoi
Director
DIN:01189953

Murlee Manohar Jain
Company Secretary

Chintan Thakkar
Chief Financial Officer

Place: Noida
Date: June 08, 2020

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2020

a. Equity share capital

Particulars	No. of shares	Amount (₹ '000)
Equity shares of INR 10 each issued, subscribed and fully paid up		
Opening	**10,000**	**100**
Add: Issue during the year	-	-
Closing	**10,000**	**100**

b. Other equity

Particulars	Reserves & surplus		Total (₹ '000)
	Equity component of compounded financial instruments (₹ '000)	Retained earnings (₹ '000)	
Balance as at April 1, 2018	3,117,286	(203,721)	**2,913,565**
Profit for the year	-	109,623	**109,623**
Balance as at March 31, 2019	**3,117,286**	**(94,098)**	**3,023,188**

Particulars	Reserves & surplus		Total (₹ '000)
	Equity component of compounded financial instruments (₹ '000)	Retained earnings (₹ '000)	
Balance as at April 1, 2019	3,117,286	(94,098)	**3,023,188**
Profit for the year	-	89,878	**89,878**
Redemption of Cumulative Reedemable Preferecne Share Capital (Refer note 17)	-	(2,853,919)	**(2,853,919)**
Balance as at March 31, 2020	**3,117,286**	**(2,858,139)**	**259,147**

Summary of significant accounting policies 2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For MSKA & Associates
Chartered Accountants
Firm Registration No.:105047W

Manish P Bathija
Partner
Membership No.: 216706

Place: Gurugram
Date: June 08, 2020

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN:U74899DL1999PLC102748

Sanjeev Bikhchandani
Director
DIN:00065640

Hitesh Oberoi
Director
DIN:01189953

Murlee Manohar Jain
Company Secretary

Chintan Thakkar
Chief Financial Officer

Place: Noida
Date: June 08, 2020

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1 Corporate information

Naukri Internet Services Limited (the company) is a limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. Its registered and principal office of business is located at GF-12A, 94, Meghdoot Building, Nehru Place, New Delhi-110019. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

The financial statements were authorised for issue in accordance with a resolution of the directors on June 08, 2020.

2 Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of preparation of Financial Statements

(i) Compliance with Ind AS:

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rule 2016.

The financial statements for the year ended March 31, 2017 were the first set of financial statements prepared in accordance with accounting standards notified under the section 133 of the Act, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(ii) Current vs non-current classification:

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

(iii) Basis of measurement:

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following material items that have been measured at fair value as required by relevant Ind AS:

• Certain financial assets and liabilities

• Asset classified as held for sale (Refer note J)

(iv) Use of estimates:

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognised in the year in which the estimates are revised and in any future years affected.

B. Foreign currency transactions

(i) Functional and presentation currency

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

(ii) Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

C. Revenue recognition

Revenue is recognised when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria have been met as described below.

Revenue is measured at the fair value of consideration received or receivable. Amount disclosed as revenue are net of goods and service tax (GST), trade allowances, rebates and amounts collected on behalf of third parties and is not recognised in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognised on reasonable certainty of collection.

D. Other income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

E. Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a) Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit/(loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

F. Provisions and contingent liabilities

Provisions are recognized when there is a present 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 there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

G. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cheques on hand, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash at banks and short-term deposits net of bank overdraft.

H. Earnings per share (EPS)

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

I. Financial instruments

(i) Classification

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

• those to be measured subsequently at fair value through profit or loss, and

• those measured at amortised cost

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments in subsidiaries and associates, these are carried at cost in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are two measurement categories into which the Company classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- Fair value through profit or loss (FVTPL): Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

(iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or

- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Financial liabilities

Financial liabilities are classified, at initial recognition, as loans and borrowings, payables, as appropriate.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short term maturity of these instruments.

(vi) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Dividends

Dividends are recognized in profit or loss only when the right to receive the payments is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably, which is generally when the shareholders approve the dividend.

J. Assets classified as held for sale

The company classifies non-current assets (or disposal group) as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use.

The criteria for held for sale classification is regarded met only when the assets (or disposal group) is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets (or disposal group), its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset (or disposal group) to be highly probable when:

- The appropriate level of management is committed to a plan to sell the asset (or disposal group),
- An active programmed to locate a buyer and complete the plan has been initiated (if applicable),
- The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
- The sale is expected to qualify for recognition as a completed sale within one year from the date of classification , and
- Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets (or disposal group) held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities (or disposal group) classified as held for sale are presented separately in the Balance Sheet.

K. Compound financial instrument

Compulsory convertible instruments

Compulsory Convertible Preference Shares are separated into liability and equity components based on the terms of the contract. At the inception of the Compulsory Convertible Instruments, the following two elements will be seperated:

- a liability component arising from the interest payments; and
- an equity component representing the delivery of fixed number of equity shares in future.

On issuance of the Compulsory Convertible Instrument, the fair value of the liability portion is determined using a market interest rate for an equivalent non-compulsory convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument since it meets Ind AS 32, Financial Instruments: Presentation, criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the equity component is not subsequently re-measured.

Optionally convertible instruments

Optionally Convertible Preference Shares are separated into liability and equity components based on the terms of the contract. At the inception of the Optionally Convertible Instruments, the following two elements will be seperated:

- a liability component arising from the interest payments and redemption of principal amount; and
- an equity component representing option with the holder for receiving fixed number of equity shares in future.

On issuance of the optionally convertible preference shares, the fair value of the liability portion of an optionally convertible preference shares is determined using a market interest rate for an equivalent non-convertible bonds. This amount is recorded as a liability on an amortised cost basis until extinguished on conversion or redemption of the bonds. The remainder of the proceeds is attributable to the equity portion of the compound instrument since it meets Ind AS 32, Financial Instruments: Presentation, criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not subsequently re-measured.

Transaction costs are apportioned between the liability and equity components of the instruments based on the allocation of proceeds to the liability and equity components when the instruments are initially recognized.

L. Contributed equity

Equity Shares are classified as equity share capital.

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

M. Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

N. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest thousand as per the requirement of Schedule III, unless otherwise stated.

3. Financial assets

3(a). Non current investments

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Investments in Equity instruments (fully paid)		
Unquoted in fellow subsidiaries		
Shares in Allcheckdeals India Private Limited		
1 (Previous year 1) Equity Share of ₹ 10/- #	0	0
Shares in Makesense Technologies Private Limited		
1 (Previous year 1) Equity Share of ₹ 10/- #	0	0
Unquoted in jointly controlled entity		
Shares in Zomato Media Private Limited	80,527	73,272
Add: Appreciation in value of investment [728 Equity shares (Previous year 728)]	-	7,255
	80,527	**80,527**

0 represents amount is below the rounding off norms adopted by the Company

Aggregate amount of unquoted investments	80,527	80,527
Aggregate amount for impairment in value of investments	-	-

3(b). Cash and cash equivalents

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Cash on hand	1	1
Balance with bank		
-on current account	161	373
-in fixed deposit accounts with original maturity of less than 3 months	-	1,296,100
	162	**1,296,474**

3(c). Bank balances other than cash and cash equivalent

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Fixed deposit accounts with original maturity more than 3 months but less than 12 months	-	130
	-	**130**

3(d). Other financial assets

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Interest accrued on fixed deposits	11,244	40,807
Fixed deposit accounts with original maturity more than 12 months	172,140	2,112,923
	183,384	**2,153,730**

4. Other non-current assets

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
(Unsecured considered good)		
Advance tax (including TDS Recoverable)	79,080	-
Less: Provision for income tax	(78,342)	-
	738	**-**

5. Equity share capital

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Authorized equity share capital		
50,000 Equity Shares of ₹ 10/- each		
(Previous Year - 50,000 Equity Shares of ₹ 10/- each)	**500**	**500**
35,000,000 Preference Shares of ₹ 100/- each		
(Previous Year - 35,000,000 Shares of ₹ 100/- each)	**3,500,000**	**3,500,000**
Issued, subscribed & paid-up		
10,000 Equity Shares of ₹ 10/- each, fully paid up		
(Previous Year - 10,000 Equity Shares of ₹ 10/- each)	100	100
324,000 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each	32,400	3,432,400
(Previous Year- 34,324,000 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹ 100/- each)		
	32,500	**3,432,500**

a. Reconciliation of equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ 000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ 000)
Equity shares				
Outstanding at the beginning of the year	10,000	100	10,000	100
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**100**	**10,000**	**100**

Reconciliation of preference shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ 000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ 000)
Preference shares				
Outstanding at the beginning of the year	34,324,000	3,432,400	34,324,000	3,432,400
Add: Issued during the year	-	-	-	-
Less: Redeemed during the year (Refer note 17)	(34,000,000)	(3,400,000)	-	-
Outstanding at the end of the year	**324,000**	**32,400**	**34,324,000**	**3,432,400**

b. Rights, preferences and restrictions attached to shares

Equity share capital

The company has only one class of equity shares having a par value of Rs 10 per share. Each shareholder is entitled to one vote per share held. Dividend if any declared is payable in Indian Rupees.

Preference share capital

Rights attached to preference shares

The Company issued 0.0001% Cumulative Redeemable Preference Shares (CRPS) having a par value of Rs 100 per share. Each holder of CRPS shall be entitled to receive notice of and vote on all the matters that are submitted to the vote of the CRPS holder of the Company and shall carry voting rights as per provision of Section 47(2) of the Act.Each CRPS is entitled to a preferential dividend rate of 0.0001% (Zero point zero zero zero one per cent) per annum (the "Preferential Dividend"). The Preferential Dividend is cumulative and shall accrue from year to year, whether or not paid. All accrued dividends shall be paid in full (together with dividends accrued from prior years) prior and in preference to any dividend or distribution.

Terms of convertible preference shares

The holder of preference shares and Board/Company have the option to redeem such preference shares at any time prior to their maturity provided one month notice is served.

Tenure of CRPS

Not exceeding 20 years.

c. Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Particulars	March 31, 2020		March 31, 2019	
	No of Shares	% Holding	No of Shares	% Holding
Info Edge (India) Limited	9,994	99.94%	9,994	99.94%
Total	**9,994**	**99.94%**	**9,994**	**99.94%**

d. No class of shares have been issued as bonus shares or for consideration other than cash and no class of share have been bought back by the Company during the current period.

6. Other equity

Particulars	As at March 31, 2020 (₹ 000)		As at March 31, 2019 (₹ 000)	
Surplus (deficit) in the statement of profit and loss				
Opening Balance	(94,098)		(203,721)	
Profit/ (loss) for the year	89,878	(4,220)	109,623	(94,098)
Reserve and surplus (Refer note 17)		(2,853,919)		-
Equity component of compounded financial instruments		3,117,286		3,117,286
		259,147		**3,023,188**

7. Financial liabilities

7(a). Borrowings

Particulars	NON CURRENT		CURRENT	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Unsecured				
324,000 nos 0.0001% Cumulative redeemable preference shares*	3,432,400	3,432,400	-	-
(Previous Year - 34,324,000 nos. Preference Shares of ₹ 100/- each)				
Less: Redeemed during the year (Refer note 17)	(3,400,000)	-	-	-
Less : Equity component of preference shares	(29,425)	(3,117,286)	-	-
Add : Interest expense on present value	2,256	188,831	-	-
	5,231	**503,945**	**-**	**-**

* Category of shares	Issue date	Maturity not exceeding	Amount (₹ '000)
0.0001% Cumulative redeemable preference shares	08-06-2015	07-06-2035	27,900
0.0001% Cumulative redeemable preference shares	03-09-2015	02-09-2035	4,500
			32,400

Terms of repayment:

At the time of any repayment of capital by the Company, holders of CRPS shall be entitled, to rank as regards repayment of capital in priority to the equity shares but shall not be entitled to any further participation in profits or assets or surplus fund.

7(b). Trade payables

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Trade payable*		
-total outstanding dues of micro enterprises and small enterprises	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	141	152
	141	**152**

*Based on the information available with the Company, there are no outstanding dues and payments made to any supplier of goods and services beyond the specified period under Micro, Small and Medium Enterprises Development Act, 2006 [MSMED Act]. There is no interest payable or paid to any suppliers under the said Act.

8. Other long-term liabilities

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Provision for income tax	-	31,414
Less: Advance tax (including TDS recoverable)	-	(27,955)
	-	**3,459**

9. Other current liabilities

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Statutory dues payable (Tax deducted at source)	192	17
	192	**17**

10. Other income

Particulars	For the year ended March 31, 2020 (₹ 000)	For the year ended March 31, 2019 (₹ 000)
Interest income on fixed deposits	136,083	51,510
Dividend received on mutual fund	-	83,363
Profit on sale of investment in mutual fund	50,731	55,729
	186,814	**190,602**

11. Finance costs

Particulars	For the year ended March 31, 2020 (₹ 000)	For the year ended March 31, 2019 (₹ 000)
Interest cost on financial liabilities at amortized cost	47,366	56,719
	47,366	**56,719**

12. Other expenses

Particulars	For the year ended March 31, 2020 (₹ 000)	For the year ended March 31, 2019 (₹ 000)
Advertisement Expenses	22	-
Rent	28	28
Legal and professional charges*	2,569	396
Miscellaneous expenses	23	2
	2,642	**426**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

As auditor:

Particulars	For the year ended March 31, 2020 (₹ 000)	For the year ended March 31, 2019 (₹ 000)
Statutory audit fees	100	100

13. Earnings per share

Particulars	For the year ended March 31, 2020 (₹ 000)	For the year ended March 31, 2019 (₹ 000)
Profit attributable to Equity Shareholders	89,878	109,623
Basic		
Weighted average number of equity shares outstanding during the year (Nos.)	10,000	10,000
Basic earnings per equity share of INR 10 each (₹)	8,988	10,962
Diluted		
Weighted average number of equity shares outstanding during the year (Nos.)	10,000	10,000
Add : Weighted average number of potential equity shares on account of compulsorily convertible preference shares	-	-
Diluted earnings per equity share of INR 10 each (₹)	8,988	10,962

14 (1) Related party disclosures for the year ended March 31, 2020

A) Name of related parties and description of relationship

Name of relationship	**Name of the Company**
Holding company	Info Edge (India) Limited
Jointly controlled entity	Zomato Media Private Limited

B) Transactions with related parties:

Nature of relationship / transaction	Holding Company	Jointly Controlled Entity	Total
	(₹ '000)	(₹ '000)	**(₹ 000)**
Rental charges	28	-	**28**
Payment on redemption of 0.0001% Cumulative Redeemable Preference Share	3,400,000	-	**3,400,000**

C) Details of balances with related parties

Nature of relationship/ transaction	Holding Company	Jointly Controlled Entity	Total
	(₹ 000)	(₹ 000)	**(₹ 000)**
Debit balances			
Outstanding advances	-	-	**-**
Maximum amount outstanding during the year	-	-	**-**
Credit balances			
Outstanding payable	-	-	**-**
Maximum amount outstanding during the year	-	-	**-**

14 (2) Related Party Disclosures for the year ended March 31, 2019

A) Name of related parties and description of relationship

Name of relationship	Name of the Company
Holding company	Info Edge (India) Limited
Jointly controlled entity	Zomato Media Private Limited

B) Transactions with related parties:

Nature of relationship/ transaction	Holding Company	Jointly Controlled Entity	Total
	(₹ '000)	(₹ '000)	**(₹ 000)**
Rental charges	28	-	**28**

C) Details of balances with related parties

Nature of relationship/ transaction	Holding Company	Fellow Subsidiary	Total
Debit balances			
Outstanding advances	-	-	**-**
Maximum amount outstanding during the year	-	-	**-**
Credit Balances			
Outstanding payable	-	-	**-**
Maximum amount outstanding during the year	-	-	**-**

15. Segment reporting

No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company does not have any operations during the financial year.

16. Employee benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standards (IND AS)) Rules 2015, as amended by notification dated March 31, 2016, are not applicable on the company since there was no employee employed by the company during the year & previous year.

17. During the previous year ended March 31, 2019 the Board of Company vide its meeting held on January 28, 2019 passed a resolution for approving reduction of Cumulative Redeemable Preference share capital of the Company which was subsequently approved by shareholders in its Extraordinary General Meeting dated January 29, 2019. On February 08, 2019 the Company has filed an application with National Company Law Tribunal for reducing its 3,40,00,000 fully paid up 0.001% Cumulative Redeemable Preference Share (CRPS) under Section 66 of Companies Act, 2013.

The Hon'ble National Company Law Tribunal vide its order dated October 30, 2019 has approved reduction of share capital. Pursuant to this order the share certificates have been extinguished and the Company has paid out consideration to the holders of CRPS on January 17, 2020.

The Capital Reduction is recorded in the books of accounts in accordance with the applicable Accounting Standards as notified under section 133 of the Companies Act, 2013, read together with Paragraph 3 of The Companies (Indian Accounting Standards) Rule, 2015.

18. Income tax expenses

This note provides an analysis of the Company's income tax expense, show amounts that are recognized directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates in relation to the Company's tax position.

a) Income tax expense

Particulars	**Year ended March 31, 2020 (₹ 000)**	**Year ended March 31, 2019 (₹ 000)**
Current Tax		
Current tax for the year	46,928	31,089
Income Tax Expenses	**46,928**	**31,089**
Deferred Tax	-	-
Income tax expense	**46,928**	**31,089**

b) Reconciliation of tax expense and the accounting Profit/(loss) multiplied by tax rate:

Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
Profit before tax and exceptional items	136,806	133,457
Tax @ 25.17% (Previous Year 29.12%)	**34,431**	**38,863**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Brought forward losses adjusted	-	(15)
Interest cost on financial liabilities at amortized cost	11,921	16,517
Dividend income on mutual fund	-	(24,275)
Expense disallowed	576	-
Total	**46,928**	**31,089**

19. Financial instruments and risk management

Fair value hierarchy

a) Financial instruments by category

	March 31, 2020 (₹ 000)		March 31, 2019 (₹ 000)	
	Fair value through profit or loss	**Amortized cost**	**Fair value through profit or loss**	**Amortized cost**
Financial assets				
Cash and cash equivalents	-	162	-	12,96,474
Other financial assets	-	1,83,384	-	21,53,730
Total financial assets	**-**	**1,83,546**	**-**	**34,50,204**
Financial liabilities				
Borrowings	-	5,231	-	5,03,945
Trade payables		141		152
Total financial liabilities	**-**	**5,372**	**-**	**5,04,097**

Fair value of financial assets and liabilities measured at amortized cost

	March 31, 2020 (₹ 000)		March 31, 2019 (₹ 000)	
	Carrying amount	**Fair value**	**Carrying amount**	**Fair value**
Financial assets				
Cash and cash equivalents	162	162	12,96,474	12,96,474
Other financial assets	1,83,384	1,83,384	21,53,730	21,53,730
Total financial assets	**1,83,546**	**1,83,546**	**34,50,204**	**34,50,204**
Financial Liabilities				
Borrowings	5,231	5,231	5,03,945	5,03,945
Trade payables	141	141	152	152
Total financial liabilities	**5,372**	**5,372**	**5,04,097**	**5,04,097**

"The carrying amounts of other financial assets and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values."

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period. For details of the key assumptions used and the impact of changes to these assumptions see 2(ii) and 2(iv).

20. Financial risk and capital management

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors. Company treasury identifies, financial risks in close cooperation with the Company's operating units.

Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company is primarily engaged in investments in technology companies; and borrows short term and long term funds from holding company to meet the fund requirements.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

	Contractual cash flows				Amount (₹ 000)
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Borrowings	5,231	-	-	-	5,231
Trade and other payables	141	141	-	-	-

	Contractual cash flows				Amount (₹ 000)
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Borrowings	503,945	-	-	-	503,945
Trade and other payables	152	152	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

A) Financial risk management framework

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings and finance lease obligations. Borrowings issued at fixed rates and finance lease obligations exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows:

Amount in ₹ 000

Fixed-rate instruments	**March 31, 2020**	**March 31, 2019**
Financial assets	-	-
Financial liabilities	5,231	503,945
Total	**5,231**	**503,945**

B) Capital management

a) Risk management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, internal generation and borrowings for buying vehicles.

b) Dividend

There was no dividend declared during the current and previous financial year.

21. Ind AS 116 Leases:

"The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their balance sheets. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application.

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements."

22. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's investment in Zomato Media Private Limited. Management has concluded that no there is no impact which is required to be recognised in the financial statements. Accordingly, no adjustments have been made to the financial statements.

For MSKA & Associates
Chartered Accountants
Firm Registration No.: 105047W

Manish P Bathija
Partner
Membership No.: 216706

Place: Gurugram
Date: June 08, 2020

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN: U74899DL1999PLC102748

Sanjeev Bikhchandani
Director
DIN: 00065640

Hitesh Oberoi
Director
DIN: 01189953

Murlee Manohar Jain
Company Secretary

Chintan Thakkar
Chief Financial Officer

Place: Noida
Date: June 08, 2020

ALLCHECKDEALS INDIA PRIVATE LIMITED

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 12th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in providing brokerage services in the real estate sector in India.

The Company made a loss of ₹ 151,852 thousand in FY 2020 as compared to a profit of ₹ 174 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control, commensurate with the size, scale and complexity of its operations.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has two wholly owned subsidiaries, namely –

1. **Interactive Visual Solutions Private Limited**

   It owns a proprietary software which enables a high-quality virtual video /3D image of a proposed or existing real estate development to be viewed online by customers.

   Interactive Visual Solutions Private Limited had total loss of ₹ 186 thousand as compared to loss of ₹ 335 thousand in FY 2019.

   During the year under review, the Company acquired 10,000, 0.0001% Compulsorily Convertible Debentures (CCDs) of Interactive Visual Solutions Private Limited, having face value of ₹ 100 each, for an aggregate sum of ₹ 10,00,000/- (Rupees Ten Lacs Only).

2. **NewInc Internet Services Private Limited**

   It is engaged in the business of providing all kinds and types of internet, computer and electronics data processing services.

   NewInc Internet Services Private Limited had a total loss of ₹ 47,210 thousand as compared to a loss of ₹ 9,110 thousand in FY 2019.

   During the year under review, Ideaclicks Infolabs Private Limited, associate company of the Company has been fully provisioned for.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 9th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There has been no change in the Directors and Key Managerial Personnel of the Company during the year under review. Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi and Mr. Chintan Thakkar are the Directors and Ms. Tanisha Sharma is the Company Secretary of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Chintan Thakkar, Director (DIN: 00678173) retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 5 (Five) times during the year on April 10, 2019, May 24, 2019, August 05, 2019, November 11, 2019 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Director's attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	5	5
Mr. Hitesh Oberoi	Director	5	5
Mr. Chintan Thakkar	Director	5	5

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loans & guarantee during the year under review. The details of the investment made by the Company is given in the note no.4(a) notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 20 of notes to Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN /WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://www.infoedge.in/pdfs/Allcheckdeals-India-Private-Limited.pdf

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within the purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Hitesh Oberoi	Chintan Thakkar
	(Director)	(Director)
Place: Noida	DIN: 01189953	DIN: 00678173
Date: June 8, 2020		

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note No. 20 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72400DL2008PTC181632

ii. Registration Date:- August 1, 2008

iii. Name of the Company: - Allcheckdeals India Pvt. Ltd.

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-
Ground Floor, GF-12A,
94, Meghdoot Building, Nehru Place,
New Delhi, 110019
Tel. No. +91 120-3082000, Fax: 0120-3082095
Email: acdipl@Infoedge.com
Website: http://www.allcheckdeals.com/

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ Service	% to total turnover of the company
1.	IT Services	63121	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)
2.	Interactive Visual Solutions Pvt. Ltd.	U72200PN2009PTC134950	Subsidiary	100	2(87)(ii)
3.	NewInc Internet Services Pvt. Ltd.	U74999DL2016PTC309795	Subsidiary	100	2(87)(ii)

All Holdings are on fully converted and diluted basis.

