infoedge

Subsidiary Companies Annual Report 2022-23

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DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 15th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in providing brokerage services in the real estate sector in India.

The Company reported total comprehensive loss of ₹2,860.47 Million in FY23 as compared to a total comprehensive loss of ₹1.39 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹120 Million and ₹98.48 Million respectively.

During the year under review, the Company issued and allotted 10,000,000 - 0.0001% Compulsorily Convertible Debentures of ₹100/- each to Info Edge (India) Ltd., holding company of the Company for ₹1,000 Million.

DIVIDEND

No dividend has been declared for the FY23.

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.

As required under Section 134(3) of the Companies, Act 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in 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.

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 Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

The Company has following subsidiaries as on the date of this report:

1. INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED (IVSL)

It provides software consultancy and supply including activities in connection with analysis, design and programming of systems ready to use.

IVSL had total comprehensive loss of ₹0.23 Million in FY23 as compared to loss of ₹0.16 Million in FY22.

2. NEWINC INTERNET SERVICES PRIVATE LIMITED (NEWINC)

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

NewInc had a total comprehensive loss of ₹0.22 Million in FY23 as compared to a total comprehensive income of ₹1.36 Million in FY22.

During the year under review, the Company acquired 650,000 - 0.0001% Compulsorily Convertible Debentures of ₹100/- each of NewInc for an aggregate consideration of about ₹65 Million.

3. 4B NETWORKS PRIVATE LIMITED (BROKER NETWORK)

Broker Network enables real estate developers and brokers to communicate with each other and conduct their business via the Broker Network platform. It helps Brokers conduct site visits and provide home loan related services to their clients.

During the year under review, the Company acquired 1,913 - 0.0001% Compulsorily Convertible Preference Shares of Broker Network for an aggregate consideration of about ₹900 Million.

The Company, has also extended an inter-corporate loan of ₹120 Million to Broker Network during the year under review.

Further, considering various factors including inter alia excessive cash burn, prevailing liquidity issues and significant uncertainty towards funding options, the investments into the shares of Broker Network and the loan have been fully impaired during the year under review.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN: 038012N), Chartered Accountants, pursuant to your approval, were appointed as Statutory Auditors of the Company in the 14th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 14th Annual General Meeting until the conclusion of 19th Annual General Meeting for the financial years 2022-23 to 2026-27.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act 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 the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Mr. Chintan Thakkar (DIN: 00678173) 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 10 (Ten) times during the year on May 24, 2022, August 09, 2022, August 25, 2022, September 01, 2022, September 26, 2022, November 07, 2022, November 25, 2022, January 20, 2023, February 09, 2023 and February 17, 2023.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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Sanjeev Bikhchandani	Director	10	10
Mr. Hitesh Oberoi	Director	10	10
Mr. Chintan Thakkar	Director	10	10

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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any guarantee during the year under review. The details of the loans and investments made by the Company are given in the Note No. 4(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. 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the holding company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

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

The Company takes its best efforts to conserve the energy consumed. 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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act 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, 2023 and of the loss of the Company for that year;

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; and

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**
Date: May 22, 2023	(Director)	(Director)
Place: Noida	DIN: 01189953	DIN: 00678173

ANNEXURE A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note No. 17 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

	Hitesh Oberoi	**Chintan Thakkar**
Date: May 22, 2023	(Director)	(Director)
Place: Noida	DIN: 01189953	DIN: 00678173

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ALLCHECKDEALS INDIA PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

I have audited the accompanying standalone financial statements of ALLCHECKDEALS INDIA PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the Rules there under, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

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

I have determined the matter described below to be the key audit matter to be communicated in my report.

Sr. No.	Key Audit Matter	Auditor's Response
	<u>**Impairment of Investments**</u> During the current year, impairment indicators were identified by the management on the investments in 4B Networks Private Limited amounting to ₹2,760,000 thousands. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether impairment was required to be recognized. For the purpose of the above impairment testing, value in use has been determined by forecasting and discounting future cash flows. Furthermore, the value in use is highly sensitive to changes in some of the inputs used for forecasting the future cash flows. Further, the determination of the recoverable amount of the investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments was determined to be a key audit matter in my audit of the standalone financial statements.	**Principal Audit Procedures Performed** • I evaluated the Company's valuation methodology applied in determining the recoverable amount. In making this assessment, I also assessed the objectivity and independence of Company's specialists involved in the process. • I evaluated the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal value used. • I also assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. • I discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable. • I tested the arithmetical accuracy of the models.

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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required to report that fact. I 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 including other 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 is responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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. I describe these matters in my auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

The financial Statements of the Company for the year ended 31 March 2022 are audited by the predecessor auditor who have expressed an unmodified opinion on those financial statements vide their audit report dated 24.05.2022.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 my audit, I report that:

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

   b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) In my opinion and to the best of my information and according to the explanations given to me, the managerial remuneration not paid by the Company to its directors during the year.

   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 my opinion and to the best of my information and according to the explanations given to me:

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

      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.

      iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 28 to the standalone Ind AS financial statements,

         a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entities ("Intermediaries"), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

         b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

         c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

      v. No dividend has been declared or paid during the year by the Company.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGVZCS3422

Date: May 22, 2023
Place: Delhi

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of ALLCHECKDEALS INDIA PRIVATE LIMITED of even date)

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to the information and explanations given to me and based on the examination, the company does not have any intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to me and based on the examination, the company does not have any immovable property.

(d) The Company has not revalued any of its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in companies and granted unsecured loans to a company, during the year, in respect of which:

(a) According to the information and explanations given to me and based on the examination, the Company has provided loan during the year to its subsidiary, the details of which are as follows:

Nature of transaction	Transaction during the year 2022-2023	Balance outstanding as on March 31, 2023
Loan to subsidiary	123,812	Note No. 1

Note -1: The Company has made provision of loan amount (including Interest) ₹123,812 (thousands) given to subsidiary (4B Network Private Limited).

(b) In my opinion, the investments made and the terms and conditions of the grant of loans, during the year are prima facie, not prejudicial to the Company's interest.

(c) In respect of loans granted by the Company, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest are generally been regular as per stipulation.

(d) In respect of loans granted by the Company, amounting of ₹123,812 thousands (including interest) remaining outstanding as at the balance sheet date and the amount are fully provided in books.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii) (f) is not applicable.

The Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In my opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by my audit and the immediately preceding financial year.

xviii. There has been a resignation of the statutory auditor of the Company during the year and I had taken into consideration that no issues, objections or concerns raised by the outgoing auditor.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGVZCS3422

Date: May 22, 2023
Place: Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of **ALLCHECKDEALS INDIA PRIVATE LIMITED** ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to me, 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, 2023, 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 **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGVZCS3422

Date: May 22, 2023
Place:Delhi

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current assets			
Property, plant and equipment	3	1	1
Financial assets			
i. Investments	4(a)	70,000	1,865,000
ii.Other financial assets	4(e)	60,909	10
Non-current tax assets (net)	5	50,670	51,518
Total non-current assets		**181,580**	**1,916,529**
Current assets			
Financial assets			
i. Trade receivables	4(b)	-	2,553
ii. Cash and cash equivalents	4(c)	61	124,492
iii. Loans	4(d)	0*	-
iv. Other financial assets	4(e)	278	24,516
Other current assets	6	37	11,017
Total current assets		**376**	**162,578**
Total assets		**181,956**	**2,079,107**
Equity & Liabilities			
Equity			
Equity share capital	7	98,475	98,475
Other equity	8	79,977	1,940,443
Total equity		**178,452**	**2,038,918**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	9(a)	-	-
Total non-current liabilities		**-**	**-**
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		2,257	36,226
Provisions	10	318	318
Other current liabilities	11	929	3,645
Total current liabilities		**3,504**	**40,189**
Total liabilities		**3,504**	**40,189**
Total equity and liabilities		**181,956**	**2,079,107**

The accompanying notes 1 to 35 are in integral part of the Financial Statements.
As per our report of even date

For and on behalf of Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No:- 535111

Place : Noida
Date : May 22, 2023

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
Membership No:- A46648

Place : Noida
Date : May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Other income	12	43,714	1,399
I Total income		**43,714**	**1,399**
Expenses			
Employee benefits expense	13	1	-
Finance costs	14	1	1
Depreciation and amortisation expense*	15	0*	0*
Administration and other expenses	16	18,131	1,261
II Total expense		**18,133**	**1,262**
III. Profit before exceptional items and tax (I-II)		**25,581**	**137**
IV.Exceptional items (loss)	24	(2,883,812)	(1,329)
V. Loss before tax (III+IV)		**(2,858,231)**	**(1,192)**
VI. Tax expense			
Current tax	30	2,235	195
Total tax expense		**2,235**	**195**
VII. Loss for the year (V-VI)		**(2,860,466)**	**(1,387)**
Other comprehensive income (OCI)			
(A) Items that will not be reclassified to profit or loss			
Remeasurement of post-employment benefit obligation, net of tax		-	-
Other comprehensive income for the year, net of income tax		**-**	**-**
Total comprehensive income/ (loss) for the year		**(2,860,466)**	**(1,387)**
Earnings per share:	**19**		
Basic - Loss for the year (after exceptional items)		(290.48)	(0.14)
Basic - Loss for the year (before exceptional items)		2.37	(0.01)
Diluted - Loss for the year (after exceptional items)		(290.48)	(0.14)
Diluted - Loss for the year (before exceptional items)		0.08	(0.01)

* Amount is below rounding off norm adopted by the Company.

The accompanying notes 1 to 35 are in integral part of the Financial Statements.
As per our report of even date

For and on behalf of Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place : Noida
Date : May 22, 2023

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
Membership No:- A46648

Place : Noida
Date : May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Profit before exceptional item and tax	25,581	137
	Adjustments for:		
	Interest income from financial assets measured at amortised cost		
	- on fixed deposits with banks	(5,378)	(607)
	- on other financial assets	(4,236)	(679)
	Net (gain) on disposal of property, plant & equipment	(1)	(6)
	Miscellaeous income	(34,099)	(107)
	Bad debt/provision for doubtful debt (net)	9,134	687
	Operating loss before working capital changes	**(8,999)**	**(575)**
	Adjustments for changes in working capital :		
	-(Increase) in Current - other financial assets	(140)	-
	- Decrease/(Increase) in Other current assets	1,648	(196)
	- Increase/(Decrease) in trade payables	10	(4)
	- Increase in other current liabilities	156	12
	Cash used in operating activities	**(7,325)**	**(763)**
	- Income taxes paid (net)	(1,387)	(292)
	Net cash flows used in operating activities	**(8,712)**	**(1,055)**
B.	**Cash flow from Investing activities:**		
	Proceeds from sale of property, plant & equipment	1	6
	(Investment)/maturity of fixed deposits	(34,580)	48,962
	Amount given as loan to subsidiary company	(120,000)	-
	Interest received	3,860	1,505
	Amount paid for investment in subsidiaries & joint ventures	(965,000)	(1,774,977)
	Net cash flows used in investing activities	**(1,115,719)**	**(1,724,504)**
	Cash flow from financing activities:		
	Proceeds from debentures	1,000,000	1,850,000
C.	**Net cash flows from financing activities**	**1,000,000**	**1,850,000**
	Net (decrease)/increase in cash & cash equivalents	**(124,431)**	**124,441**
	Opening balance of cash and cash equivalents	**124,492**	**51**
	Closing balance of cash and cash equivalents	**61**	**124,492**

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Cash and cash equivalents comprise of:		
Cash on hand	10	10
Balance with banks		
-in current accounts	51	124,482
Total cash and cash equivalents	**61**	**124,492**

Notes :

1 Reconciliation of liabilities arising from financing activities

(₹'000)

Particulars	Year ended March 31,2022	Cash Flows (net)	Year ended March 31,2023
Compulsory convertible debentures (borrowings)	2,122,990	1,000,000	3,122,990

2 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.

3 Figures in brackets indicate cash outflow.

The accompanying notes 1 to 35 are in integral part of the Financial Statements.

As per our report of even date

For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

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
Membership No:- A46648

Place : Noida
Date : May 22, 2023

Place : Noida
Date : May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount (₹'000)
As at April 01, 2021		**98,475**
Changes in equity share capital	7	-
As at March 31, 2022		**98,475**
Changes in equity share capital	7	-
As at March 31, 2023		**98,475**

B. OTHER EQUITY

Particulars	Reserves & Surplus		Total (₹'000)
	Equity component of debentures	Retained earnings	
Balance as at April 01, 2021	**272,990**	**(181,160)**	**91,830**
Loss for the year	-	(1,387)	(1,387)
Issue of debentures during the year	1,850,000	-	1,850,000
Balance as at March 31, 2022	**2,122,990**	**(182,547)**	**1,940,443**
Loss for the year	-	(2,860,466)	(2,860,466)
Issue of debentures during the year	1,000,000	-	1,000,000
Balance as at March 31, 2023	**3,122,990**	**(3,043,013)**	**79,977**

The accompanying notes 1 to 35 are in integral part of the Financial Statements.
As per our report of even date

For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No:- 535111

Place : Noida
Date : May 22, 2023

For and on behalf of the Board of Directors of
Allcheckdeals India Private Limited
CIN: U72400DL2008PTC181632

Hitesh Oberoi
Director
DIN: 01189953

Chintan Thakkar
Director
DIN: 00678173

Tanisha Sharma
Company Secretary
Membership No:- A46648

Place : Noida
Date : May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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.

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 from time to time] 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 to the nearest 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 (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 derecognized 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 ₹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. The criteria

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

for held for sale is considered to have met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. 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 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 cost of disposals 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) i.e Indian rupee (₹), 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 exchange rate between the functional currency and the foreign currency at the date of the transaction.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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

The Company follows Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective approach.

Commission income on property bookings placed with builders/developers is accrued once the related services have been rendered by the Company.

Revenue is recognised 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).

G. 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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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 ₹ 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 recognised for temporary differences between the carrying amount and taxbases 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.

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 finance cost.

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.
- Profit after exceptional items and tax.
- Profit before exceptional items and after tax.
- 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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. 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,associates and jontly controlled 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 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 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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

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 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. Interest income is included in finance income in the statement of profit and loss.

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. 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 third party or 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.

d) Fair value loss of asset classified as held for sale.

O. 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.

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.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Impairment of Investments in subsidiary, Jointly controlled entities and associates

c) Estimation of Employees benefits

d) Estimation of deferred tax asset & liability

e) Impairment of trade receivable

P. ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. PROPERTY, PLANT & EQUIPMENT

(₹'000)

Particulars	Computers	Plant and equipment	Office equipment	Total
Gross carrying amount at cost				
As at April 1, 2021	171	6	2	179
Disposals	-	-	-	-
As at March 31,2022	**171**	**6**	**2**	**179**
Accumulated depreciation				
As at April 1, 2021	170	6	2	178
Depreciation charged during the year*	0*	0*	0*	0*
Disposals	-	-	-	-
As at March 31,2022	**170**	**6**	**2**	**178**
Net carrying amount	**1**	**-**	**-**	**1**
Gross carrying amount at cost				
As at April 1, 2022	171	6	2	179
Disposals	170	-	-	170
As at March 31,2023	**1**	**6**	**2**	**9**
Accumulated depreciation				
As at April 1, 2022	170	6	2	178
Depreciation charged during the year*	0*	0*	0*	0*
Disposals	170	-	-	170
As at March 31,2023	**-**	**6**	**2**	**8**
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, 2023				As at March 31, 2022			
	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	10	28,276	-	10,000	10	28,276	-
Share premium of ₹2,817.75/- per share (Previous year- ₹2,817.75 per share)								
Add : Equity component of debt instruments	-	-	12,468	-	-	-	12,468	-
Less: Impairment in value of Investment	-	--	(40,744)	-	-	-	(40,744)	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				As at March 31, 2022			
	Number of Share	Face Value per share (In ₹)	(₹'000)	(₹'000)	Number of Share	Face Value per share (In ₹)	(₹'000)	(₹'000)
Newinc Internet Services Private Limited	2	10	0.02		2	10	0.02	-
Add : Equity component of debt instruments	-	-	22,523	-	-	-	22,523	-
Less: Impairment in value of Investment	-	-	(22,523)	-	-	-	(22,523)	-
Investments in equity instrument of Joint Venture (fully paid up)								
Unquoted								
Ideaclicks Infolabs Private Limited Share premium of ₹7,704.29/- per share (Previous year- ₹7,704.29 per share) .	175	10	1,350	-	175	10	1,350	-
Less: Impairment in value of Investment	-	-	(1,350)	-	-	-	(1,350)	-
Investments in preference shares of subsidiaries (fully paid up)								
4B Networks Private Limited	16,679	10	1,860,000	-	16,679	10	1,860,000	-
Share premium of ₹111,507 per share (Previous year- ₹111,507 per share)	-	-	-	-	-	-	-	-
Add: Addition during the year	1,913	10	900,000	-	-	-	-	-
Less: Investment written off	-	-	(2,760,000)	-	-	-	-	-
	-	-	-	*0	-	-	-	1,860,000
Investments in preference shares of Joint Venture (fully paid up)								
Unquoted								
Ideaclicks Infolabs Private Limited	52,96,345	10	56,920		52,96,345	10	56,920	-
Add/(Less) : Gain on measurement at FVTPL	-	-	266	-	-	-	266	-
Less: Impairment in value of Investment	-	-	(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 convertible preference shares	1,47,281	100	14,728	-	1,47,281	100	14,728	-
Add : Interest income on financial assets	-	-	354	-	-	-	354	-
Less : Equity component of debt instruments	-	-	(12,468)	-	-	-	(12,468)	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				As at March 31, 2022			
	Number of Share	Face Value per share (In ₹)	(₹'000)	(₹'000)	Number of Share	Face Value per share (In ₹)	(₹'000)	(₹'000)
Less: Impairment in value of Investment	-	-	(2,614)	-	-	-	(2,614)	-
Newinc Internet Services Private Limited 0.0001% compulsory convertible debentures of face value of ₹100/- each, into compulsorily convertible preference shares	298,000	100	29,800		248,000	100	24,800	-
Add: Addition during the year (Refer note 26)	-	-	65,000	-	50,000	100	5,000	-
Add : Interest income on financial assets	-	-	679	-	-	-	679	-
Less : Equity component of debt instruments	-	-	(22,523)	-	-	-	(22,523)	-
Less: Impairment in value of Investment	-	-	(2,956)	70,000	-	-	(2,956)	5,000
Total non current investments	**-**	**-**	**-**	**70,000**	**-**	**-**	**-**	**1,865,000**
Aggregate amount of quoted investments & market value thereof				**-**				**-**
Aggregate amount of unquoted investments	**-**	**-**	**-**	**70,000**	**-**	**-**	**-**	**1,865,000**
Aggregate amount for impairment in value of investments	**-**	**-**	**-**	**2,887,373**	**-**	**-**	**-**	**127,373**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(b) Trade receivables