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Promoter Shareholding	-	9,847,500* (equity shares)	9,847,500 (equity shares)	100	-	9,847,500* (equity shares)	9,847,500 (equity shares)	100	-
Grand Total	**-**	**9,847,500* (equity shares)**	**9,847,500 (equity shares)**	**100**	**-**	**9,847,500* (equity shares)**	**9,847,500 (equity shares)**	**100**	**-**

* 1 (One) Share of the Company is held by Naukri Internet Services Ltd. as a nominee of Info Edge (India) Ltd.

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	9,847,500 (equity shares)	100	0.00	9,847,500 (equity shares)	100	0.00	-

iii. **Change in Promoter's Shareholding: No change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs): NIL**

v. **Shareholding of Directors and Key Managerial Personnel: NIL**

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

in ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits/ Debentures	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	-	-	**11,08,55,000**	**11,08,55,000**
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	**11,08,55,000**	**11,08,55,000**
Change in Indebtedness during the financial year		-		
Addition	-	66,061	-	**66,061**
Reduction	-	(66,061)	-	**(66,061)**
Net Change	-	-		
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	**11,08,55,000**	**11,08,55,000**
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	**11,08,55,000**	**11,08,55,000**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no payment of remuneration to any directors/Key Managerial Personnel.

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALLCHECKDEALS INDIA PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of ALLCHECKDEALS INDIA PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N/N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No. 017755

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ALLCHECKDEALS INDIA PRIVATE LIMITED of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and based on the examination , the company does not have any immovable property.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures during the year and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N/N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No. 017755

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ALLCHECKDEALS INDIA PRIVATE LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **ALLCHECKDEALS INDIA PRIVATE LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N/N500012

Date: June 08, 2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No. 017755

Balance Sheet as at March 31, 2020

Particulars	Notes	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Assets			
Non-current assets			
Property, plant and equipment	3	1	1
Financial assets			
Investments	4(a)	-	126,373
Non-current tax assets (net)	5	51,546	51,470
Deferred tax assets (net)	6	-	21,881
Total non-current assets		**51,547**	**199,725**
Current assets			
Financial assets			
i. Trade receivables	4(b)	5,442	7,367
ii. Cash and cash equivalents	4(c)	10	10
iii. Other financial assets	4(d)	5,099	7,172
Other current assets	7	10,116	1,269
Assets classified as held for sale	8	-	8,879
Total current assets		**20,667**	**24,697**
Total assets		**72,214**	**224,422**
Equity & Liabilities			
Equity			
Equity share capital	9	98,475	98,475
Other equity	10	(67,712)	84,140
Total equity		**30,763**	**182,615**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	11(a)	-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
Trade payables	11(b)		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		36,269	36,457
Provisions	12	460	470
Other current liabilities	13	4,722	4,880
Total current liabilities		**41,451**	**41,807**
Total liabilities		**41,451**	**41,807**
Total equity and liabilities		**72,214**	**224,422**

The accompanying notes 1 to 38 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place : New Delhi
Date : June 08, 2020

For and on behalf of the Board of Directors
Allcheckdeals India Private Limited
CIN: U72400DL2008PTC181632

Hitesh Oberoi
Director
DIN: 01189953

Chintan Thakkar
Director
DIN: 00678173

Tanisha Sharma
Company Secretary

Place : Noida
Date : June 08, 2020

Statement of Profit and Loss for the year ended March 31, 2020

Particulars	Notes	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Income			
Revenue from operations	14	-	4,166
Other income	15	484	2,200
I Total income		**484**	**6,366**
Expenditure			
Employee benefits expense	16	757	1,957
Finance costs	17	-	1,065
Depreciation and amortisation expense*	18	-	-
Administration and other expenses	19	2,322	2,924
II Total expense		**3,079**	**5,946**
III. Profit/(Loss) before exceptional items and tax		**(2,595)**	**420**
IV.Exceptional items (loss)	32	(127,373)	-
V. Profit/(Loss) before tax		**(129,968)**	**420**
VI. Income tax expense	33		
(1) Current tax		1	743
(2) Deferred tax		21,881	(497)
Total tax expense		**21,881**	**246**
VII. Profit / (Loss) for the year (V-VI)		**(151,849)**	**174**
Other comprehensive income (OCI)			
(A) Items that will not be reclassified to profit or loss			
Remeasurement of post-employment benefit obligation, net of tax		(3)	-
Other comprehensive income for the year, net of income tax		**(3)**	**-**
Total comprehensive income/loss for the year		**(151,852)**	**174**
Earnings per share:	24		
Basic earnings per share		(15.42)	0.02
Diluted earnings per share		(7.25)	0.01

*Amount is below rounding off norm adopted by the Company.
The accompanying notes 1 to 38 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place : New Delhi
Date : June 08, 2020

For and on behalf of the Board of Directors
Allcheckdeals India Private Limited
CIN: U72400DL2008PTC181632

Hitesh Oberoi
Director
DIN: 01189953

Chintan Thakkar
Director
DIN: 00678173

Tanisha Sharma
Company Secretary

Place : Noida
Date : June 08, 2020

Statement of cash flow for the year ended March 31, 2020

S.No.	Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
	Cash flow from operating activities:		
	Profit / (Loss) before tax	**(2,595)**	**420**
	Adjustments for:		
	Depreciation*	0	0
	Interest income from financial assets measured at amortised cost		
	- on fixed deposits with banks	(290)	(405)
	- on other financial assets	-	(535)
	Finance cost	-	1,065
	Profit on sale of fixed assets (net)	(17)	(8)
	Liabilities written back to the extent no longer required	(150)	(1,252)
	Provision for doubtful debts	1,469	2,327
	Operating profit/loss before working capital changes	**(1,583)**	**1,612**
	Adjustments for changes in working capital :		
	- (Increase) / Decrease in Trade receivables	456	(2,714)
	- (Increase) / Decrease in Current - Other financial assets	2	300
	- (Increase) / Decrease in Other current assets	32	14
	- Increase / (Decrease) in Trade payables	(39)	(399)
	- Increase / (Decrease) in Provisions	(12)	152
	- Increase / (Decrease) in Other current liabilities	(157)	(1,347)
	Cash generated from/(used in) operating activities	**(1,301)**	**(2,382)**
	- Taxes paid	(77)	(229)
A.	**Net cash generated from/(used in) operating activities**	**(1,378)**	**(2,611)**
	Cash flow from investing activities:		
	Proceeds from sale of fixed assets	17	8
	Deposits from maturity of fixed deposits (net)	2,132	(558)
	Interest received	229	514
	Investment / Increase in value of debentures of subsidiary companies	(1,000)	(29,960)
B.	**Net cash generated from/(used in) investing activities**	**1,378**	**(29,996)**
	Cash flow from financing activities:		
	Proceeds from debentures	-	30,000
C.	**Net cash generated from financing activities**	**-**	**30,000**
	Net decrease in cash & cash equivalents	**-**	**(2,607)**
	Opening balance of cash and cash equivalents	**10**	**2,617**
	Closing balance of cash and cash equivalents	**10**	**10**
	Cash and cash equivalents comprise of:		
	Cash in hand	10	10
	Balance with Scheduled Banks		
	-in current accounts	-	-
	Total cash and cash equivalents	**10**	**10**

* Amount is below rounding off norm adopted by the Company.

Notes :

1 **Reconciliation of liabilities arising from financing activities** (₹ '000)

Particulars	As at 31st March 2019	Cash Flows	Non cash changes Finance cost	As at 31st March 2020
Long term borrowings (including accrued finance costs)	112,989	(0)	-	112,989
	112,989	(0)	-	112,989

2 The above Statement of Cash Flow has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], as amended.

3 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 38 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place : New Delhi
Date : June 08, 2020

For and on behalf of the Board of Directors
Allcheckdeals India Private Limited
CIN: U72400DL2008PTC181632

Hitesh Oberoi
Director
DIN: 01189953

Chintan Thakkar
Director
DIN: 00678173

Tanisha Sharma
Company Secretary

Place : Noida
Date : June 08, 2020

Statement of Changes in Equity

a. Equity share capital

Particulars	Notes	Amount (₹ '000)
As at April 01, 2018		**98,475**
Changes in equity share capital	9	-
As at March 31, 2019		**98,475**
Changes in equity share capital	9	-
As at March 31, 2020		**98,475**

b. Other equity

Particulars	Reserves & Surplus		Total
	Equity component of debentures	Retained Earnings	(₹ '000)
Balance as at April 01, 2018	**73,432**	**(29,024)**	**44,408**
Profit/(loss) for the year	-	174	**174**
Issue of debentures	30,000	-	**30,000**
Conversion from cumulative redeemable preference shares to compulsorily convertiable preference shares	9,558	-	**9,558**
Balance as at 31 March 2019	**112,990**	**(28,850)**	**84,140**
Profit/(loss) for the year	-	(151,852)	**(151,852)**
Balance as at March 31, 2020	**112,990**	**(180,702)**	**(67,712)**

The accompanying notes 1 to 38 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place : New Delhi
Date : June 08, 2020

For and on behalf of the Board of Directors
Allcheckdeals India Private Limited
CIN: U72400DL2008PTC181632

Hitesh Oberoi
Director
DIN: 01189953

Chintan Thakkar
Director
DIN: 00678173

Tanisha Sharma
Company Secretary

Place : Noida
Date : June 08, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting entity

Allcheckdeals India Private Limited (the Company) is a private limited company domiciled in India, having registered office in New Delhi, and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at GF-12A, 94 Meghdoot Building, Nehru Place, New Delhi – 110019. The Company is engaged in the business of providing services in relation to property bookings placed with builders / real estate developers. The company is a wholly owned subsidiary of Info Edge (India) Limited, a public limited company.

2. Significant accounting policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of preparation of financial statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

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

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities (including derivative instruments) that is measured at fair value / amortised cost; and
- Defined benefit plans-plan assets measured at fair value.

B. Property, plant and equipment

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Assets	Estimated useful life (Years)
Plant & Machinery	10
Computers	3
Office Equipment	5

The asset's useful lives are reviewed and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income.

Assets costing less than or equal to Rs. 5,000 are fully depreciated pro-rata from date of acquisition.

C. Non-current assets classified as held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell.

An impairment loss is recognised for any initial or subsequent write-down of the asset to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset, but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset is recognised at the date of de-recognition.

Non-current assets are not depreciated or amortised while they are classified as held for sale.

Non-current assets classified as held for sale are presented separately from the other assets in the balance sheet.

D. Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet for possible reversal of an impairment loss recognized for an asset, in prior accounting periods.

E. Foreign currency transactions

(i) Functional and presentation currency

Items included in the financial statements of Company are measured using the currency of the primary economic environment in which the Company operates ('the functional currency' i.e. Indian rupees). The standalone financial statements are presented in Indian rupee (INR), which is Allcheckdeals India Private Limited's functional and presentation currency.

(ii) Transactions and balances

Initial recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent recognition

As at the reporting date, foreign currency monetary items are translated using the closing rate and non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

Exchange gains and losses arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the year or in previous financial statements are recognised in profit or loss in the year in which they arise

F. Revenue recognition

Commission income on property bookings placed with builders/developers is accrued once the related services have been rendered by the Company.

The income is shown net of service tax and is not recognized in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognized on reasonable certainty of collection.

G. Employee benefits

(i) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(ii) Other Long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

(iii) Post-employment obligations

The Company operates the following post-employment schemes:

a) defined contribution plans - provident fund

b) defined benefit plans - gratuity plans

a) Defined contribution plans

The Company has defined contribution plan for the post-employment benefits namely Provident Fund which is administered through the Regional Provident Fund Commissioner and the contributions towards such fund are recognised as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

b) Defined benefit plans

The Company has defined benefit plan, namely gratuity for eligible employees in accordance with the Payment of Gratuity Act, 1972 the liability for which is determined on the basis of an actuarial valuation (using the Projected Unit Credit method) at the end of each year. The Gratuity Fund is recognised by the income tax authorities and is administered through Life Insurance Corporation of India under its Group Gratuity Scheme.

The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the tenor of the related obligation. The liability or asset recognized in the balance sheet in respect of gratuity is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurements of the net defined liability, comprising of actuarial gains and losses, return on plan assets and any change in the effect of asset ceiling excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI) in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Change in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the profit or loss as past service cost.

(iv) Bonus Plans

The Company recognises a liability and an expense for bonuses. The Company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(v) Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates: (a) when the Company can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of terminations benefits. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to present value.

H. Income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax is calculated on the basis of the tax rates and the tax laws enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulations is subject to interpretation. It establishes provisions or make reversals of provisions made in earlier years, where appropriate, on the basis of amounts expected to be paid to / received from the tax authorities.

Deferred tax is recognized for all the temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realised. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will be available against which such temporary differences can be utilised.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets and liabilities and the deferred tax balances relate to the same taxable authority. Current tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

I. Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

J. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash on hand, amount at banks and other short-term deposits with an original maturity of three months or less that are readily convertible to known amount of cash and, which are subject to an insignificant risk of changes in value

K. Earnings per share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

L. Investments and other financial assets

(i) Classification

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

- those to be measured subsequently at fair value through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments in subsidiaries and associates, these are carried at cost in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 35 details how the company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

M. Contributed equity

Equity shares are classified as equity.

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

N. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousands as per the requirement of Schedule III, unless otherwise stated

O. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

P. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable - Note 33

b) Estimated fair value of unlisted entities - Note 34

c) Estimation of defined benefit obligation - Note 21

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectation of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

3. Property, plant & equipment (₹ '000)

Particulars	Computers	Plant and equipment	Office equipment	Total
Year ended March 31, 2019				
Gross carrying amount				
Deemed cost as at April 1, 2018	576	6	2	584
Closing gross carrying amount	**576**	**6**	**2**	**584**
Accumulated depreciation				
Opening accumulated depreciation	575	6	2	583
Closing accumulated depreciation	**575**	**6**	**2**	**583**
Net carrying amount	**1**	**-**	**-**	**1**
Year ended March 31, 2020				
Gross carrying amount				
Opening gross carrying amount	576	6	2	584
Closing gross carrying amount	**576**	**6**	**2**	**584**
Accumulated depreciation				
Opening accumulated depreciation	575	6	2	583
Depreciation charged during the year*	0	0	0	0
Closing accumulated depreciation	**575**	**6**	**2**	**583**
Net carrying amount	**1**	**-**	**-**	**1**

* Amount is below rounding off norm adopted by the Company.

4. Financial assets

4 (a) Non current investments

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹)	(₹ '000)	(₹ '000)	Number of Share	Face Value per share (In ₹)	(₹ '000)	(₹ '000)
Investments in equity instruments of subsidiary companies (fully paid up) **Unquoted**								
Interactive Visual Solutions Private Limited -10,000 nos (Previous year- 10,000 nos) equity shares of Rs 10 each issued at Share premium of Rs 2,817.75/- per share (Previous year- Rs 2,817.75 per share)	10,000	10	28,276		10,000	10	28,276	
Add : Equity component of debt instruments			12,468		-	-	12,468	
Add/(Less) : Diminution in value of investment [Refer note [(32(b)]			(40,744)	-			-	40,744
Newinc Internet Services Private Limited -2 nos (Previous year- 2nos) equity shares of face value Rs 10 each	2	10	0.02		2	10	0.02	
Add : Equity component of debt instruments			22,523				22,523	22,523
Add/(Less) : Diminution in value of investment [Refer note [(32(b)]			(22,523)	-			-	
Investments in equity instrument of joint venture (fully paid up)								
Ideaclicks Infolabs Private Limited -175nos (Previous year-175 nos) equity shares of Rs 10 each issued at a share premium of Rs. 7704.29/- per share.	175	10	1,350		175	10	1,350	
Add/(Less) : Diminution in value of investment [Refer note [(32(a)]			(1,350)	-			-	1,350
Investments in preference shares of joint venture (fully paid up)								
Ideaclicks Infolabs Private Limited (Refer note 29) Series A - 0.01% optionally convertible cumulative redeemable preference shares 5,296,345 nos (Previous year- 5,296,345 nos) preference shares	5,296,345	10	56,920		5,296,345	10	56,920	
Add/(Less) : Gain on measurement at FVTPL			266		-	-	266	
Add/(Less) : Diminution in value of investment [Refer note [(32(a)]			(57,186)	-			-	57,186
Investments in debentures of subsidiary companies (fully paid up) **Unquoted**								
Interactive Visual Solutions Private Limited -0.0001% compulsory convertible debentures of face value of ₹ 100/- each, into compusorily convertiable prefernce shares (Previous Year Convertiable into cumulative redeemable preference shares	137,281	100	13,728		137,281	100	13,728	
Add : Addition during the year	10,000	100	1,000				-	
Add : Interest income on Financial assets			354		-	-	354	
Less : Equity component of debt instruments			(12,468)				(12,468)	1,614
Add/(Less) : Diminution in value of investment [Refer note [(32(b)]			(2,614)	-			-	
Newinc Internet Services Private Limited -0.0001% compulsory convertible debentures of face value of ₹ 100/- each, into compulsorily convertiable preference shares (Previous Year Convertiable into cumulative redeemable preference shares	248,000	100	24,800		248,000	100	24,800	

Particulars	As at March 31, 2020				As at March 31, 2019			
	Number of Share	Face Value per share (In ₹)	(₹ '000)	(₹ '000)	Number of Share	Face Value per share (In ₹)	(₹ '000)	(₹ '000)
Add : Interest income on Financial assets			679		-	-	679	
Less : Equity component of debt instruments			(22,523)				(22,523)	
Add/(Less) : Diminution in value of investment [Refer note [(32(b)]			(2,956)	-			-	2,956
Total Non current investments				**-**				**126,373**

Aggregate amount of quoted investments & market value thereof	**-**		**-**
Aggregate amount of unquoted investments	**-**		**126,373**
Aggregate amount for impairment in value of investments	**127,373**		**-**

4 (b) Trade receivables

Particulars	**As at March 31, 2020 (₹ '000)**	**As at March 31, 2019 (₹ '000)**
Unsecured considered good	12,655	13,111
Unsecured considered doubtful	42,875	42,875
	55,530	55,986
Allowance for doubtful debts		
Trade Receivables which have significant increase in credit risk	(7,213)	(5,744)
Trade Receivables-credit impaired	(42,875)	(42,875)
Total receivables	**5,442**	**7,367**
Current	5,442	7,367
Non - Current	-	-

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member. Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

4 (c) Cash and cash equivalents

Particulars	**As at March 31, 2020 (₹ '000)**	**As at March 31, 2019 (₹ '000)**
Balance with banks - current account	-	-
Cash on hand	10	10
	10	**10**

4 (d) Other financial assets

Particulars	**Non-current**		**Current**	
	As at March 31, 2020 (₹ '000)	**As at March 31, 2019 (₹ '000)**	**As at March 31, 2020 (₹ '000)**	**As at March 31, 2019 (₹ '000)**
(Unsecured, considered good)				
Security Deposits	-	-	1,329	1,330
Balance in fixed deposit accounts with original maturity more than 12 months	-	-	3,632	5,764
Interest accrued on Fixed Deposits	-	-	138	78
	-	**-**	**5,099**	**7,172**

5. Non-current tax assets (net)

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Advance tax	76,687	76,610
Less: Provision for tax	(25,142)	(25,141)
Advance tax - Fringe benefits	6	6
Less: Provision for tax - Fringe benefits	(5)	(5)
	51,546	**51,470**

6. Deferred tax assets (net)

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Deferred tax asset		
Opening balance	21,881	21,384
Adjustment for the current year:		
- Credited / (charged) through profit and loss	(21,881)	497
	-	**21,881**

Significant components of deferred tax assets are shown in the following table:

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Deferred tax asset		
Routed through profit or loss		
Provision for doubtful debts	-	15,484
Provision for leave encashment	-	39
Property, plant & equipment	-	201
Brought forward losses/ Tax credits	-	6,072
Disallowance under 40(ia)(a)	-	85
Total deferred tax assets (net)	**-**	**21,881**

7. Other non-current & current assets

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
(Unsecured, considered good)				
Advance recoverable in cash or in kind or for value to be received	-	-	10,116	1,269
Balance with				
Goods & Service Tax Authorties			234	77
Less: Transfer to other liability	-	-	(234)	(77)
	-	**-**	**10,116**	**1,269**

8. Assets classified as held for sale

Particulars	Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Building	-	8,879
	-	**8,879**

Note: During the year ended March 31, 2016, one of the Builder - M/s Amrapali Group has partly settled their outstanding of ₹ 8879 thousands via transfer of ownership of 3 nos of residential flats in the name of the Company. These assets are listed online (real estate ecommerce platform) for sale. Building classified as held for sale during the previous reporting period was measured at the lower of its carrying amount and fair value less costs to sell at the time of reclassification. The fair value of the building was determined using the comparison approach. This is a level 2 measurement as per the fair value hierarchy set up in fair value measurement disclosure. The key input under this approach are price per square feet of comparable residential units in the area of similar location and size.

9. Equity share capital

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Authorised capital		
12,000,000 Equity Shares of ₹10/- each (Previous year - 12,000,000 Equity Shares of ₹ 10/- each)	**120,000**	**120,000**
Issued, subscribed and paid-up capital		
9,847,500 Equity shares of ₹ 10/- each fully paid up	98,475	98,475
(Previous year - 9,847,500 Equity shares of ₹ 10/- each)		
[9,847,499 equity shares (Previous year - 9,847,499 shares) of ₹ 10/- each are held by Info Edge (India) Limited, the holding company and one share held by nominee shareholder of Info Edge (India) Limited (Previous year - 1 share)]		
	98,475	**98,475**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020 (No of Shares)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (No of Shares)	As at March 31, 2019 (₹ '000)
Equity Shares				
At the beginning of the year	9,847,500	98,475	9,847,500	98,475
Outstanding at the end of the year	**9,847,500**	**98,475**	**9,847,500**	**98,475**

b. Terms / Rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company in proportion to their shareholding.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020 (₹ '000)		As at March 31, 2019 (₹ '000)	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹ 10 each fully paid				
Info Edge (India) Limited	9,847,499	99.99%	9,847,499	99.99%
1 Share held by Naukri Internet Services Limited [Nominee of Info Edge (India) Limited]				
	9,847,499	**99.99%**	**9,847,499**	**99.99%**

10. Other equity

Particulars	As at March 31, 2020 (₹ '000)		As at March 31, 2019 (₹ '000)	
Retained earnings	(28,850)		(29,024)	
Add: Profit / (Loss) for the year	(151,852)	(180,702)	174	(28,850)
Equity component of debentures		112,990		112,990
		(67,712)		**84,140**

11 (a) Borrowings

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Debentures issued to holding company				
Info Edge India Ltd	75,500	45,500	-	-
0.0001% compulsory convertible debentures into compulsorily convertiable preference shares 755,000 nos (Previous year Convertiable into cumulative redeemable preference shares 455,000 nos)				
Add: Addition during the year(Refer note 30)	-	30,000	-	-
(0.0001% compulsory convertible debentures into compulsory convertible preference shares NIL nos, Previous year 300,000 nos)				
Add : Interest cost on financial liabilities at amortised cost	1,280	1,280	-	-
Less : Equity component of debt instruments	(76,780)	(76,780)	-	-
Liability component of debentures	-	-	-	-
Debentures issued to fellow subsidiary company				
Smartweb Internet Services Limited	35,355	35,355	-	-
0.0001% compulsory convertible debentures into compulsorily convertiable preference shares 353,550 nos (Previous Year Convertiable into cumulative redeemable preference shares 353,550 nos)				
Add: Addition during the year	-	-		
Add : Interest cost on financial liabilities at amortised cost	854	854	-	-
Less : Equity component of debt instruments	(36,209)	(36,209)	-	-
	-	-		
Total current borrowings	**-**	**-**	**-**	**-**

11(b) Trade payables

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Trade payables		
-total outstanding dues of micro enterprises and small enterprises	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	36,269	36,457
	36,269	**36,457**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2020 and March 31, 2019

12. Provisions

Particulars	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Employee benefits		
Leave obligation (Refer note 21)	12	22
Accrued bonus & incentives	448	448
	460	**470**

13. Other liabilities

Particulars	Non-current		Current	
	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Advance from customers	-	-	3,612	3,612
Others				
- Tax deducted at source payable	-	-	14	17
- Other statutory dues	-	-	4	4
- Goods & Service tax payable			3	1
- Service tax payable	-	-	1,323	1,323
Less : Balance with goods & service tax; and service tax authorities	-	-	(234)	(77)
	-	-	1,089	1,246
	-	**-**	**4,722**	**4,880**

14. Revenue from operations

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Sale of services	-	4,166
	-	**4,166**

15. Other income

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Interest income		
- on fixed deposits with banks	290	405
- on income tax refund	28	-
- on other financial assets	-	535
Liabilities written back to the extent no longer required	149	1,252
Profit on sale of fixed assets (net)	17	8
	484	**2,200**

16. Employee benefits expense

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Salaries, wages and bonus	694	1,851
Contributions to provident and other funds (Refer Note 21)	58	44
Staff welfare and benefits	-	27
Other employee expenses	5	35
	757	**1,957**

17. Finance costs

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Interest cost on financial liabilities at amortised cost	-	1,065
	-	**1,065**

18. Depreciation and amortisation

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Depreciation of Property, plant and equipment *	0	0
	-	**-**

* Amount is below rounding off norm adopted by the Company.