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured considered good	-	2,553
Trade Receivables which have significant increase in credit risk	19,236	10,102
Trade Receivables-credit impaired	42,875	42,875
	62,111	55,530
Allowance for doubtful debts		
Trade Receivables which have significant increase in credit risk	(19,236)	(10,102)
Trade Receivables-credit impaired	(42,875)	(42,875)
Total	**-**	**2,553**

Trade Receivables -Ageing Schedule

Year ended March 31, 2023

Amount (₹'000)

Particulars	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Grand Total
(i) Undisputed trade receivable -Considered Good	-	-	-	-	-	-
(ii) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	19,236	19,236
(iii) Undisputed trade receivable - credit impared	-	-	-	-	42,875	42,875
(iv) Disputed trade receivable considered as Good	-	-	-	-	-	-
(v) Disputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivable - credit impared	-	-	-	-	-	-
Grand Total	**-**	**-**	**-**	**-**	**62,111**	**62,111**

Year ended March 31 2022

Amount (₹'000)

Particulars	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Grand Total
(i) Undisputed trade receivable -Considered Good	-	-	-	-	2,553	2,553
(ii) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	10,102	10,102
(iii) Undisputed trade receivable - credit impared	-	-	-	-	42,875	42,875
(iv) Disputed trade receivable considered as Good	-	-	-	-	-	-
(v) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Undisputed trade receivable - credit impared	-	-	-	-	-	-
Grand Total	**-**	**-**	**-**	**-**	**55,530**	**55,530**

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(c) Cash and cash equivalents

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balance with banks		
- in current accounts	51	124,482
Cash on hand	10	10
Total	**61**	**124,492**

(d) Loans

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Intercorporate loan to subsidiaries (refer note 17)	123,812	-
Less: Loan written off	(123,812)	-
Total	**0***	**-**

* Amount is below rounding off norm adopted by the Company.

(e) Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)				
Security deposits	150	10	1,329	1,329
Less: provision for doubtful advance	-	-	(1,329)	(1,329)
Balance in fixed deposit accounts with original maturity more than 12 months	58,592	-	275	24,287
Interest accrued on fixed deposits	2,167	-	3	229
Total	**60,909**	**10**	**278**	**24,516**

5. NON-CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)		
Advance tax	78,409	77,022
Less: Provision for tax	(27,740)	(25,505)
Advance tax - fringe benefits	6	6
Less: Provision for tax - fringe benefits	(5)	(5)
Total	**50,670**	**51,518**

6. OTHER NON-CURRENT & CURRENT ASSETS

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)				
Advance recoverable in cash or in kind or for value to be received	-	-	37	10,640
Balance with Goods & service tax authorties	-	-	1,113	377
Less: provision for doubtful advance	-	-	(1,113)	-
Total	**-**	**-**	**37**	**11,017**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

7. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Authorised capital		
12,000,000 Equity Shares of ₹10/- each (March 31, 2022 - 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
(March 31, 2022 - 9,847,500 Equity shares of ₹10/- each)		
Total	**98,475**	**98,475**

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'000)
Equity Shares				
At the beginning of the year	9,847,500	98,475	9,847,500	98,475
Add: Issued during the year	-	-	-	-
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, 2023		As at March 31, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Info Edge (India) Limited	9,847,499	100%	9,847,499	100%
1 Share held by Naukri Internet Services Limited [Nominee of Info Edge (India) Limited]				
	9,847,499	**100%**	**9,847,499**	**100%**

d. Shares held by promoter & promoter group at the end of the year

Name of promoter	As at March 31, 2023		As at March 31, 2022		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
-Info Edge (India) Limited	9,847,500	100	9,847,500	100	-

Name of promoter	As at March 31, 2022		As at March 31, 2021		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
-Info Edge (India) Limited	9,847,500	100	9,847,500	100	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

8. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Retained earnings				
Opening balance	(182,547)	-	(181,160)	-
Add: Net loss after tax transferred from Statement of Profit and Loss	(2,860,466)	(3,043,013)	(1,387)	(182,547)
Equity component of debentures	-	3,122,990	-	2,122,990
Total	**-**	**79,977**	**-**	**1,940,443**

9 (A) BORROWINGS

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Debentures issued to Holding Company				
Info Edge (India) Limited 20,855,000 nos (March 31, 2022 2,355,000 nos) 0.0001% compulsory convertible debentures into compulsorily convertible preference shares	2,085,500	235,500	-	-
Add: Addition during the year (Refer note 26) 10,000,000 nos (March 31,2022 18,500,000 nos) 0.0001% compulsory convertible debentures into compulsory convertible preference shares	1,000,000	1,850,000	-	-
Add : Interest cost on financial liabilities at amortised cost	1,280	1,280	-	-
Less : Equity component of debt instruments	(3,086,780)	(2,086,780)	-	-
Debentures issued to fellow Subsidiary Company				
Smartweb Internet Services Limited 353,550 nos (March 31, 2022 353,550 nos) 0.0001% compulsory convertible debentures into compulsorily convertible preference shares	35,355	35,355	-	-
Add: Addition during the year	-	-		
Add : Interest cost on financial liabilities at amortised cost	855	855	-	-
Less : Equity component of debt instruments	(36,210)	(36,210)	-	-
Total	**-**	**-**	**-**	**-**

9(B) TRADE PAYABLES

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade payables		
-total outstanding dues of micro enterprises and small enterprises	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	2,257	36,226
Total	**2,257**	**36,226**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Trade payable Ageing Schedule

Year ended March 31, 2023

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	147	-	-	2,110	2,257
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

Year ended March 31 2022

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	208	-	-	36,018	36,226
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

10. PROVISIONS

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for employee benefits		
- Accrued bonus & incentives	318	318
Total	**318**	**318**

11. OTHER LIABILITIES

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance from customers (refer not 33)	-	-	738	3,612
Others				
- TDS payable	-	-	89	33
- GST payable	-	-	102	-
Total	**-**	**-**	**929**	**3,645**

12. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income from financial assets measured at amortised cost		
- on fixed deposits with banks	5,378	607
- on other financial assets	4,236	679
Miscellaneous Income	34,099	107
Net gain on disposal of property, plant & equipment	1	6
Total	**43,714**	**1,399**

13. EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Contributions to provident and other funds (Refer Note 18)	1	0*
Total	**1**	**-**

* Amount is below rounding off norm adopted by the Company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

14. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Bank Charges	1	1
Total	**1**	**1**

* Amount is below rounding off norm adopted by the Company.

15. DEPRECIATION AND AMORTISATION

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Depreciation of Property, plant and equipment *	0*	0*
Total	**0***	**0***

* Amount is below rounding off norm adopted by the Company.

16. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Rent	24	24
Legal and professional charges*	7,438	452
Bad debts (including provision for doubtful debts)	9,134	687
Rates & taxes	91	5
Insurance	1	1
Subscirption charges	327	-
Miscellaneous expenses	1,116	92
Total	**18,131**	**1,261**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

As auditor:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
- Audit fees	150	150
- Tax Audit Fees	-	-
Total	**150**	**150**

17 (1). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

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 (New Inc)

4B Networks Private Limited

3) Directors, KMP and CS

Sanjeev Bikhchandani (Director)

Hitesh Oberoi (Director)

Chintan Thakkar

Tanisha Sharma (CS)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

B) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Subsidiary Company	Joint Venture	Total
1. Rent Expense	24	-	-	24
2. Issue of debentures to holding company	1,000,000	-	-	1,000,000
3. Loan given to 4B Network Private Limited	-	120,000	-	120,000
4. Interest income on loan given to 4B Network Private Limited	-	4,236	-	4,236
5. Investment in Preference shares of 4B network Private Limited	-	900,000	-	900,000
6. Transfer of asset to holding company	1,731	-	-	1,731
7. Reimubursement of expenses to Info Edge	3,364	-	-	3,364
8. Investment in debentures of New Inc Internet Services Private Limited	-	65,000	-	65,000

C) Amount due to / from related parties as at March 31, 2023

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Subsidiary Company	Joint Venture	Total
1. Amount receivable against advance given to 4B Network Private Limited (including interest net of TDS)	-	123,812	-	123,812

17 (2) . RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022:

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 (New Inc)
4B Networks Private Limited

3) Joint Venutre

4B Networks Private Limited (till March 29,2022)

4) Directors, KMP and CS

Sanjeev Bikhchandani (Director)
Hitesh Oberoi (Director)
Chintan Thakkar
Tanisha Sharma (CS)

B) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Subsdiary Company	Joint Venture	Total
1. Rent Expense	24	-	-	24
2. Issue of debentures to holding company	1,850,000	-	-	1,850,000
3. Loan given to 4B Network Private Limited	-	-	100,000	100,000
4. Interest income on loan given to 4B Network Private Limited	-	-	679	679
5. Repayment of loan by 4B Network Private Limited (including interest,net of TDS)	-	-	100,612	100,612
6. Investment in Preference shares of 4B network Private Limited	-	-	1,769,977	1,769,977
7. Investment in debentures of New Inc Internet Services Private Limited	-	5,000	-	5,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

18. 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. The minimum amount of contribution to be made by the employer is set at a rate of 12% of wages, subject to ceiling of ₹1800 per month as defined under the Employees Provident Fund Scheme,1952. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Employers' Contribution to Provident Fund	1	-
Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 13)		

B. Other Long term benefits

Leave obligations

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

The amount of the provision for ₹ Nil thousands (March 31, 2021 - 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	March 31, 2023	March 31, 2022
Current leave obligations expected to be settled with in the next twelve months	-	-

Assumption used by the Actuary

Particulars	Leave Encashment / Compensated Absences	
	2022-23	2021-22
Discount Rate (per annum)	-	-
Rate of increase in Compensation levels	-	-

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	
	2022-23	2021-22
Discount Rate (per annum)	-	-
Rate of increase in Compensation levels	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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	2022-23 (₹'000)	2021-22 (₹'000)
Present Value of Obligation at the beginning of the year	**-**	**-**
Interest Cost		
Current Service Cost		
Reversal of Provision created for Gratuity Obligation	-	-
Remeasurment due to		
-Actuarial loss/(gain) arising from change in financial assumptions		
-Actuarial loss/(gain) arising on account of experience changes		
Present Value of Obligation at the end of the year	**-**	**-**

Changes in the Fair value of Plan Assets	2022-23 (₹'000)	2021-22 (₹'000)
Fair Value of Plan Assets at the beginning of the year	**1,612**	**1,505**
Interest on Plan Assets		
Remeasurement due to	119	107
Actual Return on plan assets less interest on plan assets		
Assets acquired/settled*	(1,731)	-
Fair Value of Plan Assets at the end of the year	**-**	**1,612**

* on account of inter group transfer

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	2022-23 (₹'000)	2021-22 (₹'000)
Present Value of funded obligation at the end of the year	**-**	**-**
Fair Value of Plan Assets as at the end of the year	-	1,612
Net defined benefit liability / (asset) #	**-**	**1,612**
Current	-	-
Non-Current	-	-

Expense recognised in the Statement of Profit and Loss #	2022-23 (₹'000)	2021-22 (₹'000)
Current Service Cost	-	-
Past Service Cost	-	-
Interest Cost	-	-
(Gains)/Loss on Settlement	-	-
Total	**-**	**-**

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:

	Impact on defined benefit obligation							
	Change in assumption		Increase in assumption			Decrease in assumption		
	March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
Discount Rate	-	-	Decrease by	-	-	Increase by	-	-
Salary growth rate	-	-	Increase by	-	-	Decrease by	-	-

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Category of Assets (% Allocation)	As at March 31, 2023 %	As at March 31, 2022 %	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Insurer managed funds	-	100%	-	1,612
Total	**-**	**100%**	**-**	**1,612**

(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.

19. BASIC AND DILUTED EARNINGS PER SHARE (EPS):

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Loss attributable to Equity Shareholders (Loss after exceptional items and tax) (₹'000)	(2,860,466)	(1,387)
Profit/(loss) attributable to Equity Shareholders (Loss before exceptional items and after tax) (₹'000)	23,346	(58)
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	9,847,500	9,847,500
Basic EPS of ₹10 each (₹) -after exceptional item	(290.48)	(0.14)
Basic EPS of ₹10 each (₹) -before exceptional item	2.37	(0.01)
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	9,847,500	9,847,500
Add: Weighted average number of Equity Shares outstanding during the year (Nos.)	269,893,719	0*
Weighted average number of shares outstanding for diluted EPS	279,741,219	9,847,500
Diluted EPS of ₹10 each (₹) -after exceptional item	(290.48)	(0.14)
Diluted EPS of ₹10 each (₹) -before exceptional item	0.08	(0.01)

Note: As at March 2023, 269,893,719 nos. convertible debentures (March 2022- 44,551,253 nos) in respect of shares were excluded from weighted average number of ordinary shares for the computation of diluted earnings per share as these were anti dilutive while calcuating DEPS (after exceptional item).

Note: As at March 2023, Nil nos. convertible debentures (March 2022- 44,551,253 nos) in respect of shares were excluded from weighted average number of ordinary shares for the computation of diluted earnings per share as these were anti dilutive while calcuating DEPS (before exceptional item).

20. 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.

21. CONTINGENT LIABILITY

Claims against the Company not acknowledged as debts ₹1,300 thousands (March 31, 2022 ₹1300 thousands) lying at various forums.The future cash flows on account of above cannot be determined unless the judgement is received from appropriate forum.

22. 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

23. During the year ended March 31, 2023, the company has invested in 1,913 nos.(March 31, 2022-14,932) Compulsorily convertible preference shares of face value of ₹10 per share of 4B Networks Private Limited amounting ₹900,000 thousands (March 31, 2022 ₹1,769,977 thousands).

24. In line with accounting policies consistently followed by the company, investment in 4B Networks Pvt Ltd, a subsidiary entity, amounting to ₹2,883,812 thousand has been fully impaired considering current state of affairs and other relevant factors including excessive cash burn, prevailing liquidity issues and significant uncertainty towards funding options. The company continues to explore various options in best interest of stakeholders and will re-evaluate such position, if and when underlying assumptions relating to survival and sustainability of investee company improve.

25. During the year ended March 31, 2023, the company has issued 10,000,000 nos (March 31, 2022 18,500,000 nos) Compulsory Convertible Debentures which are convertible into Compulsorily Convertible Preference Shares of ₹100 each amounting to ₹1,000,000 thousands (March 31, 2022 ₹1,850,000 thousands).

26. During the year ended March 31, 2023,the company has invested in 650,000 nos.(March 31, 2022 50,0000 nos) Compulsorily convertible debentures of face value of ₹100 per share of New Inc Internet Services Private Limited amounting ₹65,000 thousands (March 31, 2022 ₹5,000 thousands) .

27. During the previous year ended March 31, 2022, the company has acquired an additional stake of 50.26% in 4B Network Private Limited. The company as on March 31, 2022 holds 62.52% stake in 4B Network Private Limited, so the investment is reclassified from joint venture to subsidiary w.e.f March 30,2022 as the holding is more than 50%.