19. Administration and other expenses

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Audit Fees	150	177
Rent (Refer Note 22)	24	26
Legal and professional charges	651	270
Bad debts	1,469	2,343
Rates & taxes	3	21
Insurance	8	11
Travel & conveyance	15	76
Miscellaneous expenses	2	-
	2,322	**2,924**

20 (1) . Related Party Disclosures for the year ended March 31, 2020

A) List of related parties

1) Holding Company

Info Edge (India) Limited (IEIL)

2) Subsidiary companies

Interactive Visual Solutions Private Limited (IVSPL)

Newinc Internet Services Private Limited (NISPL)

B) Details of transactions with related party for the year ended March 31, 2020 in the ordinary course of business:

Nature of relationship / transaction	Holding Company	Fellow Subsidary	Total
1. Rent Expense	24	-	24
2. Investment in debentures	-	1,000	1,000
3. Loan taken from Infoedge	66	-	66
4. Repayment of loan to Infoedge	66	-	66

20 (2) . Related Party Disclosures for the year ended March 31, 2019:

A) List of related parties

1) Holding Company

Info Edge (India) Limited (IEIL)

2) Subsidiary companies

Interactive Visual Solutions Private Limited (IVSPL)

Newinc Internet Services Private Limited (NISPL)

B) Details of transactions with related party for the year ended March 31, 2019 in the ordinary course of business:

Nature of relationship / transaction	Holding Company	Fellow Subsidiary	Total
1. Rent Expense	26	-	26
2 Issue of Debentures	30,000	-	30,000

21. Employee Benefits

The Company has classified the various benefits provided to employees as under:

A. Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

During the year, the Company has recognised the following amounts towards defined contribution plan in the Statement of Profit and Loss-

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	(₹ '000)	(₹ '000)
Employers' Contribution to Provident Fund	58	44

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 16)

B. Other Long term benefits

Leave obligations

The leave obligations cover the Company's liability for earned leave.

The amount of the provision for ₹ 12 thousands (Previous year - ₹ 22 thousands) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment with in the next twelve months.

(₹ '000)

Particulars	March 31, 2020	March 31, 2019
Current leave obligations expected to be settled with in the next twelve months	4	11

Assumption used by the Actuary

Particulars	Leave Encashment / Compensated Absences	
	2019-20	2018-19
Discount Rate (per annum)	6.60%	7.55%
Rate of increase in Compensation levels	10% for First 5 years,	10% for First 5 years,
	& 8% thereafter	& 8% thereafter

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, seniority, promotions and other relevant factors.

C. Defined Benefit Plans

Contribution to Gratuity Funds – Life Insurance Corporation of India, Group Gratuity Scheme

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to the recognised funds in India.

Assumption used by the Actuary

Particulars	**Gratuity**	
	2019-20	**2018-19**
Discount Rate (per annum)	6.60%	7.55%
Rate of increase in Compensation levels	10% for First 5 years,	10% for First 5 years,
	& 8% thereafter	& 8% thereafter

The amounts recongised the balance sheet & movements in the net defined benefit obligation over the year are as follows :

Changes in the Present Value of Obligation	**2019-20 (₹ '000)**	**2018-19 (₹ '000)**
Present Value of Obligation at the beginning of the year	**167**	**233**
Interest Cost	13	18
Current Service Cost	17	16
Remeasurment due to		
-Actuarial loss/(gain) arising from change in financial assumptions	20	3
-Actuarial loss/(gain) arising on account of experience changes	(3)	-
	(14)	(103)
Present Value of Obligation at the end of the year	**200**	**167**

Changes in the Fair value of Plan Assets	**2019-20 (₹ '000)**	**2018-19 (₹ '000)**
Fair Value of Plan Assets at the beginning of the year	**266**	**247**
Interest on Plan Assets	-	19
Remeasurement due to	(266)	-
Actual Return on plan assets less interest on plan assets		
Assets acquired/settled*		
Fair Value of Plan Assets at the end of the year	**-**	**266**

* on account of inter group transfer

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	**2019-20 (₹ '000)**	**2018-19 (₹ '000)**
Present Value of funded obligation at the end of the year	**200**	**167**
Fair Value of Plan Assets as at the end of the year	-	(266)
Amount not recognised due to asset limit	-	-
Net defined benefit liability / (asset) #	**200**	**(99)**
Current	-	-
Non-Current	200	(99)

Expense recognised in the Statement of Profit and Loss #	**2019-20 (₹ '000)**	**2018-19 (₹ '000)**
Current Service Cost	17	16
Past Service Cost	-	-
Interest Cost	13	(1)
(Gains)/Loss on Settlement	-	-
Total	**29**	**15**

not recognised as income / asset since these are lying in an income tax approved irrevocable trust fund

D. Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

	Change in assumption			Impact on defined benefit obligation				
				Increase in assumption			Decrease in assumption	
	March 31, 2020	March 31, 2019		March 31, 2020	March 31, 2019		March 31, 2020	March 31, 2019
Discount Rate	0.50%	0.50%	Decrease by	-4.30%	-4.30%	Increase by	4.70%	4.60%
Salary growth rate	0.50%	0.50%	Increase by	4.50%	4.60%	Decrease by	-4.20%	-4.20%

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined obligation calculated with the projected unit credit method at the end of reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used un preparing the sensitivity analysis did not change compared to the prior year.

(E) Major Category of Plan Asset as a % of total Plan Assets

Category of Assets (% Allocation)	As at March 31, 2020 %	As at March 31, 2019 %	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Insurer managed funds	100%	100%	-	266
Total	**100%**	**100%**	**-**	**266**

(F) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The gratuity fund is administered through Life Insurance Corporation of India (insurer) under its group gratuity scheme. Accordingly almost the entire plan asset investments is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

Changes in bond yields

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer.

The gratuity fund is administered through Life Insurance Corporation(LIC) of India under its Group Gratuity Scheme.

22. Auditor's Remuneration (excluding Goods & Service Tax)

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Audit Fees	150	150
Total	**150**	**150**

23. Basic and Diluted Earnings per share (EPS):

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Profit/(loss) attributable to Equity Shareholders (₹ '000)	(151,852)	174
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	9,847,500	9,847,500
Basic EPS of Rs. 10 each (₹)	(15.42)	0.02
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	20,933,000	12,147,067
Diluted EPS of Rs. 10 each (₹)	(7.25)	0.01

24. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standards) Rules, 2015 as amended, as the Company is operating in single business/ geographical segment of earning commission income on property bookings.

25. The aggregate managerial remuneration under section 197 of the Companies Act, 2013 to the Directors including Managing Director is NIL (March 31, 2019 - Nil).

26. Contingent Liability

Claims against the Company not acknowledged as debts ₹ 1,300 thousands (Previous Year ₹ 957 thousands) lying at various forums.The future cash flows on account of above cannot be determined unless the judgement is received from appropriate forum.

27. The Company's business activities, together with the factors likely to affect its future development and performance along with the financial position of the Company and its projected cash flows have been reviewed by the Board of Directors and they have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company is also assured of financial and operational support by its parent company. Basis all of the above, the Company has continued to adopt the going concern basis of accounting in preparing the financial statements.

28. During the year ended March 31st, 2020, the company has invested in 10,000 nos. Compulsorily convertible debentures of face value of Rs. 100 per share of Interactive Visual Private Limited amounting Rs. 1,000 thousands .

29. During the previous year ended March 31st, 2019, the company has invested in 29,96,026 nos. Compulsorily convertible preference shares of face value of Rs. 10 per share of Ideaclicks Infolabs Private Limited amounting Rs. 29,960.26 thousands .

30. During the previous year ended March 31st, 2019, the holding company has invested into 3,00,000 nos Compulsory Convertible Debentures into Compulsorily Convertible Preference Shares of Rs. 100 each of the Company amounting Rs. 30,000 thousands .

31. During the previous year ended March 31st, 2019, the Company has changed the nature of conversion of its securities Compulsorily convertiable debenture from cumulative redeemable preference shares into compulsorily convertible preference shares w.e.f. March 27, 2019. All other terms and conditions remain same.

32(a). During the year ended March 31st, 2020, diminution in the carrying value of investments in following investee companies namely (a) Ideaclicks Infolabs Private Limited amounting to ₹58,536 thousands (represented by equity shares of ₹ 1,350 thousands and preference shares of ₹ 57,186 thousands) is made.

32(b) During the year ended March 31st, 2020, diminution in the carrying value of investments in it's subsidiary company namely a) Interactive Visual Solutions Private Limited amounting to ₹ 43,358 thousands (represented by equity shares of ₹40,744 thousands and debentures of ₹2,614 thousands) b) Newinc Internet Services Private Limited amoutning to ₹ 25,479 thousands (represented by equity shares of ₹ 22,523 thousands and debentures of ₹ 2,956 thousands) is made.

33. Income Tax Expenses

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

a) Income Tax expense

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Current Tax		
Current tax on profit for the year	1	743
Total current tax expenses	**1**	**743**
Deferred tax	21,881	(497)
Total	**21,882**	**246**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Taxable Income	-	420
Tax at the Indian tax rates of 25.168% (March 31, 2019 - 26%)	**-**	**109**
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income		
Business loss	-	-
Interest Income on financial assets	-	(140)
Interest Expense on financial liabilities	-	277
Defrred tax reversed	21,881	-
Profit on sale of fixed asset	1	-
Total	**21,882**	**246**

Financial instruments and risk management

34: Fair value Hierarchy

a) Financial instruments by category (₹ '000)

	March 31, 2020		March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Trade and other receivables	-	5,442	-	7,367
Cash and cash Equivalents	-	10	-	10
Other financial assets	-	5,099	-	7,172
Total Financial Assets	**-**	**10,551**	**-**	**14,549**
Financial Liabilities				
Borrowings	-	-	-	-
Trade payables	-	36,269	-	36,457
		-		
Total Financial Liabilities	**-**	**36,269**	**-**	**36,457**

*Excluding investments in subsidiaries, joint control entities and associates measured at cost in accordance with Ind AS-27

Fair value hierarchy

The following section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit or loss.To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

b) Fair value hierarchy for assets and liabilities

Financial assets measured at fair value at March 31, 2020 (₹ '000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Preference Shares			-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market.

Level 3 If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for compound instruments

There are no transfers between levels 1 and 2 during the year.The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

c) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or mutual fund houses quotes (NAV) for such instruments. This is included in Level 1
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis for which third party valuer is appointed. This is included in Level 3.

d) Fair value of financial assets and liabilities measured at amortised cost

The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables are considered to be the same as their fair values, due to their short-term nature. The fair values for security deposits , Investment in preference shares & investment in debentures and borrowings are calculated based on cash flows discounted using a current lending rate, however the change in current rate does not have any significiant impact on fair values as at the current year end. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs, including counter party credit risk.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(e) Fair value measurements using significant unobservable inputs (level 3) **(₹ '000)**

Particulars	Unlisted equity securities
As at March 31, 2019	57,186
Acquisitions	-
Unrealised gain/loss recognised in profit/loss	-
Diminution in value of investment	(57,186)
As at March 31, 2020	-

35. Financial risk and Capital management

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities.

a). Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate. A default on a financial asset is when the counterparty fails to make contractual payments within 90 days of when they fall due. This definition of default is determined by considering the business environment in which Company operates and other macro-economic factors.

Credit quality of a customer is assessed based on its credit worthiness and historical dealings with the Company, market intelligence & goodwill. Outstanding customer receivables are regularly monitored.

The Company has established an allowance for impairment that represents its expected credit losses in respect of trade and other receivables. The management uses a simplified approach for the purpose of computation of expected credit loss for trade receivables and 12-month expected credit loss for other receivables. An impairment analysis is performed at each reporting date on an individual basis for major parties. In addition, a large number of minor receivables are combined into homogenous categories and assessed for impairment collectively. The calculation is based on exchange losses historical data. The Company evaluates the concentration of risk with respect to trade receivables as low.

Reconciliation of loss allowance provision:

Particulars	Trade receivables (₹ '000)
Loss allowance as on April 1, 2018	**46,292**
changes in loss allowance	2,327
Loss allowance as on March 31, 2019	**48,619**
changes in loss allowance	1,469
Loss allowance as on March 31, 2020	**50,088**

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

b). Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company borrows short term and long term fund from holding company to bridge the short fall in fund requirements whenever required. The Company is endeavouring to collect aged accounts receivables and repay borrowings from holding company.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The amount disclosed in the below table represent the contractual cash flows.

	Contractual cash flows					(₹ '000)
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade payables	36,269	36,269	-	-	-	-
Borrowings	-	-	-	-	-	-

	Contractual cash flows					(₹ '000)
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**2-5 years**	**More than 5 years**
Non-derivative financial liabilities						
Trade payables	36,457	36,457	-	-	-	-
Borrowings	-	-	-	-	-	-

A) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's borrowings and deposits/loans are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The exposure of the Company's financials assets/liabilities at the end of the reporting year are as follows:

(₹ '000)

	March 31, 2020	**March 31, 2019**
Fixed-rate instruments		
Financial assets	4,961	7,094
Financial liabilities	-	-
Total	**4,961**	**7,094**

B) Capital management

a) Risk management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of debt and equity balances. The capital of the Company consists of equity capital and borrowings for working capital needs which is provided by the holding company. The gaining ratio of the Company are as follows:

b) Dividend

No dividend was paid out during the year

(₹ '000)

	March 31, 2020	**March 31, 2019**
Net Debt	-	-
Total equity	30,763	182,615
Net Debt to equity ratio	0.0%	0.0%

There are no loan covenents in respect of these borrowings

36. Note Customer Contract Balances

The Company has adopted Ind AS 115 on Revenue from Contracts with Customers, using the modified retrospective approach. The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and comparative information is not restated in the statement of profit and loss. The adoption of the standard did not have any material impact on the recognition and measurement of revenue and related items in the financial statements/results.

Particulars	31-Mar-20	31-Mar-19
Trade Receivable	5,442	7,367
Contract Liabilities	3,612	3,612

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days and are condtioned to be recovered purley on passage of time. Hence contract assets have been considered to be Nil.

Contract Liabilities includes advance received from Customer

Other disclosure as sepecified under IndAS 115 are not rqeuired to be made as a matter of practical expedient , since the performance obligation is part of contract that has an original expected duration of one year or less.

Contract liabilities are primarily the Advance from customers against which amount has been received from customer but services are yet to be rendered on the reporting date either in full or in parts. Contract liabilities are recognized in full on the date of invoicing itself.

Set out below is the amount of revenue recognised from:

Particulars	Year ended March 31,2020	Year ended March 31,2019
Amount included in contract liabilities at the beginning of the year	-	534

The company has as a matter of practical expedient recognised the incremental costs of obtaining a contract as an expense when incurred, since the amortisation period of the asset that the entity otherwise would have recognised is generally one year or less.

37. IND AS 116

"The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

38. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place : New Delhi
Date : June 08, 2020

For and on behalf of the Board of Directors
Allcheckdeals India Private Limited
CIN: U72400DL2008PTC181632

Hitesh Oberoi
Director
DIN: 01189953

Chintan Thakkar
Director
DIN: 00678173

Tanisha Sharma
Company Secretary

Place : Noida
Date : June 08, 2020

INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 11th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company owns a proprietary software which enables a high-quality virtual video/3D image of a proposed or existing real estate development to be viewed online by customers.

The Company made a loss of ₹ 186 thousand in FY 2020 as compared to a loss of ₹ 335 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

During the year under review, the Company issued and allotted 10,000 - 0.0001% Compulsorily Convertible Debentures (CCDs) of ₹ 100/- each aggregating to ₹10,00,000 to Allcheckdeals India Private Limited, holding company of the Company.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 8th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no change in the directors and Key Managerial Personnel during the year under review. Mr. Murlee Manohar Jain and Mr. Chintan Thakkar are the Directors of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Murlee Manohar Jain (DIN: 05101562) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 6 (Six) times during the year on April 1, 2019, April 23, 2019, May 24, 2019, August 05, 2019, November 11, 2019 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Director's attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Murlee Manohar Jain	Director	6	6
Mr. Chintan Thakkar	Director	6	6

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any Loans, guarantee or investment during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 19 of notes to financial statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://www.infoedge.in/pdfs/Interactive-Visual-Soultions-Private-Limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Murlee Manohar Jain	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 05101562	DIN: 00678173

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other releated party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note. no. 19 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Murlee Manohar Jain
(Director)
DIN: 05101562

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72200PN2009PTC134950

ii. Registration Date:- November 11, 2009

iii. Name of the Company: - Interactive Visual Solutions Private Limited

iv. Category/ Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

Anand Square, Unit No. 201 & 202, 2nd Floor, Plot No. 1,2,3,5,6

Survey No. 232, Viman Nagar, Lohegaon, Pune- 411014

Tel. No. +91 120-3082000, Fax: 0120-3082095

Email: ivsl@infoedge.com

Website: - N.A.

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products/ services	NIC Code of the Product/ Service	% to total turnover of the company
1.	IT Services	63121	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Allcheckdeals India Pvt. Ltd.	U72400DL2008PTC181632	Holding	100	2(46)
2.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Ultimate Holding Company	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Promoter Shareholding – Bodies Corporate	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-	10,000* (Equity Shares)	10,000 (Equity Shares)	100	-
Grand Total	**-**	**10,000* (Equity Shares)**	**10,000 (Equity Shares)**	**100**	**-**	**10,000* (Equity Shares)**	**10,000 (Equity Shares)**	**100**	**-**

** 1 (one) share is held by Naukri Internet Services Ltd. as a nominee of Allcheckdeals India Pvt. Ltd.*

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Allcheckdeals India Pvt. Ltd.	10,000 (Equity Shares)	100	0.00	10,000 (Equity Shares)	100	0.00	-

Change in Promoter's Shareholding:

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Allcheckdeals India Pvt. Ltd.	10,000 (Equity Shares)	100	-	-	-	10,000 (Equity Shares)	100

iii. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)-Nil**

iv. **Shareholding of Directors and Key Managerial Personnel: Nil**

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment: **(in ₹)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits/ Debentures	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	-	-	1,49,28,500	1,49,28,500
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**1,49,28,500**	**1,49,28,500**
Change in Indebtedness during the financial year		-		
Addition	-	-	10,00,000	10,00,000
Reduction	-	-	-	-
Net Change	-	-	10,00,000	10,00,000
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	1,59,28,500	1,59,28,500
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**1,59,28,500**	**1,59,28,500**

*Note: *During the year under review, the Company allotted 10,000 -0.0001% Compulsorily Convertible Debentures of ₹ 100/- each to Allcheckdeals India Pvt. Ltd.*

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Murlee Manohar Jain
(Director)
DIN: 05101562

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other

information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and based on the examination , the company does not have any immovable property.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2020 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, goods & service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenanc e of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Assets			
Non-current Assets			
Intangible Assets	3(b)	1	1
Non current tax assets (net)	4	17	17
Current Assets			
Financial Assets			
(i) Cash and Cash Equivalents	5	861	47
Total assets		**879**	**65**
Equity & Liabilities			
Equity			
Equity Share Capital	6	100	100
Other Equity	7	704	(110)
Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	8(a)	-	-
Deferred tax liabilities (Net)	8(b)	33	33
Current Liabilities			
Financial liabilities			
(ii) Trade Payables	9		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		40	40
Other Current Liabilities	10	2	2
Total Equity and Liabilities		**879**	**65**

The accompanying notes 1 to 25 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal

Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

Particulars	Note No	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Revenue			
Other income	11	-	142
I Total Income		**-**	**142**
Expenditure			
Finance costs	12	2	200
Administration and Other expenses	13	184	277
II Total Expense		**186**	**477**
III. Profit / (Loss) before tax (I-II)		**(186)**	**(335)**
IV. Tax expense		-	-
(1) Current tax			
V. Profit / (Loss) for the year (IV - III)		**(186)**	**(335)**
VI. Profit / (Loss) for the year (V)		**(186)**	**(335)**
Earning per equity share:			
(1) Basic	15	(18.60)	(33.50)
(2) Diluted	15	(0.12)	(10.36)

The accompanying notes 1 to 25 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

	Particulars	As At March 31, 2020 (₹ '000)	As At March 31, 2019 (₹ '000)
A.	**Cash flow from operating activities:**		
	Loss for the year	(186)	(335)
	Adjustments for:		
	Depreciation	-	-
	Interest expense on financial liabilities at amortised cost	-	195
	Interest on FDRs	-	-
	Provision no longer required written back	-	142
	Operating profit/(loss) before working capital changes	**(186)**	**2**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Other Financial Assets	-	61
	- (INCREASE)/DECREASE in Current Tax Assets	-	-
	- (INCREASE)/DECREASE in Other Current Assets	-	11
	- INCREASE/(DECREASE) in Trade Payables	-	(215)
	- INCREASE/(DECREASE) in Current Tax Liabilities	-	-
	- INCREASE/(DECREASE) in Other Current Liabilities	-	(8)
	Cash generated/(used) from/(in) operating activities	**(186)**	**(149)**
	- Taxes (Paid) / Received (Net of TDS)	-	-
	Net cash from/(used in) operating activities	**(186)**	**(149)**
B.	**Cash flow from Investing activities:**		
	Purchase of Fixed Assets	-	-
	Proceeds from Sale of fixed assets	-	-
	Change in Miscellaneous Expenditure (Fully w/off)	-	-
	Change in Loans & Advances	-	-
	Interest Accrued but not received	-	-
	Maturity of/(Investment in) fixed deposits (net)	-	-
	Net cash from/(used in) investing activities	**-**	**-**
C.	**Cash flow from financing activities:**		
	Proceeds from Issuance of debentures	1,000	100
	Amount payable to Holding Company	-	-
	Interest expense on financial liabilities at amortised cost	-	-
	Interest on FDRs	-	-
	Net cash from/(used in) financing activities	**1,000**	**100**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**814**	**(49)**
	Opening Balance of Cash and cash equivalents	**47**	**96**
	Closing Balance of Cash and cash equivalents	**861**	**47**
	Cash and cash equivalents comprise		
	Cash in hand	1	1
	Balance with Scheduled Banks		
	-in bank accounts	860	46
	Total	**861**	**47**

Notes :

1 **Reconciliation of liabilities arising from financing activities** (₹ '000)

Particulars	As at March 31, 2019 (₹ '000)	Cash Flows	Non cash changes Finance cost	As at March 31, 2020 (₹ '000)
Long term borrowings (including accrued finance costs)	15,310	1,000	-	16,310
	15,310	1,000	-	16,310

2 The above Cash Flow Statement has been prepared under the Indirect Method as set out in IND AS 7 on Cash Flow Statement, prescribed under Companies (Accounting Standards) Rules, 2006 as notified by the Central Government vide its notification

3 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 25 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

STATEMENTS OF CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2020

a. Equity share capital

Particulars	Amount (₹ 000)
As at April 01, 2018	**100**
Changes in equity share capital	-
As at March 31, 2019	**100**
Changes in equity share capital	-
As at March 31, 2020	**100**

b. Other equity

Particulars	Notes	Reserves & Surplus		Total (₹ 000)
		Equity component of Debentures	Retained Earnings	
Balance as at 01 April 2018		**13,467**	**(15,086)**	**(1,619)**
Loss for the year		-	(335)	(335)
Equity Component of Debentures		1,844	-	1,844
Total Comprehensive Income for the year			-	-
Balance as at 31 March 2019		**15,311**	**(15,421)**	**(110)**

Particulars	Notes	Reserves & Surplus		Total (Rs. 000)
		Equity component of Debentures	Retained Earnings	
Balance as at 31 March 2019		**15,311**	**(15,421)**	**(110)**
Loss for the year		-	(186)	(186)
Equity Component of Debentures	9	1,000	-	1,000
Balance as at 31 March 2020		**16,311**	**(15,607)**	**704**

The accompanying notes 1 to 25 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of the Board of Directors
Interactive Visual Solutions Pvt Ltd
CIN:-U72200PN2009PTC134950

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Interactive Visual Solutions Private Limited (the company) is a private limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The company is a wholly owned subsidiary of Allcheckdeals India Pvt. Ltd.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

For all the periods upto and including the period ended March 31, 2016, the Company prepared its financial statements in accordance with accounting standards notified under Companies (Accounting Standard) Rules 2006 (as amended) and other relevant provisions of the Act.