28. Following are the details of the funds advanced by the Company to Intermediaries for further advancing to the Ultimate beneficiaries:

Amount (₹ '000)

Name of the intermediary to which the funds are advanced	Date of Funds received	Amount of funds Advanced	Date on which funds are further advanced invested by Intermediaries to other intermediaries or Ultimate Beneficiaries	Ultimate Beneficiary
4B Network Private Limited	September 1, 2022	120,000	January 21, 2023	4B Network Private Limited

The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

Name of the entity	Registered Address	Government identification Number (PAN)	Relationship with the Company
4B Network Private Limited	4th Floor, Gayatree Plaza, Turner Road, Bandra (W), Mumbai, Maharashtra-400050	AABCZ6271C	Subsidiary company
Info Edge (India) Limited	GF-12A, 94, Meghdoot building, Nehru Place, Delhi-110019	AAACI1838D	Holding company

29. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Amount (₹'000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

NOTE 30 : 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Tax		
Current tax on profit for the year	2,235	195
Total current tax expenses	**2,235**	**195**
Deferred tax	-	-
Total	**2,235**	**195**

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit befor exceptional item	25,581	137
Tax at the Indian tax rates of 25.168% (March 31, 2022 - 25.168%)	**6,438**	**34**
Tax effect of amounts which are not deductible / (taxable) in calculating taxable income		
Investment related expense	1,780	-
Other items	(5,983)	161
Total	**2,235**	**195**

NOTE 31: FAIR VALUE MEASUREMENTS

a) Financial instruments by category

(₹'000)

Particulars	March 31, 2023		March 31, 2022	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Trade and other receivables	-	-	-	2,553
Cash and cash Equivalents	-	61	-	124,492
Other financial assets	-	61,187	-	24,526
Total Financial Assets	**-**	**61,248**	**-**	**151,571**
Financial Liabilities				
Borrowings	-	-	-	-
Trade payables	-	2,257	-	36,226
Total Financial Liabilities	**-**	**2,257**	**-**	**36,226**

*Excluding investments in subsidiaries, jointly controlled entites 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

b) Fair value hierarchy for assets

Financial assets measured at fair value at March 31, 2023

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Preference Shares	-	-	-	-

Financial assets measured at fair value at March 31, 2022

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Preference Shares	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

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 unlisted 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.

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, 2022	**1,865,000**
Acquisitions	965,000
Impairment in value of investment	(2,760,000)
Unrealised gain/loss recognised in profit/loss	-
As at March 31, 2023	**70,000**

(f) Valuation processes

The Company uses third party valuers to perform the valuations of the unquoted equity shares, preference shares and debentures required for financial reporting purposes for Level 3 purposes other than investment in compulsorily redeemable preference shares and debentures (Debt instruments) which are done by Finance department of the company.

The main Level 3 inputs for these unlisted securities are derived and evaluated as below.

- Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies to the extent available.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 (c) and (f) above.

NOTE 32 : FINANCIAL RISK AND CAPITAL MANAGEMENT

A) Financial risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework.

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 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.

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, 2021	52,290
changes in loss allowance	687
Loss allowance as on March 31, 2022	52,977
changes in loss allowance	9,134
Loss allowance as on March 31, 2023	62,111

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

(₹'000)

March 31, 2023	Contractual cash flows					
	Total	6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade payables	2,257	377	1,880	-	-	-

(₹'000)

March 31, 2022	Contractual cash flows					
	Total	6 months or less	6-12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Trade payables	36,226	36,226	-	-	-	-

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 period are as follows:

(₹'000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Fixed-rate instruments		
Financial assets	58,867	24,287
Financial liabilities	-	-
Total	**58,867**	**24,287**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

NOTE 33: 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.

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Trade Receivables	-	2,553
Contract Liabilities	738	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:

(₹'000)

Particulars	Year ended March 31,2023	Year ended March 31, 2022
Amount included in contract liabilities at the beginning of the year	-	-

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.

34. FINANCIAL RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Trade receivable Turnover ratio	Net Credit billing	Average Trade receivables	Not applicable	Not applicable	Not applicable	-
Inventory Turnover ratio	Current Assets	Average Inventory	Not applicable	Not applicable	Not applicable	-
Trade payable Turnover ratio	Net Credit Purchases	Average Trade payables	0.47	0.02	2972%	Increase in ratio is on account of increase in credit purchase from 550 thousands to 8,973 thousands.
Current ratio	Current Assets	Current Liabilities	0.11	4.05	(97%)	Decrease in ratio is majorily on account of decrease in cash and bank balances from ₹124,492 thousand to ₹61 thousands.
Debt-Equity ratio	Total Debt	Shareholder's Equity	Not applicable	Not applicable	Not applicable	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Debt Service Coverage ratio	Earnings available for debt service	Debt Service	Not applicable	Not applicable	Not applicable	-
Net Profit ratio	Net Profit(before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	Not applicable	-
Return on equity ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	(2.58)	(0.00)	192,296%	During the year the company has booked an exceptional item (loss) of ₹2,883,812 thousands in comparison to ₹1,329 thousand in previous year due to which the ratio has significantly increased.
Net Capital Turnover ratio	Net Sales	Working capital	Not applicable	Not applicable	Not applicable	-
Return on Capital Employed	Earning before interest and taxes (before interest income)	Capital employed	(1,607.07%)	(0.12%)	1,322,475%	During the year the company has booked an exceptional item (loss) of ₹2,883,812 thousands in comparison to ₹1,329 thousand in previous year due to which the ratio has significantly increased.
Return on Investment-Treasury	Investment income	Weighted average Investment	3.76%	2.03%	(85%)	Increase in ratio is mainly on account of higher interest rates on fixed deposit as compared to previous year.

Return on Investment is calculated for treasury funds (Fixed deposit) .

Notes:

1. Trade receivables turnover ratio is not applicable as Company does not have any sales during the period.
2. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
3. Trade payable turnover ratio is computed on expenses over average trade payable
4. Current ratio is calculated on Current asset over current liability.
5. Debt Equity ratio is not applicable to the company as it doesnot have any debt.
6. Debt service coverage ratio is is not applicable as Company does not have any debt obligations.
7. Net profit ratio is is not applicable as Company does not have any sales during the periods.
8. Return on equity is computed on Net profit after tax over Average shareholder’s equity
9. Net capital turnover ratio is is not applicable as Company does not have any sales during the periods.
10. Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax-Equity instrument through OCI)
11. Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over weighted average Investment.

Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

35. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023 :

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company's financial statements

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after April 1, 2023.

The Company is currently assessing the impact of the amendments.

For Kishan Seth & Associates
Registration Number: 000643N/N500012
Chartered Accountants

Kishan Seth
Proprietor
Membership No:- 535111

Place : Noida
Date : May 22, 2023

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
Membership No:- A46648

Place : Noida
Date : May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing technical assessment services to its clients for recruitment and learning purposes. It delivers these services via its technical assessment platform 'doselect.com'.

The Company made total comprehensive income of ₹144.04 Million in FY23 as compared to total comprehensive income of ₹56.37 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹1 Million and ₹0.15 Million respectively.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

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

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 Act 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 6th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 6th Annual General Meeting until the conclusion of 11th Annual General Meeting for the financial years 2021-22 to 2025-26.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Mr. Rajesh Kumar Aggarwal, Ms. Jaya Bhatia and Mr. Amit Sharma are Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Mr. Amit Sharma (DIN: 09197676) 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, 2022, August 09, 2022, November 07, 2022, and February 07, 2023. 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 FY23

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Rajesh Kumar Aggarwal	Director	4	4
Amit Sharma	Director	4	4
Jaya Bhatia	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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. 20 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Limited, holding company of the Company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of CSR pursuant to Section 135(1) of the Act were applicable on the Company for the FY23 as the Company had a net profit exceeding ₹50 Million during FY22.

In terms of provisions of Section 135(9) of the Act, as the amount of Corporate Expenditure to be incurred by the Company did not exceed ₹5 Million during the FY23, the Company was not under an obligation to constitute CSR Committee and the functions of such Committee provided under the Act were discharged by the Board of Directors of the Company.

During the year under review, the Board of Directors of the Company had approved CSR Policy indicating the activities to be undertaken by the Company. The Company has undertaken CSR activity in accordance with Schedule VII of the Act with an aim to address issues in the ambit of economic empowerment and social development by adopting an integrated, holistic and need-based approach.

The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014, is annexed herewith as **Annexure-B** to this Report.

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

The Company takes its best efforts to conserve the energy consumed.

During the year under review, the total foreign exchange outgo was ₹1.06 Million and total foreign earnings were ₹14.42 Million

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act 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, 2023 and of the profit of the Company for that year;

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; and

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

	Rajesh Kumar Aggarwal	**Jaya Bhatia**
Place: Noida	(Director)	(Director)
Date: May 22, 2023	02397913	09195219

ANNEXURE A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, KMPs or the Management, their relatives are present under Note No. 20 to Financial Statements as part of the Annual Report

For and on behalf of Board of Directors

Rajesh Kumar Aggarwal
(Director)
02397913

Jaya Bhatia
(Director)
09195219

Place: Noida
Date: May 22, 2023

ANNEXURE-B
ANNUAL REPORT ON CSR ACTIVITIES FOR THE FY23

1. **Brief outline on Corporate Social Responsibility Policy of the Company:**

The Corporate Social Responsibility (CSR) policy of the Company entails synchronizing its business operations with the contemporary, social, environmental and economic concerns of the nation. It involves operating its business in such a manner that fulfills or excels the ethical, legal, commercial and public expectations of the society.

It aims to lay down guidelines for the Company to operate its business in an economically, socially and environmentally sustainable manner; to contribute to society at large by way of social and cultural upliftment, imparting education, training and development and skill enhancement programs for their development and generation of income.

2. **Composition of CSR Committee:**

The Company is not in an obligation to constitute CSR Committee in terms of provisions of Section 135(9) of the Act, and the functions of such Committee provided under the Act are discharged by the Board of Directors of the Company.

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
		Not Applicable		

3.	**Provide the web-link (s) where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.**	: The Company does not have official website. However, the Annual report of the Company will be available on the website of the holding company at https://www.infoedge.in/InvestorRelations/financial_consol
4.	**Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.**	: Not Applicable.

5. (a) **Average net profit of the Company as per section 135(5):** ₹34.54 Million
   (b) **Two percent of average net profit of the Company as per Section 135(5):** ₹0.69 Million
   (c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil
   (d) **Amount required to be set off for the financial year, if any:** Nil
   (e) **Total CSR obligation for the financial year (b+c-d):** ₹0.69 Million

6 (a) **Details of CSR amount spent against both Ongoing Project and other than Ongoing Projects for the financial year:**

1. Technical infrastructure towards promotion and implementation of FLN programmes

Your Company has deployed funds at Language and Learning Foundation (LLF) towards extending technical infrastructure support to teams implementing Foundational Literacy and Numeracy (FLN) programmes across various states such as Delhi, Assam, Odisha and Chhattisgarh where they are working at scale with respective state governments. FLN is a major priority area under the New Education Policy of Government of India, 2020. These teams work with the government education departments, teachers, teacher educators and children from primary grades in these states. The project ensures development of teaching learning material, program implementation support and robust stakeholder coordination and project delivery. The availability of technical support has enhanced productivity, reduced turnaround time of manual documentation and safe record keeping.

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No).	Location of the project.		Amount spent for the project (in ₹).	Mode of implementation- Direct (Yes/No).	Mode of implementation -Through implementing agency.	
				State	District			Name	CSR registration number
1	Implementation of Foundational Learning and Numeracy (FLN) programs	Promotion of Education	Yes	Delhi/ Assam/ Odisha/ Chhattisgarh	Multiple districts	₹0.69 Million	No	Language and Learning Foundation (LLF)	CSR00001229

(b) Amount spent in Administrative Overheads: Nil
(c) Amount spent on Impact Assessment, if applicable: Nil
(d) Total amount spent for the Financial Year (a+b+c): ₹0.69 Million

(e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub¬section (6) of Section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135.		
	Amount	Date of Transfer	Name of the fund	Amount	Date of transfer
Not Applicable					

(f) Excess amount for set-off, if any: Not Applicable

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per section 135(5)	0.69 Million
(ii)	Total amount spent for the Financial Year	0.69 Million
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years[(iii)-(iv)]	Nil

7. **Details of Unspent CSR amount for the preceding three financial years:** N.A.

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (In ₹)	Balance Amount in Unspent CSR Account under Section 135 (6) (in ₹)	Amount spent in the Financial Year (in ₹)	Amount transferred to a fund as specified under Schedule VII as per second proviso to Section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
Not Applicable								

8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: N.A.

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ Beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
Not Applicable							

9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135:**

During FY23, the Company has spent an amount of ₹0.69 Million i.e. its entire CSR Budget for the year as mentioned herein above.

For and on behalf of Board of Directors

Rajesh Kumar Aggarwal
(Director)
02397913

Jaya Bhatia
(Director)
09195219

Place: Noida
Date: May 22, 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF AXILLY LABS PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of AXILLY LABS PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including total comprehensive income, its cash flows and changes in equity 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 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 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 including other 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 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 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, 2020 ("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.

e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid by the Company to its directors during the year is 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. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements, if any.

   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.

iv. As per the management representation we report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPF9918

Date: 22 May, 2023
Place: Noida

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of AXILLY LABS PRIVATE LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and 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 (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. In our opinion and according to information and explanations given to us, during the year the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the order are not applicable to the company.

iv. In our opinion and according to the information and explanations given to us and based on examination of the records of the company, the company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. 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, 2023 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 March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) In our opinion and according to information and explanations given to us, no term loan has been applied during the financial year.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In our opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by audit and the immediately preceding financial year.

xviii. There has been a no resignation of the statutory auditor of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 27 to the standalone Ind As financial statements.

(b) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub section (5) of the section 135 of the Companies Act , 2013 pursuant to any ongoing projects. Accordingly, clause 3(xx)(b) of the order is not applicable

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPF9918

Date: 22 May, 2023
Place: Noida

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of AXILLY LABS 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 **AXILLY LABS PRIVATE LIMITED** ("the Company") as of March 31, 2023 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, 2023, 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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPF9918

Date: 22 May, 2023
Place: Noida

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	2,551	2,809
Right of use asset	3(b)	9,792	-
Intangible assets	3(c)	1	1
Financial assets			
(i) Other financial assets	4(e)	9,186	300
Non-current tax assets (net)	4(a)	21,193	-
Total non-current assets		**42,723**	**3,110**
Current assets			
Financial assets			
(i) Trade receivables	4 (c)	7,561	42,937
(ii) Cash and cash equivalents	4(d)	66,537	20,629
(iii) Other financial assets	4(e)	169,282	59,505
Other current assets	5	1,008	180
Total current assets		**244,388**	**123,251**
Total assets		**287,111**	**126,361**
EQUITY & LIABILITIES			
Equity			
Equity share capital	6	152	152
Other equity	7	249,727	101,295
Total equity		**249,879**	**101,447**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	8(a)	547	1,583
(ii) Lease liability	8(c)	1,770	-
Deferred tax liability (net)	4(f)	14	1,186
Total non-current liabilities		**2,331**	**2,769**
Current liabilities			
Financial liabilities			
(i) Borrowings	8(a)	1,036	964
(ii) 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		5,079	7,103
(iii) Lease liability	8(c)	8,511	-
(iv) Other financial liabilities	8(d)	10	15
Provisions	9	12,541	4,183
Current tax liabilites (net)	4(b)	-	3,359
Other current liabilities	10	7,724	6,521
Total current liabilities		**34,901**	**22,145**
Total liabilities		**37,232**	**24,914**
Total equity and liabilities		**287,111**	**126,361**

The accompanying notes 1 to 32 are in integral part of the Financial Statements.

As per our report of even date
For Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
Axilly Labs Private Limited
CIN - U72400KA2015PTC084349

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Revenue from operations	11	309,930	161,792
Other income	12	14,723	1,386
Total Income		**324,653**	**163,178**
Expenses			
Employee benefits expense	13	86,061	47,142
Finance costs	14	948	367
Depreciation and amortisation expense	15	6,471	3,109
Network, internet and other direct charges	16	31,727	11,576
Administration and other expenses	17	10,646	19,443
Total Expenses		**135,853**	**81,637**
Profit before exceptional items and tax		**188,800**	**81,541**
Exceptional items		-	-
Profit before tax		**188,800**	**81,541**
Tax expense			
(1) Current tax	28	45,835	22,999
(2) Deferred tax Charge/(credit)	4(f)	(1,172)	1,990
Profit for the year		**144,137**	**56,552**
Other comprehensive income (OCI)			
(A) Items that will not be reclassified to profit or loss			
Remeasurement gain of post employment benefit obligation		(123)	(243)
Income tax relating to this		31	61
Other comprehensive income/(loss) for the year, net of income tax		**(92)**	**(182)**
Total comprehensive income for the year		**144,045**	**56,370**
Earnings per share:	18		
Basic earnings per share (face value ₹10)		9,511.48	3,731.62
Diluted earnings per share (face value ₹10)		71.53	76.78

The accompanying notes 1 to 32 are in integral part of the Financial Statements.