These financial statements for the year ended March 31, 2017 are the first financial statement prepared in accordance with Ind AS.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. Property, plant and equipment (PPE)

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2015 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Assets	Estimated useful life (Years)
Computers	3
Software	3

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

Assets costing less than or equal to Rs. 5,000 are fully depreciated pro-rata from date of acquisition.

C. Impairment of Non-Financial Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (PPE) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

D. Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will be available against which such temporary differences can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

E. Provisions

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

F. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

G. Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

H. Investments and other financial assets

(i) Classification

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

- those to be measured subsequently at fair value through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments in subsidiaries and associates, these are carried at cost in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

I. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

J. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

K. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3 (a). Property, plant & equipment Amount (₹ 000)

Particulars	Plant and Equipment	Total
Year ended March 31, 2019		
Gross carrying amount		
As at April 1, 2018	26	26
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**26**	**26**
Accumulated depreciation		
As at April 1, 2018	26	26
Depreciation charged during the year	-	-
Disposals	-	-
Closing accumulated depreciation	**26**	**26**
Net carrying amount	**-**	**-**
Year ended March 31, 2020		
Gross carrying amount		
Opening gross carrying amount	26	26
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**26**	**26**
Accumulated depreciation		
Opening accumulated depreciation	26	26
Depreciation charged during the year	-	-
Disposals	-	-
Closing accumulated depreciation	**26**	**26**
Net carrying amount	**-**	**-**

3 (b). Intangible Assets

Particulars	Intangible Assets	Total
Year ended March 31, 2019		
Gross carrying amount		
As at April 1, 2018	479	479
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**479**	**479**
Accumulated depreciation		
As at April 1, 2018	478	478
Depreciation charged during the year	-	-
Disposals	-	-
Closing accumulated depreciation	**478**	**478**
Net carrying amount	**1**	**1**
Year ended March 31, 2020		
Gross carrying amount		
Opening gross carrying amount	479	479
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**479**	**479**
Accumulated depreciation		
Opening accumulated depreciation	478	478
Depreciation charged during the year	-	-
Disposals	-	-
Net carrying amount	**1**	**1**

4. Non-current Tax Assets

Particulars (Unsecured, considered good)	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Advance Tax	17	17
	17	**17**

5. Cash & Cash Equivalents

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Cash & Cash Equivalents		
(a) Cash in Hand	1	1
(b)Balance with Bank in Current Account	860	46
	861	**47**

6. Equity Share Capital

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
AUTHORISED		
10,000 Equity Shares of Rs. 10/- each (Previous Year - 10,000 Equity Shares of Rs 10/- each)	**100**	**100**
9,000 Preference Shares of Rs. 100/- each	**900**	**900**
ISSUED, SUBSCRIBED & PAID-UP		
10,000 Equity Shares of Rs 10/- each, fully paid up (Previous Year - 10,000 Equity Shares of Rs 10/- each)	100	100
	100	**100**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

Particulars	Year Ended March 31, 2020 No of Shares	Year Ended March 31, 2020 (Rs.'000)	Year Ended March 31, 2019 No of Shares	Year Ended March 31, 2019 (Rs.'000)
Equity Shares				
At the beginning of the year	10,000	100	10,000	100
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**100**	**10,000**	**100**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	Year Ended March 31, 2020		Year Ended March 31, 2019	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of Rs 10 each fully paid				
Allcheckdeals India Pvt Ltd	9,999	99.99%	9,999	99.99%
	9,999	**99.99%**	**9,999**	**99.99%**

7. Other Equity

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Retained Earnings		
Opening Balance	(15,421)	(15,086)
Add: Loss for the year	(186)	(335)
	(15,607)	(15,421)
Equity Component of debt intruments	16,311	15,311
	704	**(110)**

8(a) . Borrowings

Particulars	Non-Current		Current	
	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Info Edge India Limited	-	-	-	-
Debentures issued to Ultimate Holding Company				
Info Edge India Ltd	1,100	1,100	-	-
(0.0001% compulsory convertible debentures into compulsorily convertiable preference shares (Previous year Convertible into Compusorily redeemable preference shares)				
Add : Interest expense on financial liabilities at amortised cost	28	28	-	-
Less : Equity component of debt instruments	(1,128)	(1,128)	-	-
(0.0001% compulsory convertible debentures into compulsory convertible preference shares	100	100	-	-
Less : Equity component of debt instruments	(100)	(100)	-	-
Liability component of debentures	-	-	-	-
Debentures issued to Holding Company				
Allcheckdeals India Pvt Ltd	13,728	13,728	-	-
(0.0001% compulsory convertible debentures into compulsorily Convertiable preference shares (Previous year Convertible into Compulsorily redeemable preference shares)				
Add : Interest expense on financial liabilities at amortised cost	354	354	-	-
Less : Equity component of debt instruments	(14,082)	(14,082)	-	-
(0.0001% compulsory convertible debentures into compulsorily Convertible preference shares 10,000 nos, Previous Year - Nil of face value of Rs. 100/- each)	1,000	-		
Less : Equity component of debt instruments	(1,000)	-		
Liability component of debentures	-	-	-	-
	-	-	-	-

8(b) . Deferred tax liabilities

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Deferred tax liabilities (Net)	33	33
	33	33

9. Trade Payables

Particulars	Non-Current		Current	
	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Trade payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	40	40
	-	**-**	**40**	**40**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2020.

10. Other Current Liabilities

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
TDS Payable	2	2
Recoverable from Holding Company/Subsidiaries/Associates	-	
	2	**2**

11. Other Income

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Provision no longer required written back	-	142
	-	**142**

12. Finance Cost

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Interest cost on financial liabilities at amortised cost	-	195
Bank Charges	2	5
	2	**200**

13. Administration And Other Expenses

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Rent	57	28
Legal and Professional Expenses	113	173
Miscellaneous Expenses	14	76
	184	**277**

14. AUDITORS REMUNERATION

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
Audit Fees (Excluding GST)	20	20
	20	**20**

15. Basic & Diluted Earnings Per Share (EPS)

Particulars	Year Ended March 31, 2020 (₹ '000)	Year Ended March 31, 2019 (₹ '000)
(Loss) attributable to Equity Shareholders (Rs.)	(186)	(335)
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Basic Earnings Per Equity Share of Rs. 10 each (Rs.)	(18.60)	(33.50)
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Add : Weighted average number of potential equity shares	1,587,047	22,322.00
Weighted average number of shares outstanding for diluted EPS	1,597,047	32,322.00
Diluted Earning Per Share of Rs 10 each (Rs)	(0.12)	(10.36)

16. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

17. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 are not applicable on the company since there was no employee employed by the company during the year.

18. During the Previous year ended March 31st, 2019, the Company has converted Compulsorily convertible debenture which were convertible into cumulative redeemable preference shares with compulsorily convertible preference shares w.e.f. March 27, 2019. All other terms and conditions remain same.

19 (1) . Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Ind AS - 24 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2020:

Holding Company

Allcheckdeals India Pvt Ltd

Ultimate Holding Company

Info Edge (India) Limited

Fellow Subsidiary

Newinc Internet Services Private Limited (NISPL)

Key Management Personnel (KMP) & Relatives
Mr Chintan Thakkar
Mr. Murlee Manohar Jain

B) Details of transactions with related party for the year ended March 31, 2020 in the ordinary course of business: **(₹ '000)**

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
1. Debentures issued	1,000	-	1,000
2. Rent	-	57	57

19 (2) . Related Party Disclosures

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Ind AS - 24 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2019:

Holding Company
Allcheckdeals India Pvt Ltd

Ultimate Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Chintan Thakkar
Mr Sudhir Bhargava

B) Details of transactions with related party for the year ended March 31, 2019 in the ordinary course of business: **(₹ '000)**

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
1. Debentures issued	-	100	100
2. Rent	-	28	28

20. During the year ended 31st Mar 2020, the company issue 0.0001% compulsory convertible debentures into compulsorily Convertible preference shares 10,000 nos of Rs. 100/ to Allcheck deals India Private Limited , (Previous Year - Nil of face value of Rs. 100/- each)

21 : Financial Instruments And Risk Management

Fair value Hierarchy

a) Financial instruments by category

(₹ '000)

Particulars	Year Ended March 31, 2020		Year Ended March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash Equivalents		861		47
Other financial assets		-		-
Total Financial Assets	**-**	**861**	**-**	**47**
Financial Liabilities				
Borrowings		-		-
Trade payables		40		40
Total Financial Liabilities	**-**	**40**	**-**	**40**

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting year.

22 : Financial Risk And Capital Management

(A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors.

Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date.

(₹ '000)

	Contractual cash flows				
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More Than 2 years**
Non-derivative financial liabilities					
Borrowings	-	-	-	-	-
Trade and other payables	40	40	-	-	-
Other financial liabilities	-	-	-	-	-

(₹ '000)

	Contractual cash flows				
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More Than 2 years**
Non-derivative financial liabilities					
Borrowings	-	-	-	-	-
Trade and other payables	40	40	-	-	-
Other financial liabilities	-	-	-	-	-

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from fixed deposits with banks and borrowings. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

(₹ '000)

Particulars	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets	-	-
Financial liabilities	-	-
Total	**-**	**-**

(B) Capital management

-Risk management

The Comapny's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, and borrowings from parent and ultimate parent company.

23. Revenue from Contracts with Customers

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contracts with Customers. This establishes Standard sets out a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, 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 new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company from 1 April 2018 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognized at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method). Since there is no Revenue accrued during the Current Year as well as Previous Year, there is no impact of Ind AS 115 on the Financial statement during the year.

24. "The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

25. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

NEWINC INTERNET SERVICES PRIVATE LIMITED

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 4th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing all kinds and types of internet, computer and electronics data processing services.

The Company made a loss of ₹47,210 thousand in FY 2020 as compared to a loss of ₹9,110 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There has been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 1st Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no change in the directors and Key Managerial Personnel during the year under review. Mr. Murlee Manohar Jain and Mr. Chintan Thakkar are the directors of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Chintan Thakkar (DIN:00678173) is liable to retire by rotation and, being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 4 (Four) times during the year on May 24, 2019, August 05, 2019, November 11, 2019 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Director's attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Murlee Manohar Jain	Director	4	4
Mr. Chintan Thakkar	Director	4	4

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loans, guarantee or investment during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 17 of notes to Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://infoedge.in/pdfs/NewInc-Internet-Services-Limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Chintan Thakkar	Murlee Manohar Jain
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 00678173	DIN: 05101562

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangements or transactions at arm's length basis**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note No. 17 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Chintan Thakkar
(Director)
DIN: 00678173

Murlee Manohar Jain
(Director)
DIN: 05101562

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U74999DL2016PTC309795

ii. Registration Date:- December 27, 2016

iii. Name of the Company: - NewInc Internet Services Private Limited

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:

GF12-A, 94, Meghdoot Building,

Nehru Place, New Delhi-110019

Tel. No. +91 120-3082000, Fax: 0120-3082095

Email: newinc@Infoedge.com

Website: - NA

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To Carry on the business of providing all kind and types of internet, computer, electronic and related services	63112	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Allcheckdeals India Pvt. Ltd.	U72400DL2008PTC181632	Holding Company	100	2(46)
2.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Ultimate Parent Company	100 (through ACD)	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. Category- wise Shareholding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Total Promoter Shareholding- Individual	-	-	-	-	-	-	-	-	-
Total Promoter Shareholding – Bodies Corporate	-	2 (equity shares)	2* (equity shares)	100	-	2 (equity shares)	2* (equity shares)	100	-
Grand Total	-	2 (equity shares)	2* (equity shares)	100	-	2 (equity shares)	2* (equity shares)	100	-

** 1 (one) share is held by one individual as a nominee of Allcheckdeals India Pvt. Ltd.*

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Allcheckdeals India Pvt. Ltd.	2* (equity shares)	100	0.00	2* (equity shares)	100	0.00	-

**1 (one) share is held by one individual as a nominee of Allcheckdeals India Pvt. Ltd.*

iii. Change in Promoter's Shareholding - No Change

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)-Nil

v. Shareholding of Directors and Key Managerial Personnel: Nil

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment: **In ₹**

	Secured Loans excluding deposits	Unsecured Loans	Deposits/ Debentures	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	-	-	32,66,71,200	32,66,71,200
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	32,66,71,200	32,66,71,200
Change in Indebtedness during the financial year				
Addition	-	-		
Reduction	-	-	-	-
Net Change	-	-		
Indebtedness at the end of the financial year				-
(i) Principal Amount	-	-	32,66,71,200	32,66,71,200
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**32,66,71,200**	**32,66,71,200**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Chintan Thakkar (Director) DIN: 00678173

Murlee Manohar Jain (Director) DIN: 05101562

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NEWINC INTERNET SERVICES PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of NEWINC INTERNET SERVICES PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N / N500012

Date:09.06.2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAEW6250

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NEWINC INTERNET SERVICES PRIVATE LIMITED of even date)

i. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a program of verification of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given by the management, the title deeds of immovable properties included in the property, plant and equipment are held in the name of the Company.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N / N500012

Date:09.06.2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAEW6250

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of NEWINC INTERNET SERVICES PRIVATE LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NEWINC INTERNET SERVICES PRIVATE LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN– 000643N / N500012

Date:09.06.2020
Place: New Delhi

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN: 20017755AAAAEW6250

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note	As at March 31, 2020 (₹'000)	As at March 31, 2019 (₹'000)
Assets			
Non-current assets			
Investment Property	3	263,000	308,946
Financial asset			
(i) Other financial asset	5(a)	87	-
Non-current tax assets (net)	4	-	5
Current Assets			
Financial assets			
(i) Other financial assets	5(a)	-	296
(il) Cash and cash equivalents	5(b)	82	1,078
Other current assets	6	-	1
Total Assets		**263,169**	**310,326**
Equity & Liabilities			
Equity			
Equity Share capital	7	0.02	0.02
Other equity	8	262,559	309,769
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	9(a)	-	-
Current liabilities			
Financial liabilities			
(i) Trade payables	9(b)		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		599	547
Other current liabilities	10	11	10
Total Equity and Liabilities		**263,169**	**310,326**

The accompanying notes 1 to 27 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Firm Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Newinc Internet Services Private Limited
CIN: U74999DL2016PTC309795

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
(Director)
DIN No:-00678173

Murlee Manohar Jain
(Director)
DIN No:-05101562

Place: Delhi
Date: June 08, 2020

Place: Noida
Date: June 08, 2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2020

Particulars	Note	Year ended March 31, 2020 (₹'000)	Year ended March 31, 2019 (₹'000)
Income			
Other income	11	18	33
I Total Income		**18**	**33**
Expenses			
Finance costs	12	1	653
Amortisation & Depriciation expense	13	5,912	5,896
Administration and other expenses	14	41,315	2,594
II Total Expense		**47,228**	**9,143**
III. Profit/(Loss) before tax (I-II)		**(47,210)**	**(9,110)**
IV. Income tax expense			
Current tax		-	-
V. Profit/(Loss) for the year (III-IV)		**(47,210)**	**(9,110)**
VI. Other comprehensive income		-	-
(A) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss			
(B) (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Other comprehensive income for the year, net of income tax		**-**	**-**
Total income for the year (V+VI)		**(47,210)**	**(9,110)**
Earnings per share:			
Basic earnings per share	16	(23,605,000)	(4,555,000)
Diluted earnings per share	16	(1.45)	(0.33)

The accompanying notes 1 to 27 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date: June 08, 2020

For and on behalf of Board of Directors
Newinc Internet Services Private Limited
CIN: U74999DL2016PTC309795

Chintan Thakkar
(Director)
DIN No:-00678173

Murlee Manohar Jain
(Director)
DIN No:-05101562

Place: Noida
Date: June 08, 2020

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

S.No.	Particulars	Year ended March 31, 2020 (₹'000)	Year ended March 31, 2019 (₹'000)
A.	**Cash flow from operating activities:**		
	Loss before tax	**(47,210)**	**(9,110)**
	Adjustments for:		
	Depreciation and amortisation expense	5,912	5,896
	Interest cost on financial liabilities	-	653
	Impairment of Investment property	40,034	-
	Interest income	(18)	(33)
	Operating profit before working capital changes	**(1,282)**	**(2,594)**
	Adjustments for changes in working capital :		
	- Increase in Trade payables	52	415
	-Increase/(Decrease) in Other current liabilities	1	(20)
	Cash generated from / (used in) operating activities	**(1,229)**	**(2,199)**
	- Taxes refunded/(Paid) (net)	5	(3)
	Net cash from / (used in) operating activities	**(1,224)**	**(2,202)**
B.	**Cash flow from Investing activities:**		
	Interest Income received	19	47
	Maturity of fixed deposit	209	732
	Net cash flow from / (used in) investing activities	**228**	**779**
C.	**Cash flow from financing activities:**		
	Proceeds from issuance of Debentures including Interest cost	-	2,500
	Interest expense	-	(8)
	Net cash from/used in financing activities	**-**	**2,492**
	Net increase/decrease in cash & cash equivalents	**(996)**	**1,069**
	Opening balance of cash and cash equivalents	**1,078**	**9**
	Closing balance of cash and cash equivalents	**82**	**1,078**
	Cash and cash equivalents comprise		
	Cash in hand	82	1,078
	Balance with scheduled banks		
	-in current accounts	-	-
	Total cash and cash equivalents	**82**	**1,078**
	Total	**82**	**1,078**

Notes:

1 **Reconciliation of liabilities arising from financing activities** (₹ '000)

Particulars	As at 31st March 2019	Cash Flows	Non cash changes Finance cost	As at 31st March 2020
Long term borrowings (including accrued finance costs)	327,918	-	-	327,918
	327,918	-	-	327,918

2 The above Cash Flow Statement has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended.

3 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 27 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
Firm Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of the Board of Directors
Newinc Internet Services Private Limited
CIN: U74999DL2016PTC309795

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
(Director)
DIN No:-00678173

Murlee Manohar Jain
Director
DIN No:-05101562

Place: Delhi
Date: June 08, 2020

Place: Noida
Date: June 08, 2020

STATEMENTS OF CHANGES IN EQUITY

a. Equity Share Capital

Particulars	Amount (₹₹000)
As at March 31, 2018	**0.02**
Changes in equity share capital during the year	-
As at March 31, 2019	**0.02**
Changes in equity share capital during the year	-
As at March 31, 2020	**0.02**

b. Other Equity

	Equity component of financial instruments	Retained Earnings (₹' 000)	Total (₹' 000)
Balance as at 31 March 2018	**319,865**	**(9,039)**	**310,826**
Loss for the year		(9,110)	(9,110)
Equity component of Debt instruments	8,053		8,053
Balance as at 31 March 2019	**327,918**	**(18,149)**	**309,769**

	Equity component of financial instruments	Retained Earnings (₹' 000)	Total (₹' 000)
Balance as at 31 March 2019	**327,918**	**(18,149)**	**309,769**
Loss for the year		(47,210)	(47,210)
Balance as at 31 March 2020	**327,918**	**(65,359)**	**262,559**

The accompanying notes 1 to 27 are in integral part of the Financial Statements.

As per our report of even date

For and on behalf of Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date: June 08, 2020

For and on behalf of the Board of Directors
Newinc Internet Services Private Limited
CIN: U74999DL2016PTC309795

Chintan Thakkar
(Director)
DIN No:-00678173

Murlee Manohar Jain
Director
DIN No:-05101562

Place: Noida
Date: June 08, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Newinc Internet Services Private Limited (the company) is a private limited company domiciled in India and incorporated on December 27th, 2016 under the provisions of the Companies Act, 2013. The company is a wholly owned subsidiary of AllCheckDeals India Private Limited.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. Property, plant and equipment (PPE)

All items of property, plant and equipment and Investment property are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Asset	Estimated useful life (Years)
Leasehold land	57

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

Assets costing less than or equal to Rs. 5,000 are fully depreciated pro-rata from date of acquisition.

C. Impairment of Non-Financial Assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset (PPE) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

D. Investment Property

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

Though the group measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valuer applying a Direct Comparison Approach.

The company depreciates investment property over 62 years from the date of original purchase.

Investment properties are derecognised either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

E. Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements of company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is Newinc Internet Services Private Limited's functional and presentation currency.

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of profit and loss

F. Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

G. Provisions

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

H. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

I. Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company

- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

J. Investments and other financial assets

(i) Classification

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

- those to be measured subsequently at fair value through profit or loss), and
- those measured at amortised cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded in profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments in subsidiaries and associates, these are carried at cost in these financial statements.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

K. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

L. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

M. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. Investment Property (₹'000)

Description	GROSS CARRYING AMOUNT (AT COST)				DEPRECIATION/AMORTISATION				NET CARRYING AMOUNT	
	As at April 1, 2019	Additions during the year	Disposals during the year	As at March 31, 2020	Up to April 1, 2019	Depreciation/ Amortisation	Impairment during the year	Accumulated depreciation/ amortisation on disposals	As at March 31, 2020	As at March 31, 2020
INVESTMENT PROPERTY *										
Leasehold land	321,610	-	-	321,610	12,664	5,912	40,034	-	58,610	263,000
Total	**321,610**	**-**	**-**	**321,610**	**12,664**	**5,912**	**40,034**	**-**	**58,610**	**263,000**

* Investment property, as per Ind AS, includes amount incurred on assets held for long term rental yields or for capital appreciation or both.

4. Non-Current Tax Assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-Current As at March 31, 2020 (₹'000)	Non-Current As at March 31, 2019 (₹'000)	Current As at March 31, 2020 (₹'000)	Current As at March 31, 2019 (₹'000)
Advance Tax (TDS recoverable)	-	5	-	-
	-	**5**	**-**	**-**

FINANCIAL ASSETS

5(a) Other Financial Assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-Current As at March 31, 2020 (₹'000)	Non-Current As at Particulars (₹'000)	Current As at March 31, 2020 (₹'000)	Current As at March 31, 2019 (₹'000)
Balance in fixed deposit accounts with original maturity more than 12 months (net)	87	-	-	296
	87	**-**	**-**	**296**

5(b) Cash And Cash Equivalents

Particulars	Non-Current As at March 31, 2020 (₹'000)	Non-Current As at March 31, 2019 (₹'000)	Current As at March 31, 2020 (₹'000)	Current As at March 31, 2019 (₹'000)
Cash on hand	-	-	10	3
Balance with Bank - Current Account	-	-	72	1,075
	-	**-**	**82**	**1,078**

6. Other Current Assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-Current As at March 31, 2020 (₹'000)	Non-Current As at March 31, 2019 (₹'000)	Current As at March 31, 2020 (₹'000)	Current As at March 31, 2019 (₹'000)
Interest Accrued On Fixed deposit	-	-	-	1
	-	**-**	**-**	**1**

7. Share Capital

Particulars	As at March 31, 2020 (₹'000)	As at March 31, 2019 (₹'000)
AUTHORISED CAPITAL		
10,000 Equity Shares of Rs. 10/- each	100	100
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
2 Equity Shares of Rs 10/- each, fully paid up	0.02	0.02
	0.02	**0.02**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹'000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹'000)
Equity Shares				
At the beginning of the year	2	0.02	2	0.02
Add: Issued during the year	-		-	-
Outstanding at the end of the year	**2**	**0.02**	**2**	**0.02**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Allcheckdeals India Pvt. Ltd. (ACD)	1	50.00%	1	50.00%
Mr. Sudhir Bhargava (as a nominee of ACD)	1	50.00%	1	50.00%
	2	**100.00%**	**2**	**100.00%**

8. Other Equity

Particulars	As at March 31, 2020 (₹'000)		As at March 31, 2019 (₹'000)	
Retained Earnings				
Opening Balance	(18,149)		(9,039)	
Add: Loss for the year	(47,210)	(65,359)	(9,110)	(18,149)
Equity component of Debt instruments	327,918	327,918	327,918	327,918
		262,559		**309,769**

9. Financial Liabilities

A. Borrowings

Particulars	Non-Current As at March 31, 2020 (₹'000)	Current As at March 31, 2020 (₹'000)	Non-Current As at March 31, 2019 (₹'000)	Current As at March 31, 2019 (₹'000)
Debentures issued to Holding Company				
Debentures issued to Ultimate Holding Company				
Info Edge India Ltd				
(0.0001% compulsory convertible debentures into compulsorily convertiable preference shares 2,00,0000 nos (Previous Year Convertiable into cumulative redeemable preference shares, 2,00,000 nos))	20,000	-	20,000	-
(0.0001% compulsory convertible debentures into compulsorily convertiable preference shares 1,000 nos (Previous year Convertiable into Cumulative redeemable preference shares, 1,000 nos))	100	-	100	-
(0.0001% compulsory convertible debentures into compulsorily convertiable preference shares 20,000 nos (Previous Year Convertiable into cumulative redeemable preference shares 20,000 nos)	2,000	-	2,000	-
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 27,72,712 nos, Previous Year - 27,72,712 nos of face value of Rs. 100/- each)	277,271		277,271	-
Add : Interest expense on present value	568	-	568	-
Less : Equity component of debt instruments	(299,939)	-	(299,939)	-
	-	-	-	-
Debentures issued to Holding Company				
Allcheckdeals (India) Pvt. Ltd.				
(0.0001% compulsory convertible debentures into compulsorily convertiable preference shares 248,000 nos (Previous Year Convertiable into cumulative redeemable preference shares 248,000 nos)	24,800	-	24,800	-
Add : Interest expense on present value	679	-	679	-
Less : Equity component of debt instruments	(25,479)	-	(25,479)	-
	-	-	-	-
Debentures issued				
Startup Investments (Holding) Ltd				
0.0001% compulsory convertible debentures into compulsorily convertible preference shares 25,000 nos of face value of Rs, 100/- each.	2,500	-	2,500	-
Less : Equity component of debt instruments	(2,500)	-	(2,500)	-
Liability component of debentures	-	-	-	-

B. Trade Payables

Particulars	Non-Current As at March 31, 2020 (₹'000)	Current As at March 31, 2020 (₹'000)	Non-Current As at March 31, 2019 (₹'000)	Current As at March 31, 2019 (₹'000)
Trade Payables				
	-	-	-	-
	-	599	-	547
	-	**599**	**-**	**547**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2020 and March 31, 2019

10. Other Current Liabilities

Particulars	Non-Current As at March 31, 2020 (₹'000)	Current As at March 31, 2020 (₹'000)	Non-Current As at March 31, 2019 (₹'000)	Current As at March 31, 2019 (₹'000)
TDS Payable	-	11	-	10
	-	**11**	**-**	**10**

11. Other Income

Particulars	Year Ended March 31, 2020 (₹'000)	Year Ended March 31, 2019 (₹'000)
Interest income on fixed deposits with banks	18	33
	18	**33**

12. Finance Costs

Particulars	Year Ended March 31, 2020 (₹'000)	Year Ended March 31, 2019 (₹'000)
Bank charges	1	1
Interest expense on financial liability at amortised cost	-	652
	1	653

13. Depreciation And Amortisation

Particulars	Year Ended March 31, 2020 (₹'000)	Year Ended March 31, 2019 (₹'000)
Amortisation of Investment Property	5,912	5,896
	5,912	5,896

14. Administration And Other Expenses

Particulars	Year Ended March 31, 2020 (₹'000)	Year Ended March 31, 2019 (₹'000)
Legal and professional charges	336	1,402
Security Charges	871	1,098
Rent	28	28
Impairment of land (Refer Note-19)	40,034	-
Miscellaneous expenses	46	66
	41,315	**2,594**

15. Auditors Remuneration

Particulars	Year Ended March 31, 2020 (₹'000)	Year Ended March 31, 2019 (₹'000)
Audit Fees (Excluding GST)	100	100
	100	**100**

16. Earnings Per Share

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Loss attributable to Equity Shareholders (₹)	(47,210,000)	(9,110,000)
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	2	2
Basic EPS of ₹10 each	(23,605,000)	(4,555,000)
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	2	2
Add : Potential equity shares pursuant to conversion of CCPS to equivalent Equity Shares	32,667,120	27,810,709
Weighted average number of shares outstanding for diluted EPS	**32,667,122**	**27,810,711**
Diluted EPS of ₹10 each	(1.45)	(0.33)

17(A). Related Party Disclosures for the year ended March 31, 2020

A) List of related parties

Ultimate Holding Company

Info Edge (India) Ltd.

Holding Company

Allcheckdeals (India) Pvt. Ltd.

Fellow Subsidiary

Startup Investments (Holding) Ltd

Key Management Personnel (KMP) & Relatives

Mr Chintan Thakkar

Mr Murlee Manohar Jain

B) Details of transactions with related party in the ordinary course of business: **Amount (₹'000)**

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Fellow Subsidiary	Total
1. Rent Expense	-	28	-	**28**

17(B). Related Party Disclosures for the year ended March 31, 2019

A) List of related parties

Ultimate Holding Company

Info Edge (India) Ltd.

Holding Company

Allcheckdeals (India) Pvt. Ltd.

Fellow Subsidiary

Startup Investments (Holding) Ltd

Key Management Personnel (KMP) & Relatives

Mr Chintan Thakkar

Mr Murlee Manohar Jain

B) Details of transactions with related party in the ordinary course of business: **Amount (₹'000)**

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Fellow Subsidiary	Total
1. Issue of Debentures	-	-	2,500	**2,500**
2. Loan taken	-	-	1,000	**1,000**
3. Interest expense on loan	-	-	7	**7**
4. Repayment of Loan (Including interest)	-	-	1,006	**1,006**
5. Rent Expense	-	28	-	**28**

18. During the year ended, Company has issued Nil nos (previous year -25,000 nos) of Compulsorily convertible debentures having face value of ₹ 100/- each convertible in Compulsorily convertible preference shares to Fellow Subsidiary.

19. During the year ended March 31st 2020, the recovarable value of the land is less then the carrying amount, hence as per the IND AS 36, Impairment of asset, Company has provided impairment of land amounting to ₹ 40,034 thousands (recovarable value ₹2,63,000 thousands and carrying value ₹ 3,03,034 thousands).

20. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company does not have any operations during the financial year.

21. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 are not applicable on the company since there was no employee employed by the company during the year.

22. During the previous year ended March 31st, 2019, the Company has converted Compulsorily convertiable debenture which were convertiable into cumulative redeemable preference shares with compulsorily convertible preference shares w.e.f. March 27, 2019. All other terms and conditions remain same.

23 : Fair value measurements

a) Financial instruments by category (₹'000)

	March 31, 2020		March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Other financial assets		87		296
Cash and cash Equivalents	-	82	-	1,078
Total Financial Assets	**-**	**169**	**-**	**1,374**
Financial Liabilities				
Trade payables	-	599	-	547
Total Financial Liabilities	**-**	**599**	**-**	**547**

24 : Financial risk and Capital management

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors.

(a) Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Comapny's treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.In addition, the Company projects cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The amount disclosed in the below table represent the contractual cash flows.

(₹'000)

March 31, 2020	Total	6 months or less	6-12 months	1-2 years	More than 2 Yrs
Non-derivative financial liabilities					
Trade payables	599	599	-	-	-

(₹'000)

March 31, 2019	Total	6 months or less	6-12 months	1-2 years	More than 2 Yrs
Non-derivative financial liabilities					
Trade payables	547	547	-	-	-

(C) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's borrowings and deposits/loans are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The exposure of the Company's financials assets/liabilities at the end of the reporting year are as follows:

Amount in ₹'000

Particulars	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets	87	296
Financial liabilities	-	-
Total	**87**	**296**

B) Capital management

a) Risk management

The Comapny's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, preference and debenture capital.

b) Dividend

No dividend was paid out during the year

25. Revenue from Contracts with Customers

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contracts with Customers. This establishes Standard sets out a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, 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 new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company from 1 April 2018 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognized at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method). Since there is no Revenue accrued during the Current Year as well as Previous Year, there is no impact of Ind AS 115 on the Financial statement during the year.

26. Ind AS 116 Leases:

"The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

27. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: Delhi
Date: June 08, 2020

For and on behalf of the Board of Directors
Newinc Internet Services Private Limited
CIN: U74999DL2016PTC309795

Chintan Thakkar
(Director)
DIN No:-00678173

Murlee Manohar Jain
(Director)
DIN No:-05101562

Place: Noida
Date: June 08, 2020

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 5th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company made a loss of ₹33,866 thousand in FY 2020 as compared to a loss of ₹53,540 thousand in FY 2019.

SHARE CAPITAL

During the year under review, 10,00,000, 0.0001% Compulsory Convertible Preference Shares (CCPS) of ₹100/- each and 5,00,000 - 0.0001% Compulsory Convertible Debentures (CCDs) of ₹100/- each, were issued to Info Edge (India) Ltd., holding company of the Company.

DIVIDEND

No dividend has been declared for FY 2020.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

The Company is engaged in the business of providing all kinds and types of internet, computer and electronics data processing services. During the year under review, the Company has inserted a new clause in the objects clause of its Memorandum of Association (MOA), in order to authorize the Company to act as investment advisor, financial consultant, management consultant, investment manager and/or sponsor of alternative investment fund(s).

Further, the Company has also obtained registration of an Alternative Investment Fund (AIF) with Securities and Exchange Board of India (SEBI), named Info Edge Venture Fund (IEVF) a Trust, as Category-II AIF under the SEBI (Alternative Investment Funds) Regulations 2012, for which the Company is the Investment Manager and Beacon Trusteeship Limited is the Trustee. The objective of IEVF is to invest in tech and tech-enabled entities that provide technology to create, market and distribute innovative products and services that benefit consumers at large.

The Company has also made investment in IE Venture Fund I, first scheme of IEVF by way of subscription of 5,00,000 Class B Units, having face value of ₹100/- each, for consideration of about ₹50 million.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 2nd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2020-21.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualifications, reservations or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Ms. Kitty Agarwal, who was appointed as additional director of the Company in pursuance of Section 161(1) of the Companies Act, 2013 by the Board of Directors in its meeting held on August 5, 2019, was subsequently appointed as Director of the Company, liable to retire by rotation, in the 4th Annual General Meeting of the Company held on August 30, 2019. Later, Ms. Agarwal has been appointed as a Whole-time Director of the Company w.e.f. October 1, 2019, subject however to the approval of the shareholders in the ensuing annual general meeting.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Murlee Manohar Jain (DIN: 05101562) is liable to retire by rotation and, being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 8 (Eight) times during the year on May 24, 2019, August 5, 2019, August 21, 2019, October 1, 2019, November 11, 2019, January 14, 2020, January 30, 2020 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETING FOR FY 2019-20

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Mr. Murlee Manohar Jain	Director	8	8
Mr. Chintan Thakkar	Director	8	8
Ms. Sharmeen Khalid	Director	8	8
Ms. Kitty Agarwal*	Whole-time Director	6	6

**Ms. Kitty Agarwal was appointed as a director w.e.f. August 5, 2019 and total number of 6 (six) Board Meetings were held during her tenure of directorship in FY 2019-20.*

INVESTMENT AND ALLOTMENT COMMITTEE

During the year under review, there was only one meeting of Investment and Allotment Committee held on September 5, 2019.

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of the investment made by Company is given in the note no. 3(a) of notes to the Financial Statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 18 of notes to Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the annual return filed for FY 2019 is available at the website of the holding company at http://infoedge.in/pdfs/Smartweb-Interent-Services-limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their co-operation.

For and on behalf of Board of Directors

	Murlee Manohar Jain	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 05101562	DIN: 00678173

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. Details of material contracts or arrangements or transactions at arm's length basis

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note no. 18 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

	Murlee Manohar Jain	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 05101562	DIN: 00678173

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72300DL2015PLC285618

ii. Registration Date:- September 23, 2015

iii. Name of the Company :- Smartweb Internet Services Limited

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

Ground Floor, GF-12A,

94, Meghdoot Building, Nehru Place,

New Delhi - 110019

Tel. No. +91 120-3082000, Fax No. 0120-3082095

Email: smartweb@infoedge.com

Website: -N.A.

vi. Whether listed company:- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	To Carry on the business of providing all kind and types of internet, computer, electronic and related services	63112	-
2.	To act as investment advisor, financial consultant, management consultant, investment manager and/or sponsor of alternative investment fund(s)	66190	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000 (Equity Shares)	50,000* (Equity Shares)	100	49,994 (Equity Shares)	6* (Equity Shares)	50,000* (Equity Shares)	100	-
	-	24,06,100 (Compulsory Convertible Preference Shares)	24,06,100 (Compulsory Convertible Preference Shares)	100	34,06,100** (Compulsory Convertible Preference Shares)	-	34,06,100 **(Compulsory Convertible Preference Shares)	100	-
Grand Total	**-**	**50,000 (Equity Shares)**	**50,000* (Equity Shares)**	**100**	**49,994 (Equity Shares)**	**6* (Equity Shares)**	**50,000* (Equity Shares)**	**100**	**-**
	-	**24,06,100 (Compulsory Convertible Preference Shares)**	**24,06,100 (Compulsory Convertible Preference Shares)**	**100**	**34,06,100** (Compulsory Convertible Preference Shares)**	**-**	**34,06,100** (Compulsory Convertible Preference Shares)**	**100**	-

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

**10,00,000 Compulsory Convertible Preference Shares were issued to Info Edge (India) Ltd. holding company of the Company on September 5, 2019 in Dematerialized Form.

ii. Shareholding of Promoters

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	49,000 (Equity Shares)	98.00	0.00	49,000 (Equity Shares)	98.00	0.00	-
		24,06,100** (Compulsory Convertible Preference Shares)	100	0.00	34,06,100** (Compulsory Convertible Preference Shares)	100	0.00	-
2.	Startup Investments (Holding) Ltd.*	1,000 (Equity Shares)	2.00	0.00	1,000 (Equity Shares)	2.00	0.00	-

** Startup Investments (Holding) Ltd. is a promoter group company.*

***10,00,000 Compulsory Convertible Preference Shares were issued to Info Edge (India) Ltd. holding company of the Company on September 5, 2019 in Dematerialized Form.*

iii. Change in Promoter's Shareholding:

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Info Edge (India) Ltd.	49,000 (Equity Shares)	98.00	N.A.	N.A.	Nil	49,000 (Equity Shares)	98.00
		24,06,100** (Compulsory Convertible Preference Shares)	100	05/09/2019	Subscription of Compulsory Convertible Preference Shares	10,00,000	34,06,100** (Compulsory Convertible Preference Shares)	100
2.	Startup Investments (Holding) Ltd.	1,000 (Equity Shares)	2.00	N.A.	N.A.	Nil	1,000 (Equity Shares)	2.00

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil

v. Shareholding of Directors and Key Managerial Personnel

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	%of total shares of the Company				No. of Shares	% of total shares of the Company
1.	Murlee Manohar Jain	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	N.A.	N.A.	Nil	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00
2.	Chintan Thakkar	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	N.A.	N.A.	Nil	1 Equity Share (as nominee of Info Edge (India) Ltd.)	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment in ₹

	Secured Loans excluding deposits	Unsecured Loans	Deposits/ Debentures	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year		-		
Addition	-	-	**5,00,00,000***	**5,00,00,000**
Reduction	-	-	-	-
Net Change	-	-	**5,00,00,000**	**5,00,00,000**
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	**5,00,00,000**	**5,00,00,000**
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**5,00,00,000**	**5,00,00,000**

**During the year under review, the Company allotted 5,00,000-0.0001% Compulsory Convertible Debentures of ₹ 100 each to Info Edge (India) Ltd.*

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: in ₹

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Kitty Agarwal	
1	Gross salary	4,978,698	4,978,698
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	- others, specify…	-	-
5	Others, please specify	10,800	10,800
	Total (A)	4,989,498	4,989,498
	Ceiling as per the Act	-	-

*Ms. Kitty Agarwal has been appointed as a Whole-time Director of the Company w.e.f. October 1, 2019, subject however to the approval of the shareholders in the ensuing annual general meeting.

B. Remuneration to other directors: Nil

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD: Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Murlee Manohar Jain
(Director)
DIN: 05101562

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SMARTWEB INTERNET SERVICES LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of SMARTWEB INTERNET SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the Loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone

financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SMARTWEB INTERNET SERVICES LIMITED of even date)

i. The Company does not have any Fixed Assets. Accordingly, reporting under clause 3 (i) of the Order is not applicable to the Company.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration . Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of SMARTWEB INTERNET SERVICES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **SMARTWEB INTERNET SERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidanc e Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note	As at March 31, 2020 (₹ '000)	As at March 31, 2019 (₹ '000)
Asssets			
Non-current assets			
Financial assets			
(i) Investments	3 (a)	164,044	150,253
Non-current tax assets (Net)	9	22	108
Current Assets			
Financial assets			
(i) Cash and cash equivalents	3 (b)	1	3,338
(ii) Other financial assets	3 (d)	112,275	1
Other Current Assets	4	-	-
Total Assets		**276,342**	**153,700**
Equity &Liabilities			
Equity			
Equity share capital	5	500	500
Other equity	6	269,191	153,057
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	7 (a)	-	-
Current liabilities			
Financial liabilities			
(i) Trade payables	7 (b)		
-total outstanding dues of micro enterprises and small enterprises			
-total outstanding dues of creditors other than micro enterprises and small enterprises		114	133
Provision	8	2,301	-
Other financial liabilities	10	4,236	10
Total Equity and Liablities		**276,342**	**153,700**

The accompanying notes 1 to 34 are in integral part of the Financial Statements

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN:05101562

Place: Noida
Date: June 8, 2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2020

Particulars	Note	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
Income			
Revenue from operation	11	19,488	-
Other income	12	3,668	660
I Total Income		**23,156**	**660**
Expenses			
Finance costs	13	2	3,622
Employee Benefit Expense	14	15,784	-
Administration and other expenses	15	3,955	322
II Total Expense		**19,741**	**3,944**
III. Profit /(Loss) before tax & exceptional item (I-II)		**3,415**	**(3,284)**
IV. Exceptional items		36,209	50,256
V. Profit / (Loss) before tax (III-IV)		**(32,794)**	**(53,540)**
VI. Income tax expense			
Current tax	29	1,072	-
V. Profit/ (Loss) for the year (V-VI)		**(33,866)**	**(53,540)**
VII. Profit / (Loss) for the year (V-VI)		**(33,866)**	**(53,540)**
Earnings per share:			
Basic earnings per share	17	(677.32)	(1,070.82)
Diluted earnings per share	17	(0.38)	(66.25)

The accompanying notes 1 to 34 are in integral part of the Financial Statements

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN:05101562

Place: Noida
Date: June 8, 2020

CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2020

S.No.	Particulars	Year ended March 31, 2020 (₹ '000)	Year ended March 31, 2019 (₹ '000)
A.	**Cash flow from operating activities:**		
	Net profit / (Loss) before tax & exceptional items	**3,415**	**(3,284)**
	Adjustments for:		
	Interest cost of financial liabilities	-	3,622
	Interest income on fixed deposits with banks	(3,668)	(203)
	Interest on Financial Assets	-	(457)
	Operating profit (Loss) before working capital changes	**(253)**	**(322)**
	Adjustments for changes in working capital :		
	- Decrease/(Increase) in Other financial assets	(109,227)	-
	- Increase/(Decrease) in trade payables	(19)	19
	- Increase/ (Decrease) in Other current liabilities	4,226	(7)
	- Increase/ (Decrease) in Other current Assets	-	-
	- Increase / (Decrease) in Provisions	2,301	
	Cash generated from/(used in) operating activities	**(102,972)**	**(310)**
	- Taxes Paid (Net of TDS)	(986)	(304)
	Net cash (used in) operating activities	**(103,958)**	**(614)**
B.	**Cash flow from Investing activities:**		
	Proceeds from sale of investments	-	-
	Investment in Debentures	(50,000)	-
	Interest received	621	205
	Loan to related party	-	-
	Maturity of/(Investment in) fixed deposits (net)	-	-
	Net cash flow from / (used in) investing activities	**(49,379)**	**205**
C.	**Cash flow from financing activities:**		
	Proceeds from issue of Compulsory Convertible Preference Shares	100,000	-
	Proceeds from issue of Compulsory Convertible Debentures	50,000	
	Net cash flow from financing activities	**150,000**	**-**
	Net increase/(decrease) in cash & cash equivalents	**(3,337)**	**(409)**
	Opening balance of cash and cash equivalents	**3,338**	**3,747**
	Closing balance of cash and cash equivalents	**1**	**3,338**
	Cash and cash equivalents comprise		
	Cash in hand	-	-
	Balance with scheduled banks		
	-in current accounts (including fixed deposits)	1	3,338
	Total cash and cash equivalents	**1**	**3,338**

Notes :

1 **Reconciliation of liabilities arising from financing activities** (₹ '000)

Particulars	Year Ended March 31, 2019	Cash Flows	Non cash changes Finance cost	Year Ended March 31, 2020
Long term borrowings (including accrued finance costs)	251,492	150,000	-	401,492
	251,492	150,000	-	401,492

2 The above Statement of Cash Flow has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015], as amended.

3 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 34 are in integral part of the Financial Statements

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
(Director)
DIN:00678173

Murlee Manohar Jain
(Director)
DIN:05101562

Place: New Delhi
Date: June 8, 2020

Place: Noida
Date: June 8, 2020

Place: Noida
Date: June 8, 2020

STATEMENTS OF CHANGES IN EQUITY

a. Equity Share Capital

Particulars	Amount (₹ '000)
As at March 31, 2018	**500**
Changes in equity share capital during the year	-
As at March 31, 2019	**500**
Changes in equity share capital during the year	-
As at March 31, 2020	**500**

b. Other Equity

Particulars	Equity component of financial instruments	Reserves & Surplus	Total Amount (₹000)
		Retained Earnings	
Balance as at 31 March 2018	218,980	(44,895)	174,085
Add: Equity Component of financial instruments	32,512	-	32,512
Profit/(Loss) for the year	-	(53,540)	(53,540)
Balance as at 31 March 2019	**251,492**	**(98,435)**	**153,057**
Profit/(Loss) for the year	-	(33,866)	(33,866)
Add: Equity Component of financial instruments	150,000	-	150,000
Balance as at 31 March 2020	**401,492**	**(132,301)**	**269,191**

The accompanying notes 1 to 34 are in integral part of the Financial Statements

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN:05101562

Place: Noida
Date: June 8, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Smartweb Internet Services Limited (the company) is a limited company domiciled in India and incorporated on September 23rd, 2015 under the provisions of the Companies Act applicable in India. The company is a wholly owned subsidiary of Info Edge (India) Limited

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements of company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is Smartweb Internet Services Limited's functional and presentation currency.