As per our report of even date
For Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Axilly Labs Private Limited
CIN - U72400KA2015PTC084349

Sanjeev Mitla
Partner
Membership No.- 086441

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year ended March 31, 2023 Amount (₹'000)	Year ended March 31, 2022 Amount (₹'000)
A.	**Cash flow from operating activities:**		
	Profit before exceptional items and tax	188,800	81,541
	Adjustments for:		
	Depreciation and amortisation expense	6,471	3,109
	Interest on borrowings	148	367
	Interest income from financial assets measured at amortised cost		
	- on fixed deposits	(5,694)	(465)
	Share based payment to employees	4,387	369
	Miscellaneous Income	(2,785)	(766)
	Unwinding of discount on security deposit	(186)	-
	Interest on lease liabilty	800	-
	Interest on income tax refund	(244)	(155)
	Bad debt/provision for doubtful debts (net)	-	6,660
	Liability written back	5,814	-
	Operating profit before working capital changes	**197,511**	**90,660**
	Adjustments for changes in working capital :		
	-Decrease/(Increase) in trade receivables	29,562	(43,004)
	-Increase/(Decrease) in other current assets	(828)	1,262
	-Increase/(Decrease) in other non- current finanical assets	(3,350)	-
	-(Decrease)/Increase in trade payables	(2,025)	4,501
	-Increase in current provisions	8,236	3,891
	-(Decrease) in non- current provisions	-	(1,284)
	-Increase in Other current liabilities	3,988	1,496
	Cash generated from operating activities	**233,094**	**57,522**
	-Income taxes paid (net)	(70,356)	(15,782)
	Net cash flows from operating activities	**162,738**	**41,740**
B.	**Cash flow from investing activities:**		
	Purchase of property, plant and equipment	(338)	(3,042)
	(Investment) in fixed deposits	(113,301)	(58,896)
	Interest received on Income tax refund	244	155
	Interest received from fixed deposits	3,346	56
	Net cash flows used in investing activities	**(110,049)**	**(61,727)**
C.	**Cash flow from financing activities:**		
	Proceeds from issue of debentures	-	20,000
	Proceeds from borrowings	-	3,000
	Repayment of borrorwings	(964)	(1,131)
	Loan from holding company	-	7,966
	Repayment of loan from holding company	-	(7,966)
	Payment of principal portion of lease liability	(4,864)	-
	Interest paid on lease liability	(800)	-
	Interest paid on borrowings	(153)	(352)
	Net cash flows (used)/from financing activities	**(6,781)**	**21,517**
	Net increase in cash & cash equivalents	**45,908**	**1,530**
	Opening balance of cash and cash equivalents	**20,629**	**19,099**
	Closing balance of cash and cash equivalents	**66,537**	**20,629**

STATEMENT OF CASH FLOW (CONTD.)

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year ended March 31, 2023 Amount (₹'000)	Year ended March 31, 2022 Amount (₹'000)
	Cash and cash equivalents comprise		
	Cash on hand	-	-
	Balance with banks		
	in current accounts	66,537	20,629
	in fixed deposits accounts with original maturity of less than 3 months	-	-
	Total cash and cash equivalents (refer note 4(d))	**66,537**	**20,629**
	Total	**66,537**	**20,629**

Notes :

1 Reconciliation of liabilities arising from financing activities

Particulars	Year Ended March 31, 2022 (₹'000)	Cash Flows	Non cash changes	Year Ended March 31, 2023 (₹'000)
Borrowings (including current maturities and interest on borrowing)	2,562	(1,117)	148	1,593
Long term borrowings (debentures)	20,000	-	-	20,000
Lease liability	-	(4,864)	15,145	10,281

2 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.

3 Figures in brackets indicate cash outflow.

4 The accompanying notes 1 to 32 are in integral part of the Financial Statements.

As per our report of even date
For Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Axilly Labs Private Limited
CIN - U72400KA2015PTC084349

Sanjeev Mitla
Partner
Membership No.- 086441

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount (₹'000)
As at April 01, 2021		**100**
Changes in equity share capital during the year	6	52
As at March 31, 2022		**152**
Changes in equity share capital during the year	6	-
As at March 31, 2023		**152**

B. OTHER EQUITY

Amount (₹'000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus			Total
		Employee stock options outstanding	Security Premium	Retained Earnings	
Balance as at April 01, 2021	**-**	**-**	**52,363**	**(27,807)**	**24,556**
Profit for the year	-	-	-	56,552	56,552
Other Comprehensive loss for the year	-	-	-	(182)	(182)
Total Comprehensive Income for the year	**-**	**-**	**-**	**56,370**	**56,370**
Options granted during the year	-	369	-	-	369
Equity Component of Debt Instrument transfer during the year	20,000	-	-	-	20,000
Balance as at March 31, 2022	**20,000**	**369**	**52,363**	**28,563**	**101,295**

Amount (₹'000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus			Total
		Employee stock options outstanding	Security Premium	Retained Earnings	
Balance as at April 01, 2022	**20,000**	**369**	**52,363**	**28,563**	**101,295**
Profit for the year	-	-	-	144,137	144,137
Other Comprehensive loss for the year	-	-	-	(92)	(92)
Total Comprehensive Income for the year	**-**	**-**	**-**	**144,045**	**144,045**
Options granted during the year	-	4,387	-	-	4,387
Balance as at March 31, 2023	**20,000**	**4,756**	**52,363**	**172,608**	**249,727**

The accompanying notes 1 to 32 are in integral part of the Financial Statements.

As per our report of even date
For Sharma Goel & Co. LLP
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors
Axilly Labs Private Limited
CIN - U72400KA2015PTC084349

Sanjeev Mitla
Partner
Membership No.- 086441

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Axilly Labs Private Limited (the Company) CIN : U72400KA2015PTC084349 is a private 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.

The financial statements are approved for issue by the Company's Board of Directors on May, 22 2023.

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 from time to time] and other relevant provisions of the Act.

For all the periods upto and including the year ended March 31, 2021, 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, 2022 are the first financial statement prepared in accordance with Ind AS. Refer Note 34 for an explanation of how the transition from previous accounting standards (GAAP) to Ind AS has affected the Company's financial position, financial performance and cash flows

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 upto two decimal points to the nearest Million (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 (including derivative instruments) which are measured at fair value / amortised cost less diminution, if any;
- Defined benefit plans-plan assets measured at fair value; and
- Share based payments.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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, 2020 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 experts which are stated as under, 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
Furniture and Fixtures	8
Office Equipment	5

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

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.

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, 2020 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Gains or losses arising from derecognition 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)
Other software licenses	3

Assets costing less than or equal to ₹5,000 are fully amortised pro-rata from date of acquisition.

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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

which they were translated on initial recognition during the period or in previous financial statements are recognised in profit or loss in the year in which they arise.

Translation of foreign operations

The financial statements of foreign operations are translated using the principles and procedures mentioned above, since these businesses are carried on as if it is an extension of the Company's operations.

2.6 REVENUE RECOGNITION

The Company follows Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective approach. Revenue is recognised 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 from the following sources viz.

a) Recruitment solutions through its career web sites:-

Revenue is received primarily in the form of fees, which is recognized prorata over the subscription / advertising / service agreement, usually ranging between one to twelve months.

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.

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 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 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 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 period. 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 ₹ 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 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.

(vi) Share based payments

Share-based compensation benefits are provided to employees via the Info Edge Limited Employee Option Plan and share-appreciation rights. These are equity settled schemes.

Employee options

The fair value of options granted under the Info Edge Employees' Stock Option Scheme is recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the grant date fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Share appreciation rights

Share appreciation rights granted are considered to be towards equity settled share based transactions and as per IND AS 102, cost of such options are measured at fair value as at the grant date. Company's share appreciation rights are recognised as employee benefit expense over the relevant service period.

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 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, controlled trust, 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, controlled trust, 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 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.

2.9 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 embodying economic benefits 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.

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 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

2.11 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 (Profit after tax after exceptional item).
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(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.

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.

2.12 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 to be measured at amortised cost.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

For financial assets measured at fair value, gains and losses are recorded either through profit or loss. 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 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 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.

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.

(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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

(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.

2.13 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.

2.14 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 third party or 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 such write down.