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of profit and loss

C. Revenue Recognition

Revenue is recognized periodically basis delivery of services as an Investment Manager. The Company earns revenue significantly from Management Fee for managing the assets of Alternate investment fund as per applicable laws.

D. Other Income

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding at the rate applicable and where no significant uncertainty as to measurability or collectability exists.

E. Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

F. Provisions

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses..

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

G. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

H. Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

I. Investments and other financial assets

(i) Classification

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

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

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded either thru profit or loss or thru other comprehensive income. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company has classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows and where the contractual terms give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

- **Fair value through other comprehensive income (FVTOCI) :** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit & loss in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost, are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

The Company subsequently measures all equity investments which are within the scope of Ind AS 109 at fair value, other than investments in equity instruments in subsidiaries, associates and jointly control entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

J. Exceptional items

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

K. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

L. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. Financials Assets

(a). Non Current Investments

Particulars	As at March 31, 2020			As at March 31, 2019		
	Numbers	Face Value per share (In ₹)	(₹000)	Numbers	Face Value per share (In ₹)	(₹000)
Investments in Equity component of Fellow Subsidiary Company (fully paid up)						
Unquoted						
Allcheckdeals India Private Limited						
Add : Equity component of debt instruments	-	-	32,109	-	-	32,109
Less : Provision for Diminution (Refer Note 27)			(32,109)			
Investments in debentures						
All Check Deals Pvt. Limited						
'-0.0001% compulsorily convertible debentures into Compulsory Convertible Preference shares of Rs.100 each.	-	-	-			
-0.0001% compulsorily convertible debentures into Compulsory Convertible Preference shares of Rs.100 each.	353,550	100	35,355	353,550	100	35,355
Add : Interest income on present value			854			854
Less : Equity component of debt instruments			(32,109)			(32,109)
Less : Provision for Diminution (Refer Note 27)			(4,100)			
Startup Investments (Holding) Ltd						
-0.0001% compulsory convertible debentures into Compulsory Convertible Preference shares of Rs.100 each.	1,140,442	100	114,044	1,140,442	100	114,044
Investments in Units (fully paid up) (Fair Value through OCI)						
Unquoted						
Infor Edge Venture Fund	500,000	100	50,000	-	-	-
			164,044			**150,253**

(b). Cash & Cash Equivalents

Particulars	Non-current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Cash in Hand	-	-	1	1
Balances with Bank - Current account	-	-	-	77
Fixed deposit accounts with original maturity			-	3,260
(a) Fixed deposit accounts with original maturity of less than 3 months	-	-	-	-
(b) Fixed deposit accounts with original maturity of more than 3 months but less than 12 months	-	-	-	-
	-	**-**	**1**	**3,338**

(c). Loans

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Inter Corporate loan	-	-	50,000	50,000
Less: Provision for Diminution (Refer note 21)	-	-	(50,000)	(50,000)
	-	**-**	**-**	**-**

(d). Other Financial Assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
IE VENTURE FUND I	-	-	22,996	-
Interest accrued on fixed deposits	-	-	3,048	1
Balance in fixed deposit accounts with original maturity more than 12 months	-	-	86,231	-
Interest accrued on unsecured loan	-	-	256	256
Interest Accrued on Debentures				
Less: Provision for Diminution (Refer Note 21)	-	-	(256)	(256)
Amount receivable from fellow subsidiary companies towards sale of shares	-	-	-	-
	-	**-**	**112,275**	**1**

4. Other Current Assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Goods & Service Tax Authorties	-	-	462	-
Less: Transfer to other liability	-	-	(462)	-
	-	-	-	-

5. Equity Share Capital

Particulars	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Authorised capital		
50,000 nos Equity Shares of ₹10/- each (March 31, 2019 - 50,000 nos Equity Shares)	**500**	**500**
35,00,000 nos Preference Shares of ₹100/- each (March 31, 2019- 35,00,000 nos Preference Shares)	**350,000**	**350,000**
Issued, subscribed and paid-up capital		
50,000 Equity Shares of ₹10/- each, fully paid up (March 31, 2019 -50,000 Equity Shares)	500	500
	500	**500**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

Particulars	As at March 31,2020 No of Shares	As at March 31,2020 Amount (₹000)	As at March 31,2019 No of Shares	As at March 31,2019 Amount (₹000)
Equity Shares				
At the beginning of the year	50,000	500	50,000	500
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**50,000**	**500.00**	**50,000**	**500**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	As at March 31,2020		As at March 31,2019	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Info Edge (India) Ltd	48,994	97.99%	48,994	97.99%
	48,994	**97.99%**	**48,994**	**97.99%**

6. Other Equity

Particulars	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Retained Earnings		
Opening Balance	(98,435)	(44,895)
Add: Profit / (Loss) for the year	(33,866)	(53,540)
Equity Component of Debt Instruments	296,492	246,492
Equity Component of Compulsory Convertible Preference Shares of ₹ 100/-	105,000	5,000
	269,191	**153,057**

7. FINANCIAL LIABILITIES

(a). Borrowings

Particulars	Non-Current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
INFO EDGE INDIA LIMITED				
23,56,100 0.0001% compulsory convertible preference shares of ₹100/- each (Previous Year Compulsory Redeemable Preference Share)	235,610	235,610	-	-
Add : Interest expense on Present value	10,882	10,882	-	-
Less: Equity Component	(246,492)	(246,492)	-	-
10,00,000 0.0001% compulsory convertible preference shares of ₹100/- each	100,000	-	-	-
Less : Equity component of debt instruments	(100,000)			
50,000 Compulsory Convertible Preference Shares of ₹ 100/-	5,000	5,000	-	-
Less : Equity component of debt instruments	(5,000)	(5,000)	-	-
5,00,000 (0.0001% compulsory convertible debentures into compulsory convertible preference shares	50,000			
Less : Equity component of debt instruments	(50,000)			
	-	**-**	**-**	**-**

(b). Trade Payables

Particulars	Non current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Trade Payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	114	133
	-	**-**	**114**	**133**

8. Provisions

Particulars	Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Provision for employee benefits		
- Gratuity	539	-
- Leave obligations	490	-
- Accrued bonus & incentives	1,272	-
Total	2,301	-

9. Non Current Tax Assets

Particulars	Non current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Advance Tax	1,805	819	-	-
Less: Provision for tax	(1,783)	(711)	-	-
	22	**108**	**-**	**-**

10. Other Financial Liabilities

Particulars	Non current		Current	
	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)	As at March 31,2020 (₹000)	As at March 31,2019 (₹000)
Payable to Holding Company	-	-	-	-
TDS payable	-	-	1,182	10
Other				
Goods & Service tax payable			3,508	
Less : Balance with goods & service tax			(462)	
Other statutory dues			8	
	-	**-**	**4,236**	**10**

11. Revenue From Operation

Particulars	Year ended March 31,2020 (₹000)	Year ended March 31,2019 (₹000)
Management Fee	19,488	-
	19,488	**-**

12. Other Income

Particulars	Year ended March 31,2020 (₹000)	Year ended March 31,2019 (₹000)
Interest income on fixed deposits with banks	3,668	203
Net gain/(loss) on financial assets mandatorily measured at FVTPL	-	-
Interest on Financial Assets	-	457
	3,668	**660**

13. Finance Costs

Particulars	Year ended March 31,2020 (₹000)	Year ended March 31,2019 (₹000)
Bank Charges	2	-
Interest cost on financial liabilities at amortised cost	-	3,622
	2	**3,622**

14 Employee benefits expense

Particulars	Year ended March 31,2020 (₹000)	Year ended March 31,2019 (₹000)
Salaries, wages and bonus	14,654	-
Contributions to provident and other funds (Refer Note 19)	26	-
Other employee expenses	1,104	-
	15,784	-

15. Administration And Other Expenses

Particulars	Year ended March 31,2020 (₹000)	Year ended March 31,2019 (₹000)
Legal and professional charges	3,920	267
Miscellaneous expenses	8	27
Rent Expenses	27	28
	3,955	**322**

16. Auditors Remuneration

Particulars	Year ended March 31,2020 (₹000)	Year ended March 31,2019 (₹000)
Audit Fees (Excluding GST)	100	100
	100	**100**

17. Earnings Per Share

Particulars	Year ended March 31,2020 (₹)	Year ended March 31,2019 (₹)
Profit / (Loss) attributable to Equity Shareholders (Rs.)	(33,865,884)	(53,540,788)
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Basic EPS of ₹10 each	(677.32)	(1,070.82)
Diluted		
Weighted average number of CCPS outstanding during the year (Nos.)	89,814,425	758,203
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Weighted average number of shares outstanding for diluted EPS	**89,864,425**	**808,203**
Diluted EPS of ₹10 each	(0.377)	(66)

18 (1) . Related Party Disclosures for the year ended March 31, 2020

A) List of related parties

Holding Company
Info Edge (India) Limited

Fellow Subsidiary Company
Allcheckdeals India Pvt Ltd.
Startup Investments (Holding) Ltd
Canvera Digital Technologies Private Limited (Till 22nd August 2018)

B) Details of transactions with related party in the ordinary course of business:

Amount (₹000)

Nature of relationship / transaction	Holding Company	Fellow Subsidiary	Jointly controlled Company	Total
1. Issue of Preference Share Capital to Info Edge (India) Ltd.	100,000	-	-	100,000
2. Issue of Debenture to Info Edge (India) Ltd.	50,000	-	-	50,000
3. Advance from Clients	2,088	-	-	2,088
4. Rent Expense	27	-	-	27

18 (2) . Related Party Disclosures for the year ended March 31, 2019

A) List of related parties

Holding Company
Info Edge (India) Limited

Fellow Subsidiary Company
Allcheckdeals India Pvt Ltd.
Startup Investments (Holding) Ltd
Canvera Digital Technologies Private Limited

B) Details of transactions with related party in the ordinary course of business:

Amount (₹000)

Nature of relationship / transaction	Holding Company	Fellow Subsidiary	Jointly controlled Company	Total
1. Investment in Debentures of Startup Investments (Holding) Ltd.	-	114,044	-	114,044
2. Rent Expense	28	-	-	28

19. Employee Benefits

A. Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. Contributions are made to provident fund in India for employees at the rate of 12% of basic salary as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the group is limited to the amount contributed and it has no further contractual nor any constructive obligation.

During the year, the Company has recognised the following amounts towards defined contribution plan in the Statement of Profit and Loss-

Particulars	Year ended March 31, 2020	Year ended March 31, 2019
	(₹000)	(₹000)
Employers' Contribution to Provident Fund	26	-

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 14)

B. Other Long term benefits

Leave obligations

The leave obligations cover the Company's liability for earned leave.

The amount of the provision for ₹ 490 thousands (Previous year - Nil) is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment with in the next twelve months.

(₹000)

Particulars	31-Mar-20	31-Mar-19
Current leave obligations expected to be settled with in the next twelve months	225	-

Assumption used by the Actuary

Particulars	Leave Encashment / Compensated Absences	
	2019-20	2018-19
Discount Rate (per annum)	6.60%	Nil
Rate of increase in Compensation levels	10% for First 5 years,	
	& 8% thereafter	

The estimates of future salary increases considered in the actuarial valuation takes into account factors like inflation, seniority, promotions and other relevant factors.

C. Defined Benefit Plans

Contribution to Gratuity Funds – Life Insurance Corporation of India, Group Gratuity Scheme

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contribution to the recognised funds in India.

Assumption used by the Actuary

Particulars	Gratuity	
	2019-20	2018-19
Discount Rate (per annum)	6.60%	Nil
Rate of increase in Compensation levels	10% for First 5 years,	
	& 8% thereafter	

The amounts recongised the balance sheet & movements in the net defined benefit obligation over the year are as follows :

Changes in the Present Value of Obligation	2019-20	2018-19
	(₹000)	(₹000)
Present Value of Obligation at the beginning of the year	-	
Interest Cost	-	-
Current Service Cost	539	
Remeasurment due to		
-Actuarial loss/(gain) arising from change in financial assumptions		
-Actuarial loss/(gain) arising from change in demographic assumptions		
-Actuarial loss/(gain) arising on account of experience changes		
Present Value of Obligation at the end of the year	**539**	**-**

Changes in the Fair value of Plan Assets	2019-20	2018-19
	(₹000)	(₹000)
Fair Value of Plan Assets at the beginning of the year	**-**	**-**
Interest on Plan Assets		-
Remeasurement due to		
Actual Return on plan assets less interest on plan assets	-	-
Assets acquired/settled*	-	-
Fair Value of Plan Assets at the end of the year	**-**	**-**

* on account of inter group transfer

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	2019-20	2018-19
	(₹000)	(₹000)
Present Value of funded obligation at the end of the year	**539**	**-**
Fair Value of Plan Assets as at the end of the year	-	-
Amount not recognised due to asset limit	-	-
Net defined benefit liability / (asset)	**539**	**-**
Current	-	-
Non-Current	539	-

Expense recognised in the Statement of Profit and Loss	**2019-20**	**2018-19**
	(₹000)	**(₹000)**
Current Service Cost	539	-
Past Service Cost	Nil	-
Interest Cost	0.00	-
(Gains)/Loss on Settlement	Nil	-
Total	**539**	**-**

D. Sensitivity analysis

The sensitivity of the defined benefit obligation to changes in the weighted principal assumption is:

				Impact on defined benefit obligation				
	Change in assumption			Increase in assumption			Decrease in assumption	
	31-Mar-20	31-Mar-19		31-Mar-20	31-Mar-19		31-Mar-20	31-Mar-19
Discount Rate	0.50%		Decrease by	5.30%		Increase by	-5.00%	
Salary growth rate	0.50%		Increase by	4.80%		Decrease by	-4.90%	

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined obligation calculated with the projected unit credit method at the end of reporting year) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

The methods and types of assumptions used un preparing the sensitivity analysis did not change compared to the prior year.

(E) Major Category of Plan Asset as a % of total Plan Assets

Category of Assets (% Allocation)	**As at March 31, 2020**	**As at March 31, 2019**	**As at March 31, 2020**	**As at March 31, 2019**
	%	**%**	**(` '000)**	**(` '000)**
Insurer managed funds	100%	100%	-	-
Total	**100%**	**100%**	**-**	**-**

(F) Risk exposure

Through its defined benefit plans, the group is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility

The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets underperform this yield, this will create a deficit. The gratuity fund is administered through Life Insurance Corporation of India (insurer) under its group gratuity scheme. Accordingly almost the entire plan asset investments is maintained by the insurer. These are subject to interest rate risk which is managed by the insurer.

Changes in bond yields

A decrease in bond yields will increase plan liabilities, although this will be partially offset by an increase in the value of the plans' assets maintained by the insurer.

The gratuity fund is administered through Life Insurance Corporation(LIC) of India under its Group Gratuity Scheme.

(G) Defined benefit liability and employer contribution

The Company generally eliminates the deficit in the defined benefit gratuity plan with in next one year. Expected contribution to the post employment benefit plan (Gratuity) for the year ending March 31, 2020 is Nil. The weighted average duration of the defined benefit obligation is 11 years. The expected maturity analysis of undiscounted post employment benefit plan (gratuity) is as follows :

Particulars	**Less than a year**	**Between 1-2 years**	**Between 2-5 years**	**Over 5 years**	**Total (₹000)**
31-Mar-20					
Defined benefit obligation (gratuity)	-	-	54.84	1,098.13	1,154.64

20. During the previous year ended March 31, 2019 the Company had invested in 11,40,442 nos debentures of face value of ₹100 per debenture in Startup Investment (Holdings) Ltd. amounting to ₹114,044 thousands. During the previous year ended March 31,2018 the Company had invested in 100,000 nos debentures of face value of ₹100 per debenture in AllCheckDeals India Pvt Ltd amounting to ₹10,000 thousands.

21. During the previous year ended 31st March 2019, the Company had created provision for diminution in the value of inter corporate loans (including interest accured) given to Canvera Digital Technologies Private Limited amounting to ₹50,256,439.

22. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company does not have any operations during the financial year.

23. During the previous year ended March 31st, 2019, the Company had changed the nature of securities from cumulative redeemable preference shares into compulsorily convertible preference shares w.e.f. March 27, 2019. All other terms and conditions remain same.

24. During the year ended 31st March 2020, the Company had issued 10,00,000 compulsory convertible preference shares of ₹100/- each

25. During the year ended 31st March 2020, the Company had issued 5,00,000 compulsory convertible Debenrures shares of ₹100/- each

26. During the year ended 31st March 2020, the Company has invested in 5,00,000 units of ₹100/- each of IE Venture Fund.

27. During the previous year ended 31st March 2020, the Company had created provision for diminution in the value of investments in AllCheckDeals India Pvt Ltd amounting to Rs 36,209,330

28. During the year Company has been appointed as Investment manager of an Alternative Investment Fund named Info Edge Venture Fund ("IEVF),set up by its Holding Company Info Edge (India) Limited , a trust Registered with Stock Exchange Board Of India ("SEBI") as Category II AIF, under the SEBI Alternative Investment Funds Regulations 2012.

Subsequent to quarter ended December 31, 2019, Company has entered into a contribution agreement with IEVF trustees namely M/s Beacon Trusteeship Ltd, a Third Party Independent SEBI registered Debenture Trustee and has invested ₹5 crores in IEVF.

29. Income Tax Expenses

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items.

a) Income Tax expense

Particulars	Year ended March 31, 2020 (₹000)	Year ended March 31, 2019 (₹000)
Current tax on profit for the year	1,072	-
Total	**1,072**	**-**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	Year ended March 31, 2020 (₹000)	Year ended March 31, 2019 (₹000)
Profit/ (Loss) before tax	(32,794)	(3,284)
Tax @ 25.17% (Previous Year 26%)	**(8,254)**	**-**
Tax adjustment effect of amounts which are not deductible (taxable) in calculating taxable income:		
-Provision for bonus	32	
-Provision for Leave Encashment	123	
-Exceptional items	9,113	
-Others	58	-
Total	**1,072**	**-**

30. FAIR VALUE MEASUREMENTS

a) Financial instruments by category (₹000)

	Year Ended March 31, 2020		Year Ended March 31, 2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash equivalents		1		3,338
Loans/Receivable		-		-
Other financial assets		112,275		1
Total Financial Assets	**-**	**112,276**	**-**	**3,339**
Financial Liabilities				
Borrowings		-		-
Trade payables		114		133
Other financial liabilities		4,236		10
Total Financial Liabilities	**-**	**4,350**	**-**	**143**

The following explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value through profit or loss.To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table:

b) Fair value hierarchy for assets and liabilities

Financial assets measured at fair value at March 31, 2020

	Level 1	Level 2	Level 3	Total
Financial Assets				
- Preference Shares	-	-	-	-

Financial assets measured at fair value at March 31, 2019

	Level 1	Level 2	Level 3	Total
Financial Assets				
- Preference Shares			-	-

c) Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

d) Financial assets and liabilities measured at amortised cost

The carrying amounts of loans, trade payables and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting year.

31 : FINANCIAL RISK AND CAPITAL MANAGEMENT

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors.

a) Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation. The Company is primarily engaged in investments in technology companies; and borrows short term and long term funds from holding & group companies to meet the fund requirements.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The following are the remaining contractual maturities of financial liabilities at the reporting date. payments and exclude the impact of netting agreements.

	Contractual cash flows (₹000)				
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 yrs**
Non-derivative financial liabilities					
Trade payables	114	114	-	-	-
Borrowings	-	-	-	-	-

	Contractual cash flows (₹000)				
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 yrs**
Non-derivative financial liabilities					
Trade and other payables	133	133	-	-	-
Borrowings	-	-	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

(c) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

₹000

	31 March 2020	31 March 2019
Fixed-rate instruments		
Financial assets	86,231	3,260
Financial liabilities	-	-
Total	**86,231**	**3,260**

B) Capital management

a) Risk management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, and borrowings

b) Dividend

The Company did not pay any dividend during the year

32. Revenue from Contracts with Customers

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contracts with Customers. This establishes Standard sets out a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, 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 new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company from 1 April 2018 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognized at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method). Since there is no Revenue accrued during the Current Year as well as Previous Year, there is no impact of Ind AS 115 on the Financial statement during the year.

33. "The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

34. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
ICAI Firm Registration Number: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

Murlee Manohar Jain
(Director)
DIN:05101562

Place: Noida
Date: June 8, 2020

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 21st Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company owns & holds the domain names & related trademarks of the Company.

During the year under review, it had net revenue of ₹100 thousand, as similar to ₹100 thousand revenue during the previous financial year. The company made a profit of ₹13 thousand in FY 2020 as against ₹22 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

DIVIDEND

The Company intends to preserve profit earned during the year and use the amount for operations of the Company. In view of the above, your Directors do not propose any dividend for distribution.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 18th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2021-22 .

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualification, reservation or adverse remark or disclaimers made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no change in the Directors and Key Managerial Personnel during the period under review. Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi and Mr. Chintan Thakkar are the Directors of the Company as on the date of this report.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Chintan Thakkar, Director (DIN: 00678173), retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 4 (Four) times during the year on May 24, 2019, August 05, 2019, November 11, 2019 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Board Meetings held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	4	4
Mr. Chintan Thakkar	Director	4	4
Mr. Hitesh Oberoi	Director	4	4

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not give or make any loans, guarantee or investment during the year.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 14 of notes to Financial Statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://infoedge.in/pdfs/Jeevansathi-Internet-Services-Limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Hitesh Oberoi	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 01189953	DIN: 00678173

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangement or transactions at arm's length basis:**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangement or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note no. 14 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72900DL1999PTC102749

ii. Registration Date:- December 9, 1999

iii. Name of the Company:- Jeevansathi Internet Services Pvt. Ltd.

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-

GF-12A, 94,

Meghdoot Building, Nehru Place,

New Delhi - 110019

Tel. No. +91 120-3082000, Fax: 0120-3082095

Email: jisl@Infoedge.com

Website: -N.A.

vi. Whether listed company:- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:- N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	IT Services	63121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
Promoter Shareholding- Bodies Corporate	-	10,000* (equity shares)	10,000 (equity shares)	100	-	10,000* (equity shares)	10,000 (equity shares)	100	Nil
Grand Total	-	**10,000* (equity shares)**	**10,000 (equity shares)**	**100**	**-**	**10,000* (equity shares)**	**10,000 (equity shares)**	**100**	**Nil**

* 100 (one hundred) Shares each of the Company are held by Mr. Sanjeev Bikhchandani & Ms. Surabhi Bikhchandani as a nominee of Info Edge (India) Ltd.

ii. **Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	10,000 (equity shares)	100	0.00	10,000 (equity shares)	100	0.00	Nil

iii. **Change in Promoter's Shareholding : No Change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

v. **Shareholding of Directors and Key Managerial Personnel**

S. No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Sanjeev Bikhchandani	100 Equity shares (as nominee of Info Edge India Ltd.)	1	-	-	-	100 Equity shares (as nominee of Info Edge India Ltd.)	1

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment: Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO.LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED of even date)

i. The Company does not have any Fixed Assets. Accordingly, reporting under clause 3 (i) of the Order is not applicable to the Company.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under

viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration . Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO.LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenanc e of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 08.06.2020
Place: New Delhi

For **SHARMA GOEL & CO.LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note	As at March 31,2020	As at March 31,2019
		Amount (₹ '000)	Amount (₹ '000)
Assets			
Non-current assets			
Other financial assets	4 (b)	142	-
Non-current tax assets (net)	3	12	31
Current Assets			
Financial assets			
(i) Cash and cash equivalents	4 (a)	219	167
(ii) Other financial assets	4 (b)	5	138
Total Assets		**378**	**336**
Equity & Liabilities			
Equity			
Equity share capital	5	100	100
Other equity	6	224	211
Liabilities			
Current liabilities			
Financial liabilities			
Trade payables	7		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	7	48	25
Other current liabilities	8	6	-
Total Equity And Liabilities		**378**	**336**

The accompanying notes 1 to 21 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Jeevansathi Internet Services Private Limited
CIN:U72900DL1999PTC102749

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN No:-00678173

Place: Noida
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Place: Noida
Date: June 8, 2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2020

Particulars	Note No.	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
Income			
Revenue from operations	9	100	100
Other income	10	10	66
I Total Income		**110**	**166**
Expenditure			
Administration and other expenses	11	93	136
II Total Expense		**93**	**136**
III. Profit before tax (I-II)		**17**	**30**
IV. Tax expense	17	4	8
V. Profit for the year (III-IV)		**13**	**22**
Earning per equity share:			
(1) Basic	13	1.25	2.20
(2) Diluted	13	1.25	2.20

The accompanying notes 1 to 21 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Jeevansathi Internet Services Private Limited
CIN:U72900DL1999PTC102749

Chintan Thakkar
(Director)
DIN No:-00678173

Place: Noida
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Place: Noida
Date: June 8, 2020

CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2020

S.No.	Particulars	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
A.	**Cash flow from operating activities:**		
	Profit before tax	**17**	**30**
	Adjustments for:		
	Interest on fixed deposits	(10)	(12)
	Provision no longer required written back	-	(54)
	Operating profit before working capital changes	**7**	**(36)**
	Adjustments for changes in working capital :		
	- INCREASE/(DECREASE) in Trade payables	23	(1)
	- INCREASE/(DECREASE) in Other current liabilities	6	(2)
	- (INCREASE)/DECREASE in Other financial assets	(9)	-
	Cash generated from/(used in) operating activities	**27**	**(39)**
	- Taxes Paid (Net of TDS)	15	(23)
	Net cash outflow from operating activities	**42**	**(62)**
B.	**Cash flow from Investing activities:**		
	Interest Received	10	12
	(Investment)/ Redemption in Fixed Deposit	-	52
	Net cash inflow from investing activities	**10**	**64**
C.	**Cash flow from financing activities:**		
	Net cash inflow / outflow from financing activities	**-**	**-**
	Net increase/decrease in cash & cash equivalents	**52**	**2**
	Opening balance of cash and cash equivalents	**167**	**165**
	Closing balance of cash and cash equivalents	**219**	**167**
	Cash and cash equivalents comprise		
	Cash in hand	2	2
	Balance with scheduled banks		
	-in current accounts	217	165
	Total	**219**	**167**

Notes :

1. The above Cash Flow Statement has been prepared under the Indirect method as set out in IND AS - 7 on Statement of Cash Flows notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015, as amended.
2. Figures in brackets indicate cash outflow.

The accompanying notes 1 to 21 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Jeevansathi Internet Services Private Limited
CIN:U72900DL1999PTC102749

Amar Mittal
Partner
Membership No.- 017755

Chintan Thakkar
(Director)
DIN No:-00678173

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Place: New Delhi
Date: June 8, 2020

Place: Noida
Date: June 8, 2020

Place: Noida
Date: June 8, 2020

STATEMENTS OF CHANGES IN EQUITY

a. Equity share capital

Particulars	**Amount (Rs. '000)**
As at March 31, 2018	**100**
Changes in equity share capital	-
As at March 31, 2019	**100**
Changes in equity share capital	-
As at March 31, 2020	**100**

b. Other equity

	Retained Earnings	**Total (Rs. '000)**
Balance as at April 01, 2018	189	189
Profit/(loss) for the year	22	22
Balance as at March 31, 2019	**211**	**211**

	Retained Earnings	**Total (Rs. '000)**
Balance as at March 31, 2019	**211**	**211**
Profit/(loss) for the year	13	13
Balance as at March 31, 2020	**224**	**224**

The accompanying notes 1 to 21 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of the Board of Directors
Jeevansathi Internet Services Private Limited
CIN:U72900DL1999PTC102749

Chintan Thakkar
(Director)
DIN No:-00678173

Place: Noida
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Place: Noida
Date: June 8, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Jeevansathi Internet Services Private Limited (the company) is a private limited company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The company is a wholly owned subsidiary of Info Edge (India) Ltd.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. Basis of Preparation of Financial Statements

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

For all the periods upto and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with accounting standards notified under Companies (Accounting Standard) Rules 2006 (as amended) and other relevant provisions of the Act.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements of company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is Jeevansathi Internet Services Private Limited's functional and presentation currency.

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of profit and loss

C. Revenue Recognition

Revenue is measured at the fair value of consideration received or receivable, net of goods and service tax. Revenue is recognised when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity.

D. Other Income

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding at the rate applicable and where no significant uncertainty as to measurability or collectability exists.

E. Taxes on Income

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will be available against which such temporary differences can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

F. Provisions

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

G. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

H. Earnings Per Share (EPS)

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

I. Critical estimates and judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

J. Investments and other financial assets

***(i)* Classification**

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

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

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

***(ii)* Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

The Company subsequently measures all equity investments in scope of Ind AS 109 at fair value, other than investments in equity investments in subsidiaries, associates and jointly controlled entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 *Financial Instruments*, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

iv) Derecognition of financial assets

A financial asset is derecognized only when the Company has transferred the rights to receive cash flows from the financial asset

K. Rounding of Amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. NON-CURRENT TAX ASSETS (NET)

Particulars (Unsecured, considered good unless otherwise stated)	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 Amount (Rs.'000)
Advance tax	243	258
Less: Provision for tax	(231)	(227)
	12	**31**

4. FINANCIAL ASSETS

(a) CASH & BANK BALANCES

Particulars	Non-Current		Current	
	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 Amount (Rs.'000)	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 Amount (Rs.'000)
Cash & cash equivalents				
Cash on hand	-	-	2	2
Bank balance - current account	-	-	217	165
	-	**-**	**219**	**167**

(b) OTHER FINANCIAL ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	Non-Current		Current	
	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 Amount (Rs.'000)	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 Amount (Rs.'000)
Interest accrued on fixed deposits	-	-	5	1
Balance in fixed deposit accounts with original maturity more than 12 months	142	-	-	137
Amount receivable from holding company	-	-	-	-
	142	**-**	**5**	**138**

5. SHARE CAPITAL

Particulars	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 Amount (Rs.'000)
AUTHORISED CAPITAL		
10,000 Equity Shares of ₹ 10/- each (Previous Year - 10,000 Equity Shares of Rs 10/- each)	100	100
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
10,000 Equity Shares of Rs 10/- each, fully paid up (Previous Year - 10,000 Equity Shares of Rs 10/- each)	100	100
	100	**100**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 Amount (Rs.'000)	As at March 31, 2019 No of Shares	As at March 31, 2019 Amount (Rs.'000)
Equity Shares				
At the beginning of the year	10,000	100	10,000	100
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**10,000**	**100**	**10,000**	**100**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the Company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of Rs 10 each fully paid				
Info Edge (India) Ltd (excluding Two hundred shares held by Nominee shareholders)	9,800	98.00	9,800	98.00
	9,800	**98.00**	**9,800**	**98.00**

6. OTHER EQUITY

Particulars	As at March 31, 2020 Amount (₹ '000)		As at March 31, 2019 Amount (₹ '000)	
Surplus in Statement of Profit and Loss				
Opening Balance	211		189	
Add:Profit for the year	13	224	22	211
Total		**224**		**211**

7. FINANCIAL LIABILITIES

TRADE PAYABLES

Particulars	Non-Current		Current	
	As at March 31, 2020 Amount (₹ '000)	As at March 31, 2019 Amount (₹ '000)	As at March 31, 2020 Amount (₹ '000)	As at March 31, 2019 Amount (₹ '000)
Trade Payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	48	25
Total	**-**	**-**	**48**	**25**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2020.

8. OTHER CURRENT LIABILITIES

Particulars	Non-Current		Current	
	As at March 31, 2020 Amount (₹ '000)	As at March 31, 2019 Amount (₹ '000)	As at March 31, 2020 Amount (₹ '000)	As at March 31, 2019 Amount (₹ '000)
TDS payable	-	-	6	-
- Other statutory dues	-	-	-	-
Total	**-**	**-**	**6**	**-**

9. REVENUE FROM OPERATIONS

Particulars	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
License Fee	100	100
Total	**100**	**100**

10. OTHER INCOME

Particulars	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
Interest received/receivable on non current fixed deposit with banks	10	12
Provision no longer required written back	-	54
Total	**10**	**66**

11. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
Rent	28	28
Legal and professional charges	60	106
Collection & bank related charges	2	1
Miscellaneous expenses	1	1
Office Repair and Maintenance	2	-
Total	**93**	**136**

12. AUDIT REMUNERATION

Particulars	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
Audit Fees (Excluding GST)	19	19
Total	**19**	**19**

13. EARNING PER SHARE

Particulars	Year Ended March 31, 2020 Amount (₹ '000)	Year Ended March 31, 2019 Amount (₹ '000)
Profit / (Loss) attributable to Equity Shareholders (Rs.)	13	22
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Basic & Diluted Earnings Per Equity Share of ₹ 10 each (Rs.)	1.25	2.20

14(1). Related Party Disclosures for the year ended March 31, 2020

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Ind AS - 24 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31,2020:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Chintan Thakkar

B) Details of transactions with related party in the ordinary course of business: **Amount (Rs. '000)**

Nature of relationship / transaction	Holding Company	Total
1. License Fees (Income)	100	100
2. Rent Expense	28	28

14(2). Related Party Disclosures for the year March 31, 2019

A) Names of related parties with whom transactions were carried out and description of relationship as identified and certified by the Company as per the requirements of Ind AS - 24 specified in Companies (Accounting Standard) Rules, 2006 and where control exists for the year ended March 31, 2019:

Holding Company
Info Edge (India) Limited

Key Management Personnel (KMP) & Relatives
Mr Sanjeev Bikhchandani
Mr Hitesh Oberoi
Mr Chintan Thakkar

B) Details of transactions with related party in the ordinary course of business: **Amount (Rs. '000)**

Nature of relationship / transaction	Holding Company	Total
1. License Fees (Income)	100	100
2. Rent Expense	28	28

15. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

16. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 are not applicable on the company since there was no employee employed by the company during the year.

17. Income Tax Expenses

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates in relation to the Company's tax position.

a) Income Tax expense

Particulars	As at March 31, 2020 Amount (₹ '000)	As at March 31, 2019 Amount (₹ '000)
Current Tax		
Current tax on profit for the year	4	8
Total current tax expenses	**4**	**8**
Total	**4**	**8**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	As at March 31, 2020 Amount (₹ '000)	As at March 31, 2019 Amount (₹ '000)
Profit before tax	17	30
Tax @ 25.17% (Previous year 26%)	**4**	**8**
Total	**4**	**8**

18. Fair value measurements

a) Financial instruments by category **Amount (₹ '000)**

	March 31, 2020		March 31, 2019	
	Fair value through profit or loss	**Amortised cost**	**Fair value through profit or loss**	**Amortised cost**
Financial Assets				
Cash and cash Equivalents	-	219	-	167
Other financial assets	-	147	-	138
Total Financial Assets	**-**	**366**	**-**	**305**
Financial Liabilities				
Trade payables	-	48	-	25
Total Financial Liabilities	**-**	**48**	**-**	**25**

The carrying amounts of cash and cash equivalents, other bank balances, other financial assets, borrowings, trade payables and other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

The fair values of non-current borrowings are based on discounted cash flows using a current borrowing rate. They are classified as level 3 fair values in the fair value hierarchy due to the use of unobservable inputs, including own credit risk.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting year.

19. Financial risk and Capital management

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

(a) Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

Financial assets

(b) Liquidity risk

(i) Cash and cash equivalents

The Comapny's treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows.In addition, the Company projects cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The amount disclosed in the below table represent the contractual cash flows.

Amount (₹ '000)

March 31, 2020	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	48	48	-	-	-
Borrowings	-	-	-	-	-

Amount (₹ '000)

March 31, 2019	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	25	25	-	-	-
Borrowings	-	-	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not signficant

(C) Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's borrowings and deposits/loans are all at fixed rate and are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

The exposure of the Company's financials assets/liabilities at the end of the reporting year are as follows:

Amount (₹ '000)

Particulars	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets	142	137
Financial liabilities	-	-
Total	**142**	**137**

Financial assets

The Company did not pay any dividend during the year

20. "The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

21. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For and on behalf of Sharma Goel & Co. LLP
FRN: 000643N/N500012
Chartered Accountants

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of the Board of Directors
Jeevansathi Internet Services Private Limited
CIN:U72900DL1999PTC102749

Chintan Thakkar
(Director)
DIN : 00678173

Place: Noida
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Place: Noida
Date: June 8, 2020

STARTUP INTERNET SERVICES LIMITED

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 5th Annual Report and Audited Financial Statements of the Company for the financial year ended March 31, 2020.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company made a profit of ₹1,231 thousand in FY 2020 as compared to a profit of ₹15 thousand in FY 2019.

SHARE CAPITAL

There has been no change in the Capital Structure of the Company during the year under review.

However, during the year under review, the Company has issued 1,35,00,000 - 0.0001% Compulsory Convertible Debentures (CCDs) of ₹100/- each, out of which 35,00,000 CCDs aggregating to ₹35,00,00,000 were allotted to Info Edge (India) Ltd., holding company of the Company.

DIVIDEND

The Company intends to preserve profit earned during the year and use the amount for operations of the Company. In view of the above, your Directors do not propose any dividend for distribution.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has not transferred any amount to general reserve.

CHANGES IN NATURE OF BUSINESS

There has been no change in the business of the Company during the year under review.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes affecting the financial position of the Company which have occurred between the end of the financial year of the Company and the date of the Report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/ TRIBUNALS

During the year under review, no significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate systems of Internal Control commensurate with size, scale and complexity of its operations.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report.

Info Edge Venture Fund I

The Company has acquired 15,00,000 Class A Units, having face value of ₹ 100/- each of Info Edge Venture Fund I, a scheme of Info Edge Venture Fund ("IEVF"), a trust Registered with SEBI as Category II AIF, under the SEBI (Alternative Investment Funds Regulations) 2012, for consideration of an amount not exceeding ₹150 million.

FIXED DEPOSITS

During the year under review, your Company has not invited or accepted any Deposits from the public/members pursuant to the provisions of Sections 73 and 76 of the Companies Act, 2013 read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN- 000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 2nd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2017-18 to 2020-21.

The Auditor has confirmed that they are not disqualified under any provisions of Section 141(3) of Companies Act, 2013 and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY STATUTORY AUDITORS

There was no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in their report and the said Auditor's Report & notes to accounts are self- explanatory.

No frauds have been reported under Section 143(12) of the Companies Act, 2013 by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Murlee Manohar Jain was appointed as an Additional Director of the Company w.e.f. January 3, 2020 and his appointment will be regularised by the members of the Company in the ensuing Annual General Meeting of the Company. Also, Mr. Vibhore Sharma has resigned from the office of Directorship w.e.f. the end of the day of December 31, 2019.

As on the date of this report, Mr. Sanjeev Bikhchandani, Mr. Murlee Manohar Jain and Mr. Chintan Thakkar are the Directors of the Company.

As per Companies Act, 2013, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to Companies Act, 2013, Mr. Sanjeev Bikhchandani (DIN: 00065640) is liable to retire by rotation and, being eligible, offers himself for reappointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 7 (Seven) times during the year on May 24, 2019, August 5, 2019, November 11, 2019, January 3, 2020, January 14, 2020, January 30, 2020 and February 11, 2020. The maximum time gap between any two meetings was not more than 120 days. The details of Directors' attendance for Board meetings are given in as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2019-20

Name of the Director	Position	No. of Board Meetings held during the year	No. of Meetings Attended during the year
Mr. Sanjeev Bikhchandani	Director	7	7
Mr. Chintan Thakkar	Director	7	7
Mr. Vibhore Sharma*	Director	7	3
Mr. Murlee Manohar Jain**	Director	7	3

** Mr. Vibhore Sharma resigned from the office of Directorship w.e.f end of the day of December 31, 2019 and total number of 3 Board Meetings were held during his tenure of directorship in FY 2019-20.*

*** Mr. Murlee Manohar Jain joined the Board of Company as an Additional Director w.e.f. January 3, 2020 and total number of 3 Board Meetings were held during his tenure of directorship in FY 2019-20.*

RISK MANAGEMENT

The Company takes sufficient steps to ensure that the risks to the Company are clearly identified and necessary course correction is also done to minimize such risks.

PARTICULARS OF THE EMPLOYEES

The Company had no employee covered under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any Loans and guarantee during the year under review. The details of the investment made by the Company is given in Note no. 4 to the financial statements.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company did not enter into any material transaction with related parties. However, disclosure in prescribed form AOC-2 is annexed herewith as Annexure A to this report.

Details of all other related party transactions are present under Note No. 23 of notes to financial statements.

COST AUDITORS

The provisions of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable on the Company.

EXTRACT OF ANNUAL RETURN/WEB LINK OF ANNUAL RETURN

Extract of Annual Return pursuant to the provisions of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure B and is attached to this Report.

The Company does not have any website, however the Annual Return filed for FY 2019 is available at the website of the holding company at http://infoedge.in/pdfs/Startup-Internet-Services-Limited-2019.pdf.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As the Company is not engaged in manufacturing activity, this section is not applicable on the Company. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135 (1) of the Companies Act, 2013 and hence it is not required to formulate policy on CSR.

INTERNAL COMMITTEE

There exists a group level Internal Committee constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 by Info Edge (India) Limited, holding company of the Company.

SECRETARIAL STANDARDS

The Board of Directors confirms that the Company is complying with the provisions of Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

a) in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit and loss of the Company for that period;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Company conveys its special gratitude to all stakeholders for their cooperation.

For and on behalf of Board of Directors

	Sanjeev Bikhchandani	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 00065640	DIN: 00678173

Annexure A

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto:

1. **Details of contracts or arrangements or transactions not at arm's length basis:**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

2. **Details of material contracts or arrangements or transactions at arm's length basis**

(a)	Name of the related party and nature of relationship	Not Applicable
(b)	Nature of contracts/arrangements/transactions	
(c)	Duration of the contracts/arrangements/transactions	
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any.	
(e)	Justification for entering into such contracts or arrangements or transactions	
(f)	Date(s) of approval by the Board	
(g)	Amount paid as advances, if any	
(h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188.	

Details of all other related party transactions i.e. transactions of the Company with its Promoters, the Directors or the management, their relatives are present under Note No. 23 to Annual Accounts of the Annual Report.

For and on behalf of Board of Directors

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Chintan Thakkar
(Director)
DIN: 00678173

Place: Noida
Date: June 8, 2020

ANNEXURE-B

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2020

[Pursuant to section 92(3) *of the Companies Act, 2013* and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN :- U72200DL2015PLC285985

ii. Registration Date:- October 5, 2015

iii. Name of the Company :- Startup Internet Services Limited

iv. Category / Sub-Category of the Company:- Company Limited by Shares

v. Address of the Registered office and contact details:-
Ground Floor, 12A,
94, Meghdoot Building, Nehru Place,
New Delhi - 110019
Tel. No. +91 120-3082000, Fax No. 0120-3082095
Email: sisl@infoedge.com
Website: -N.A.

vi. Whether listed company :- No

vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: - N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the product/ service	% to total turnover of the company
1.	To Carry on the business of providing all kind and types of internet, computer, electronic and related services.	63112	-

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Info Edge (India) Ltd.	L74899DL1995PLC068021	Holding	100	2(46)

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK – UP AS PERCENTAGE OF TOTAL EQUITY)

i. **Category- wise Shareholding**

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	%of total shares	
Promoter Shareholding- Bodies Corporate	-	50,000* (Equity Shares)	50,000 (Equity Shares)	100	49,994 (Equity Shares)	6* (Equity Shares)	50,000 (Equity Shares)	100	-
	-	80,000 (Compulsory Convertible Preference Shares)	80,000 (Compulsory Convertible Preference Shares)	100	80,000 (Compulsory Convertible Preference Shares)	-	80,000 (Compulsory Convertible Preference Shares)	100	-
Grand Total	**-**	**50,000* (Equity Shares)**	**50,000 (Equity Shares)**	**100**	**49,994 (Equity Shares)**	**6* (Equity Shares)**	**50,000 (Equity Shares)**	**100**	**-**
	-	**80,000 (Compulsory Convertible Preference Shares)**	**80,000 (Compulsory Convertible Preference Shares)**	**100**	**80,000 (Compulsory Convertible Preference Shares)**	**-**	**80,000 (Compulsory Convertible Preference Shares)**	**100**	**-**

*6 (six) shares were held by six individuals as nominee of Info Edge (India) Ltd.

ii. **Shareholding of Promoters**

S. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged/ encumbered to total shares	
1.	Info Edge (India) Ltd.	50,000 (Equity Shares)	100	0.00	50,000 (Equity Shares)	100	0.00	NIL
		80,000 (Compulsory Convertible Preference Shares)	100	0.00	80,000 (Compulsory Convertible Preference Shares)	100	0.00	NIL

iii. **Change in Promoter's Shareholding : No Change**

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): Nil**

v. **Shareholding of Directors and Key managerial Personnel**

S.No.	Shareholders Name	Shareholding at the beginning of the year		Date of Change	Reason of Change	Increase/ Decrease in Shareholding (No. of Shares)	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company				No. of Shares	%of total shares of the Company
1.	Chintan Thakkar	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00
2.	Murlee Manohar Jain	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00	-	-	-	1 (one) Equity Share (as nominee of Info Edge (India) Ltd.)	0.00

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment: **in ₹**

	Secured Loans excluding deposits	Unsecured Loans	Deposits/ Debentures	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year		-		
Addition	-	-	**35,00,00,000***	**35,00,00,000**
Reduction	-	-	-	-
Net Change	-	-	**35,00,00,000**	**35,00,00,000**
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	**35,00,00,000**	**35,00,00,000**
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	**35,00,00,000**	**35,00,00,000**

*Note: *During the year under review, the Company allotted 35,00,000-0.0001% Compulsory Convertible Debentures of ₹ 100 each to Info Edge (India) Ltd.*

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES

During the year there were no Penalties/Punishments/Compounding of Offences levied/ordered against the Company or any of its Directors/Officers.

For and on behalf of Board of Directors

	Sanjeev Bikhchandani	Chintan Thakkar
Place: Noida	(Director)	(Director)
Date: June 8, 2020	DIN: 00065640	DIN: 00678173

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF STARTUP INTERNET SERVICES LIMITED

Report on the Audit of the Standalone Financial Statements Opinion

We have audited the accompanying standalone financial statements of STARTUP INTERNET SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

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

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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

As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
   e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
      ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Date: 09.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of STARTUP INTERNET SERVICES LIMITED of even date)

i. In respect of the Company's fixed assets:

  (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

  (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

  (c) According to the information and explanations given to us and based on the examination , the company does not have any immovable property.

ii. The Company does not have any inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.

iii. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, clause 3(iii) of the order is not applicable.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable

vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.

vii. a) According to information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income tax, sales Tax, value added tax, duty of customs, service tax, cess and any other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities, to the extent applicable.

  According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2020 for a period of more than six months from the date they became payable, wherever applicable.

  b) According to the information and explanations given to us, the Company has no dues outstanding which are disputed as on 31st March 2020 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. The Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.

x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has not paid/provided managerial remuneration. Hence reporting under clause 3 (xi) of the Order is not applicable to the Company.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.

xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

Date: 09.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of STARTUP INTERNET SERVICES LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **STARTUP INTERNET SERVICES LIMITED** ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidanc e Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Date: 09.06.2020
Place: New Delhi

For **SHARMA GOEL & CO. LLP**
Chartered Accountants
FRN – 000643N / N500012

AMAR NATH MITTAL
Partner
Membership No.017755
UDIN:20017755AAAAEY1669

BALANCE SHEET AS AT MARCH 31, 2020

Particulars	Note No.	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
ASSETS			
Non-current assets			
Property, plant and equipment	3	-	16
Investment	4	150,000	-
Non-current tax assets (net)	5	-	13
Other Financial Asset	6 (b)	200,846	-
Current Assets			
Financial assets			
(i) Cash and cash equivalents	6 (a)	76	1,430
(ii) Other financial assets	6 (b)	1,860	6
Total Assets		**352,782**	**1,465**
EQUITY & LIABILITIES			
EQUITY			
Equity Share capital	7	500	500
Other equity	8	352,082	851
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	9	-	-
Current Liabilities			
Financial liabilities			
(i) Trade payables	10		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		112	112
Deferred tax liabilities (net)	11	2	2
Current tax liabilities (net)	12	76	-
Other current liabilities	13	10	-
Total Liabilites		**352,782**	**1,465**

The accompanying notes 1 to 29 are integral part of the Financial Statements

As per our report of even date attached

For Sharma Goel & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 000643N/N500012

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Startup Internet Services Limited
CIN: U72200DL2015PLC285985

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

STATEMENT OF PROFIT AND LOSS FOR YEAR ENDED MARCH 31, 2020

Particulars	Note No	Year Ended March 31, 2020 (₹ 000)	Year Ended March 31, 2019 (₹ 000)
Other Income	14	2,138	308
Total Revenue		**2,138**	**308**
Expenditure			
Administration and other expenses	15	259	280
Depreciation and amortisation expense	3	5	7
Total Expenses		**264**	**287**
Profit / (Loss) before tax		**1,874**	**21**
(1) Current tax expense	24	643	4
(2) Deferred tax		-	2
Profit / (Loss) for the year		**1,231**	**15**
Earning per equity share:			
(1) Basic	16	24.62	0.30
(2) Diluted	16	0.18	0.26

The accompanying notes 1 to 29 are integral part of the Financial Statements

As per our report of even date attached
For Sharma Goel & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 000643N/N500012

For and on behalf of Board of Directors
Startup Internet Services Limited
CIN: U72200DL2015PLC285985

Amar Mittal
Partner
Membership No.- 017755
Place: New Delhi
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN No:-00065640
Place: Noida
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173
Place: Noida
Date: June 8, 2020

CASH FLOW STATEMENT FOR YEAR ENDED MARCH 31, 2020

	Particulars	Year ended March 31, 2020 (₹ 000)	Year ended March 31, 2019 (₹ 000)
A.	**Cash flow from operating activities:**		
	Profit / (Loss) before tax	**1,874**	**21**
	Adjustments for:		
	Interest received on Fixed Deposits	(2,138)	(92)
	Depreciation	5	7
	Miscellaneous Income (Provision Written Back)	-	(216)
	Loss on Sale of Fixed Assets	11	-
	Operating profit / (loss) before working capital changes	**(248)**	**(280)**
	Adjustments for changes in working capital :		
	(Increase)/Decrease In Other Financial Assets	(202,700)	-
	Increase/(Decrease) In Trade Payables	-	(77)
	Increase/(Decrease) In Other Current Liabilities	10	(8)
	Decrease/(Increase) In Other Current Asset	-	76
	Cash generated from / (used in) operating activities	**(202,938)**	**(289)**
	- Taxes (Paid) / Received (Net of TDS)	(554)	(9)
	Cash generated from / (used in) operating activities	**(203,492)**	**(298)**
B.	**Cash flow from Investing activities:**		
	Interest received on Fixed Deposits	2,138	92
	Investment in Units	(150,000)	-
	Net Cash generated/(used) from/in investing activities	**(147,862)**	**92**
C.	**Cash flow from financing activities:**		
	Proceeds from issue of Compulsory Convertible Debentures	350,000	-
	Net Cash generated from financing activities	**350,000**	**-**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**(1,354)**	**(206)**
	Opening Balance of Cash and cash equivalents	**1,430**	**1,636**
	Closing Balance of Cash and cash equivalents	**76**	**1,430**
	Cash and cash equivalents comprise		
	Cash in hand	4	4
	Balance with Scheduled Banks		
	-in current accounts (net)	72	1,426
	-in fixed deposits	-	
	Total	**76**	**1,430**

Notes :

1 Reconciliation of liabilities arising from financing activities

Particulars	Year Ended March 31,2019 (₹ 000)	Cash Flows	Non Cash Changes Finance Cost	Year Ended March 31,2020 (₹ 000)
Borrowings	8,168	350,000	-	358,168

2 The above Cash Flow Statement has been prepared under the Indirect Method as set out in IND AS 7 on Cash Flow Statement notified under Section 133 of the Companies Act, 2013. [Companies (Indian Accounting Standards) Rules, 2015], as amended.

3 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 29 are integral part of the Financial Statements

As per our report of even date attached

For Sharma Goel & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 000643N/N500012

For and on behalf of Board of Directors
Startup Internet Services Limited
CIN: U72200DL2015PLC285985

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

STATEMENTS OF CHANGES IN EQUITY FOR YEAR ENDED MARCH 31, 2020

a. Equity share capital

Particulars	Amount (₹ 000)
As at March 31, 2018	**500**
Changes in equity share capital	**-**
As at March 31, 2019	**500**
Changes in equity share capital	-
As at March 31, 2020	**500**

b. Other equity

Particulars	Equity component of Preference Shares	Reserves & Surplus	Total
		Retained Earnings	(₹ 000)
Balance as at March 31, 2018	7,266	(7,332)	(66)
Profit / (Loss) for the year	-	15	15
Equity Component of Preference Shares (Refer note 10 - Borrowings)	902	-	902
Balance as at March 31, 2019	**8,168**	**(7,317)**	**851**
Profit / (Loss) for the year	-	1,231	1,231
Equity Component of Debentures	350,000		350,000
Balance as at March 31, 2020	**358,168**	**(6,086)**	**352,082**

The accompanying notes 1 to 29 are integral part of the Financial Statements

As per our report of even date attached

For Sharma Goel & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 000643N/N500012

For and on behalf of Board of Directors
Startup Internet Services Limited
CIN: U72200DL2015PLC285985

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2020

1. Reporting Entity

Startup Internet Services Limited (the company) is a limited company domiciled in India and incorporated on October 05th, 2015 under the provisions of the Companies Act applicable in India. The company is a wholly owned subsidiary of Info Edge (India) Limited.

2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

A. **Basis of Preparation of Financial Statements**

(i) Compliance with Ind AS

These financial statements have been prepared in accordance with the Indian Accounting standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

(ii) Historical Cost Convention

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

- Certain financial assets and liabilities
- Defined benefit plans-plan assets measured at fair value and

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

B. **Property, plant and equipment (PPE)**

All items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss.

Transition to Ind AS

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment

Depreciation methods, estimated useful lives and residual value

Depreciation is provided on a pro-rata basis on the straight line method over the estimated useful lives of assets, based on internal assessment and independent technical evaluation done by Management expert which are equal to, except in case of Plant and Machinery, Furniture and Fixtures and Vehicles where useful life is lower than life prescribed under Schedule II to the Companies Act, 2013, in order to reflect the actual usage of the assets.

Assets	Estimated useful life (Years)
Mobile phones	2
Software	3

The residual values are not more than 5% of the original cost of the asset. The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses).

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

C. **Impairment of Non-Financial Assets**

Assessment is done at each balance sheet date as to whether there is any indication that an asset (PPE) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. For the purpose of assessing impairment, the recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. The smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit (CGU). An asset or CGU whose carrying value exceeds its recoverable amount is considered impaired and is written down to its recoverable amount. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

D. **Foreign Currency Transactions**

Functional and presentation currency

Items included in the financial statements of company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The standalone financial statements are presented in Indian rupee (INR), which is Startup Internet Services Limited's functional and presentation currency.

Initial Recognition

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction.

Subsequent Recognition

As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

All monetary assets and liabilities in foreign currency are restated at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in Statement of profit and loss

E. **Other Income**

Interest Income

Interest income is recognized on a time proportion basis taking into account the amount outstanding at the rate applicable and where no significant uncertainty as to measurability or collectability exists.

F. **Taxes on Income**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current income tax relating to items recognised outside profit and loss is recognised outside profit and loss (either in other comprehensive income or in equity). Such tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax is recognized for all the temporary differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets are recognized and carried forward only if it is probable that sufficient future taxable amounts will be available against which such deferred tax asset can be realized. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. The carrying amount of deferred tax assets are reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, branches and associates and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

G. **Provisions**

Provisions for legal claims and cancellations / returns are recognised when the company has a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses..

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

H. **Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash in hand, amount at banks and other short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

I. **Earnings Per Share (EPS)**

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to the shareholders of the company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholder and weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares

J. **Investments and other financial assets**

(i) Classification

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

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

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses are recorded either thru profit or loss or thru other comprehensive income. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company has classified its debt instruments:

- **Amortised cost:** Assets that are held for collection of contractual cash flows and where the contractual terms give rise on specified dates to cash flows that represent solely payments of principal and interest, are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair value through other comprehensive income (FVTOCI) :** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVTOCI). Movements in the carrying amount are taken through OCI, except for recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit & loss in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.
- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost, are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other income in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

The Company subsequently measures all equity investments which are within the scope of Ind AS 109 at fair value, other than investments in equity instruments in subsidiaries, associates and jointly control entities, which are carried at cost less diminution, if any.

iii) Impairment of financial assets

The group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(iv) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or

- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

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

(v) Income recognition

Interest income

For all debt instruments measured either at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. When calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

K. **Exceptional items**

Exceptional items include income or expense that are considered to be part of ordinary activities, however are of such significance and nature that separate disclosure enables the user of the financial statements to understand the impact in a more meaningful manner.

Following are considered as exceptional items -

a) Gain or loss on disposal of investments to wholly owned subsidiaries at higher or lower than the cost / book value

b) Write down of investments in subsidiaries, jointly controlled entities and associates which are carried at cost in accordance with IND AS 27 to recoverable amount, as well as reversals of write down.

c) Impact of any retrospective amendment requiring any additional charge to profit or loss.

L. **Critical estimates and judgements**

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the company's accounting policies. The estimates and assumptions used in the accompanying financial statements are based upon Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates.

M. **Rounding of Amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Thousand as per the requirement of Schedule III, unless otherwise stated.

3. Property, plant & equipment **Amount (₹ 000)**

Particulars	**Office equipment**	**Total**
Gross carrying amount		
As at April 1, 2018	127	127
Additions	-	-
Disposals	-	-
As at March 31, 2019	**127**	**127**
Accumulated depreciation		
As at April 1, 2018	104	104
Depreciation charged during the year	7	7
Disposals	-	-
As at March 31, 2019	**111**	**111**
Net carrying amount as at March 31, 2019	**16**	**16**
Gross carrying amount		
As at April 1, 2019	127	127
Additions	-	-
Disposals	11	11
As at March 31, 2020	**116**	**116**
Accumulated depreciation		
As at April 1, 2019	111	111
Depreciation charged during the year	5	5
Disposals	-	-
As at March 31, 2020	**116**	**116**
Net carrying amount as at March 31, 2020	**0**	**0**

4. Non Current Investments

Particulars	As at March 31, 2020			As at March 31, 2019		
	Numbers	Face Value per share (In ₹)	(₹000)	Numbers	Face Value per share (In ₹)	(₹000)
Investments in Units (fully paid up) (Fair Value through OCI) Unquoted						
Info Edge Venture Fund	1,500,000	100	150,000	-	-	-
			150,000			-

5. Non-current tax assets (net)

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Advance Tax	-	38
Less: provision for tax	-	(25)
	-	**13**

6 (a). Cash & Cash Equivalents

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
(a) Cash in Hand	4	4
(b) Balance with Bank - Current Account (net)	72	74
(c) Balance with Bank in Fixed Deposit with original maturity less than 3 months	-	1,352
	76	**1,430**

6 (b). Other Financial Assets

Particulars	Non Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Interest Accrued On Fixed Deposits	-	-	1,860	6
Balance in fixed deposit accounts with original maturity more than 12 months	200,846	-	-	-
	200,846	**-**	**1,860**	**6**

7. Equity Share Capital

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
AUTHORISED		
50,000 Equity Shares of ₹10/- each	**500**	**500**
95,000 Preference Shares of ₹100/- each	**9,500**	**9,500**
ISSUED, SUBSCRIBED & PAID-UP		
50,000 Equity Shares of Rs 10/- each, fully paid up (Previous Year - 50,000 Equity Shares of Rs 10/- each)	500	500
	500	**500**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting year.

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ 000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ 000)
Equity Shares				
At the beginning of the year	50,000	500	50,000	500
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**50,000**	**500**	**50,000**	**500**

Particulars	As at March 31, 2020 No of Shares	As at March 31, 2020 (₹ 000)	As at March 31, 2019 No of Shares	As at March 31, 2019 (₹ 000)
Preference Shares				
At the beginning of the year	80,000	8,000	80,000	8,000
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**80,000**	**8,000**	**80,000**	**8,000**

b. Terms/Rights attached to equity shares

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share.

c. Details of shareholders holding more than 5% shares in the company

Particulars	FY 19-20		FY 18-19	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of Rs 10 each fully paid				
Info Edge (India) Ltd	49,994	99.99%	49,994	99.99%
(excluding Six shares held by nominee shareholders)				
	49,994	**99.99%**	**49,994**	**99.99%**

8. Other Equity

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Profit & Loss Account		
Opening Balance	(7,317)	(7,332)
Add: Profit / (Loss) for the year	1,231	15
Equity Component of Preference Shares	8,168	8,168
Equity Component of Debentures	350,000	-
	352,082	**851**

9. Borrowings

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
80,000 Preference Shares of ₹100/- each (0.0001% compulsory convertiable preference shares 80,000 nos. Previous Year -80,000 nos Compusolry Redeemable Preference Shares)	8,000	8,000	-	-
Add : Interest Expense on Present value	168	168	-	-
Less: Equity Component of Preference Shares	(8,168)	(8,168)	-	-
35,00,000 (0.0001% compulsory convertible debentures into compulsory convertible preference shares)	350,000	-	-	-
Less: Equity Component of Debentures	(350,000)	-	-	-
Total current borrowings	**-**	**-**	**-**	**-**

10. Trade Payables

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Trade Payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	112	112
	-	**-**	**112**	**112**

Based on information available with the Company, there are no dues to micro, small and medium enterprises, as defined in Micro, Small and Medium Enterprises Development Act, 2006 as on March 31, 2020

11. Deferred tax liabilities (net)

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Deferred tax liabilitiy		
- Opening balance	2	-
- Adjustment for the year & previous year:		
- (Charged)/credited through profit or loss (On account of Property Plant and Equipment)	-	2
	2	2

12. Current tax Liabilites (net)

Particulars	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
Provision for tax	668	-
Less:Advance Tax	(592)	-
	76	**-**

13. Other Current liabilities

Particulars	Non-Current		Current	
	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)	As at March 31, 2020 (₹ 000)	As at March 31, 2019 (₹ 000)
TDS Payable	-	-	10	-
	-	**-**	**10**	**-**

14. Other Income

Particulars	Year Ended March 31, 2020 (₹ 000)	Year Ended March 31, 2019 (₹ 000)
Interest received on fixed deposits	2,138	92
Provision no longer required written back	-	216
	2,138	**308**

15. Administration And Other Expenses

Particulars	Year Ended March 31, 2020 (₹ 000)	Year Ended March 31, 2019 (₹ 000)
Legal and Professional Charges	209	118
Legal Expenses	-	133
Misc Charges	20	-
Rent Expense	28	28
Office Repair and Maintenance	2	-
	259	**280**

16. Basic & Diluted Earnings Per Share

Particulars	Year Ended March 31, 2020 (₹ 000)	Year Ended March 31, 2019 (₹ 000)
Profit/(Loss) attributable to Equity Shareholders (₹)	1,231	15
Weighted average number of Equity Shares outstanding at the end of the year (Nos.)	50,000	50,000
Basic Earnings Per Equity Share of ₹10 each (₹)	24.62	0.30
Potential Equity Shares at the end of the year	6,728,962	8,767
Total Weighted average number of Equity shares outstanding at the end of the year (No.)	6,778,962	58,767
Diluted Earnings Per Equity Share of ₹10 each (₹)	0.18	0.26

17. No disclosure is required under IND AS 108 on Segment Reporting specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 as the Company is having the income from license fees received for the usage of its domain name, trademark etc.

18. Employee Benefits

The requirements of IND AS 19 on Employee Benefits specified in Companies (Indian Accounting Standard) (IND AS)) Rules, 2015 are not applicable on the company since there was no employee employed by the company during the year.

19. Auditor's Remuneration

Particulars	Year Ended March 31, 2020 (₹ 000)	Year Ended March 31, 2019 (₹ 000)
Audit Fees(Excluding GST)	100	100
	100	**100**

20. During the Previous year ended March 31, 2019, the Company has changed the nature of securities from cumulative redeemable preference shares into compulsorily convertible preference shares w.e.f. March 27, 2019. All other terms and conditions remain same.

21. During the year ended March 31, 2020, the Company has issued the securities in nature of compulsory convertible debentures into compulsorily convertible preference shares w.e.f. Janruary 30, 2020.

22. During the year Company has contributed ₹15 crore in an Alternative Investment Fund ("AIF") named Info Edge Venture Fund ("IEVF"), a trust Registered with Stock Exchange Board Of India ("SEBI") as Category II AIF, under the SEBI Alternative Investment Funds Regulations 2012 set up by its holding company . Such contribution was made vide contribution agreement entered into with Investment Manager namely Smartweb Internet Services Limited and with IEVF trustees namely M/s Beacon Trusteeship Ltd, a Third Party Independent SEBI registered Debenture Trustee. The Company also committed additional contribution of ₹100 crore in IEVF.

23 (1) . Related Party Disclosures for the year ended March 31, 2020

(A) List of Related Parties

Holding Company

Info Edge (India) Limited

B) Details of transactions with related party for the year ended March 31, 2020 in the ordinary course of business: **Amount (Rs. '000)**

Nature of relationship / transaction	Holding Company	Associate Company	KMP & Relatives	Total
Issue of Debentures	350,000	-	-	350,000
Rent Expense	28	-	-	28

23 (2) . Related Party Disclosures for the year ended March' 31, 2019

(A) List of Related Parties

Holding Company

Info Edge (India) Limited

B) Details of transactions with related party for the year ended March 31, 2019 in the ordinary course of business: **Amount (Rs. '000)**

Nature of relationship / transaction	Holding Company	Associate Company	KMP & Relatives	Total
Rent Expense	28	-	-	28

24. Income Tax Expenses

This note provides an analysis of the Company's income tax expense, show amounts that are recognised directly in equity and how the tax expense is affected by non-assessable and non-deductible items. It also explains significant estimates in relation to the Company's tax position

a) Income Tax expense

Particulars	As at March 31, 2020 (₹000)	As at March 31, 2019 (₹000)
Current tax for the year	643	4
Deferred Tax	-	2
Total current tax expenses	**643**	**6**

b) Reconciliation of tax expense and the accounting profit multiplied by tax rate:

Particulars	As at March 31, 2020 (₹000)	As at March 31, 2019 (₹000)
Profit /(Loss) before tax	1,874	21
Tax @ 25.17% (Previous Year 26%)	**472**	**6**
Tax adjustment effect in calculating taxable income:		
Interest on units	**170**	
Tax adjustment effect of amounts which are not deductible (taxable) in calculating taxable income:		
Depreciation Debited in Profit & loss A/c	1	
Depreciation as per Income Tax Act	(2)	
Other items	2	
	643	**6**

25. Financial Instruments And Risk Management

Fair value Hierarchy

a) Financial instruments by category

Amount (Rs. '000)

Particulars	March 31,2020		March 31,2019	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash Equivalents	-	76	-	1,430
Other financial assets	-	202,706	-	6
Total Financial Assets	**-**	**202,782**	**-**	**1,436**
Financial Liabilities				
Trade payables	-	112	-	112
Financial liabilities - Non - Current	-	-	-	-
Total Financial Liabilities	**-**	**112**	**-**	**112**

The carrying amounts of loans and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The group uses its judgement to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting year.

26. Financial Risk And Capital Management

A) Financial risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board has established the Risk Management Committee, which is responsible for developing and monitoring the Company's risk management policies. The Committee holds regular meetings and report to board on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, financial assets measured at amortised cost.	Aging analysis Credit ratings	Diversification of bank deposits, credit limits and regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities

The Company's risk management is carried out by a treasury department (Company treasury) under policies approved by the board of directors. Company treasury identifies, financial risks in close cooperation with the Company's operating units.

Credit risk

Cash and cash equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the company generally invest in deposits with banks with high credit ratings assigned by external credit rating agencies, accordingly the Company considers that the related credit risk is low. Impairment on these items are measured on the 12-month expected credit loss basis.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company borrows short term and long term fund from holding company to bridge the short fall in fund requirements whenever required.

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The amount disclosed in the below table represent the contractual cash flows.

	Contractual cash flows				Amount (Rs. '000)
March 31, 2020	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Trade and other payables	112	112	-	-	-
Other financial liabilities	-	-	-	-	-

	Contractual cash flows				Amount (Rs. '000)
March 31, 2019	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Trade and other payables	112	112	-	-	-
Other financial liabilities	-	-	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not signficant

Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings and finance lease obligations. Borrowings issued at fixed rates and finance lease obligations exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Amount (Rs. '000)

Particulars	March 31, 2020	March 31, 2019
Fixed-rate instruments		
Financial assets	200,846	-
Financial liabilities	-	-
Total	**200,846**	**-**

(B) Capital management

a) Risk management

The Comapny's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, internal generation and borrowings for buying vehicles.

b) Dividend

There was no dividend declarared during the current and previous financial year

27. Revenue from Contracts with Customers

On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contracts with Customers. This establishes Standard sets out a five-step model to account for revenue arising from contracts with customers. Under Ind AS 115, 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 new revenue standard will supersede all current revenue recognition requirements under Ind AS. This new standard requires revenue to be recognized when promised goods or services are transferred to customers in amounts that reflect the consideration to which the Company expects to be entitled in exchange for those goods or services. Adoption of the new rules could affect the timing of revenue recognition for certain transactions of the Company. Ind AS 115 is effective for the Company from 1 April 2018 using either one of two methods: (i) retrospectively to each prior reporting period presented in accordance with Ind AS 8 Accounting Policies, Changes in Accounting Estimates and Errors, with the option to elect certain practical expedients as defined within Ind AS 115 (the full retrospective method); or (ii) retrospectively with the cumulative effect of initially applying Ind AS 115 recognized at the date of initial application (1 April 2018) and providing certain additional disclosures as defined in Ind AS 115 (the modified retrospective method). Since there is no Revenue accrued during the Current Year as well as Previous Year, there is no impact of Ind AS 115 on the Financial statement during the year.

28."The Ministry of Corporate Affairs on 30 March 2019 notified the new leasing standard, viz., Ind AS 116 Leases. Ind AS 116 is applicable for the financial year beginning on or after 1 April 2019 for all Ind AS companies. It replaces virtually all the existing leasing requirements under Ind AS 17 Leases. The new standard will require lessees to recognize most leases on their Balance Sheet. Lessees will use a single accounting model for all leases, with few exemption i.e short term leases and leases for which the underlying asset is of low value. An entity has an option to adopt Ind AS 116 using either the full retrospective method or the modified retrospective method. An entity that elects the modified retrospective method would apply Ind AS 116 retrospectively to only the current period by recognising the cumulative effect of initially applying Ind AS 116 as an adjustment to the opening balance of retained earnings (or other components of equity) at the date of initial application".

The company has taken its registered office on lease with an agreement which is less than 12 months. The Company has adopted exemption provided in Ind AS to exclude short term lease.

Hence there is no impact of Ind AS 116 on the Financial statements.

29. The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which was further extended till May 31, 2020. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

The management has made an assessment of the impact of COVID-19 on the Company's operations, financial performance and position as at and for the year ended March 31, 2020 and has concluded that there is no impact which is required to be recognised in the financial statements.

Accordingly, no adjustments have been made to the financial statements.

For Sharma Goel & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 000643N/N500012

Amar Mittal
Partner
Membership No.- 017755

Place: New Delhi
Date: June 8, 2020

For and on behalf of Board of Directors
Startup Internet Services Limited
CIN: U72200DL2015PLC285985

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: June 8, 2020

Chintan Thakkar
(Director)
DIN:00678173

Place: Noida
Date: June 8, 2020

infoedge

INFO EDGE (INDIA) LIMITED
CIN: L74899DL1995PLC068021

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