2.15 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.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable.

b) Estimation of employee benefits.

c) Share based payments.

d) Impairment of trade receivable.

e) Impairment of Investments in subsidiary/JVs and associates.

f) Estimation of significant influence in investments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3 (A). PROPERTY, PLANT & EQUIPMENT

Amount (₹'000)

Particulars	Computers	Vehicles	Office Equipment	Furniture and Fixtures	Total
Gross carrying amount at cost					
As at April 1, 2021	345	-	72	31	448
Additions	42	2,964	36	-	3,042
Disposals	-	-	-	-	-
As at March 31, 2022	**387**	**2,964**	**108**	**31**	**3,490**
Accumulated depreciation					
As at April 1, 2021	130	-	13	8	151
Depreciation charged during the year #	200	290	47	(7)	530
Disposals	-	-	-	-	-
As at March 31, 2022	**330**	**290**	**60**	**1**	**681**
Net carrying amount	**57**	**2,674**	**48**	**30**	**2,809**
Gross carrying amount at cost					
As at April 1, 2022	387	2,964	108	31	3,490
Additions	62	-	276	-	338
Disposals	-	-	-	-	-
As at March 31,2023	**449**	**2,964**	**384**	**31**	**3,828**
Accumulated depreciation					
As at April 1, 2022	330	290	60	1	681
Depreciation charged during the year	45	494	48	9	596
Disposals	-	-	-	-	-
As at March 31,2023	**375**	**784**	**108**	**10**	**1,277**
Net carrying amount	**74**	**2,180**	**276**	**21**	**2,551**

Reversal of depreciation is on account of excess charged in previous period.

Note: Refer Note 8(a) for information on property, plant and equipment pledged/hypothecated as security by the company.

3 (B). RIGHT OF USE ASSET

Particulars	Building
Gross carrying amount at cost	
As at April 1, 2022	-
Additions	15,667
Disposals	-
As at March 31,2023	**15,667**
Accumulated depreciation	
As at April 1, 2022	-
Depreciation charged during the year	5,875
Disposals	-
As at March 31,2023	**5,875**
Net carrying amount	**9,792**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3 (C). INTANGIBLE ASSETS

Particulars	Software	Total
Gross carrying amount at cost		
As at April 1, 2021	5,158	5,158
Additions	-	-
Disposals	-	-
As at March 31, 2022	**5,158**	**5,158**
Accumulated depreciation		
As at April 1, 2021	2,579	2,579
Depreciation charged during the year	2,578	2,578
Disposals	-	-
As at March 31, 2022	**5,157**	**5,157**
Net carrying amount	**1**	**1**
Gross carrying amount at cost		
As at April 1, 2022	5,158	5,158
Additions	-	-
Disposals	-	-
As at March 31,2023	**5,158**	**5,158**
Accumulated depreciation		
As at April 1, 2022	5,157	5,157
Depreciation charged during the year	-	-
Disposals	-	-
As at March 31,2023	**5,157**	**5,157**
Net carrying amount	**1**	**1**

4 (A). NON-CURRENT TAX ASSETS (NET)

Particulars (Unsecured, considered good unless otherwise stated)	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance tax	89,935	-	-	-
Less: provision for tax	(68,742)	-		
Total	**21,193**	**-**	**-**	**-**

(B). CURRENT TAX LIABILITIES

Particulars (Unsecured, considered good unless otherwise stated)	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for tax		-	-	22,938
Less: Advance tax		-	-	(19,579)
Total	**-**	**-**	**-**	**3,359**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(C) TRADE RECEIVABLES

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured Considered good	7,561	42,937
Trade Receivables which have significant increase in credit risk	1,481	7,434
Trade Receivables-credit impaired	-	-
Allowance for bad and doubtful debts		
Trade Receivables which have significant increase in credit risk	(1,481)	(7,434)
Trade Receivables-credit impaired	-	-
Total	**7,561**	**42,937**

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.

Trade Receivables -Ageing Schedule

Year ended March 31, 2023

Amount (₹'000)

Particulars	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Grand Total
(i) Undisputed trade receivable -Considered Good	5,529	2,032	-	-	-	-	7,561
(ii) Undisputed trade receivable - which have significant increase in credit risk	-	635	145	701	-	-	1,481
(iii) Undisputed trade receivable - credit impared	-	-	-	-	-	-	-
(iv) Disputed trade receivable considered as Good	-	-	-	-	-	-	-
(v) Disputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivable - credit impared	-	-	-	-	-	-	-
Grand Total	**5,529**	**2,667**	**145**	**701**	**-**	**-**	**9,042**

Year ended March 31, 2022

Amount (₹'000)

Particulars	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Grand Total
(i) Undisputed trade receivable -Considered Good	36,973	5,964	-	-	-	-	42,937
(ii) Undisputed trade receivable - which have significant increase in credit risk	-	5,484	1,934	16	-	-	7,434
(iii) Undisputed trade receivable - credit impared	-	-	-	-	-	-	-
(iv) Disputed trade receivable considered as Good	-	-	-	-	-	-	-
(v) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Undisputed trade receivable - credit impared	-	-	-	-	-	-	-
Grand Total	**36,973**	**11,448**	**1,934**	**16**	**-**	**-**	**50,371**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(D) CASH & CASH EQUIVALENTS

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balances with bank	66,537	20,629
Cash on hand	-	-
-in current account		
Total	**66,537**	**20,629**

(E) OTHER FINANCIAL ASSETS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)				
Security deposits	3,314	300	-	-
Interest accrued on fixed deposits	4	-	2,753	409
Balance in fixed deposit accounts with original maturity more than 12 months*	5,868	-	166,529	59,096
* Includes ₹1,500 thousand (March 31, 2022 -₹1,500 thousand) as margin money with bank				
Total	**9,186**	**300**	**169,282**	**59,505**

(F). DEFERRED TAX ASSET/(LIABILITY)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset /(liability)		
- Opening balance	(1,186)	804
- Adjustment for the year:		
- credited/(charged) through profit or loss	1,172	(1,990)
- credited/(charged) through other comprehensive income	-	-
Total	**(14)**	**(1,186)**

Significant components of deferred tax asset/(liability) are shown in the following table:

Particulars	As at March 31, 2023 (₹'000)	(Charged)/ credited to profit or loss (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax liabilities			
-Routed through profit or loss			
-'Depreciation on fixed asset	647	(183)	830
-'Provision for leave obligations	(44)	(77)	33
-Provision for doubtful debts	(338)	1,530	(1,868)
-Employee stock option scheme compensation (ESOP)	-	93	(93)
-Provision for bonus	(488)	(400)	(88)
-Others	209	209	-
Net deferred tax asset/(liability)	**(14)**	**1,172**	**(1,186)**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5. OTHER NON- CURRENT/ CURRENT ASSETS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good unless otherwise stated)				
Amount recoverable in cash or in kind or for value to be received	-	-	1,008	180
Total	**-**	**-**	**1,008**	**180**

6. SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Authorised Capital		
50,000 Equity Shares of ₹10/- each		
(March 2022 - 50,000 Equity Shares of ₹10/- each)	500	500
50,000 Preference Shares of ₹10/- each	500	500
(March 2022 - 50,000 preference Shares of ₹10/- each)		
Total	**1,000**	**1,000**
Issued, Subscribed And Paid-Up Capital		
15,154 Equity Shares of ₹10/- each, fully paid up	152	152
(March 2022- 15,154 Equity Shares of ₹10/- each fully paid)		
Total	**152**	**152**

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

Particulars	As at March 31, 2023 No of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No of Shares	As at March 31, 2022 (₹'000)
Equity Shares				
At the beginning of the year	15,154	152	10,019	100
Add: Conversion during the year	-	-	5,135	52
Outstanding at the end of the year	**15,154**	**152**	**15,154**	**152**

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, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Info Edge (India) Ltd (6 shares hold by nominee shareholders)	15,148	99.99%	15,148	99.99%
Total	**15,148**	**99.99%**	**15,148**	**99.99%**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

d. Shares held by promoter & promoter group at the end of the year

Particulars	As at March 31, 2023		As at March 31, 2022		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	15,154	100.00	15,154	100.00	-
Total	**15,154**	**100.00**	**15,154**	**100.00**	**-**

Particulars	As at March 31, 2022		As at March 31, 2021		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	15,154	100.00	-	-	100.00%
- Mohammed Iliyas Shirol	-	-	2,986	29.80	(29.80%)
-Rohit Agrawal	-	-	2,985	29.79	(29.79%)
- Mohit Saxena	-	-	277	2.76	(2.76%)
Total	**15,154**	**100.00**	**6,248**	**62.35**	**-**

7. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Securities premium account				
Opening Balance	52,363	-	52,363	-
Add : Addition during the year	-	52,363	-	52,363
Stock Options Outstanding Account				
Opening Balance	369	-	-	-
Add: Transfer during the year	4,387	4,756	369	369
Retained earnings				
Opening Balance	28,563	-	(27,807)	-
Add: Net profit after tax transferred from Statement of Profit and Loss	144,137	-	56,552	-
Add: Other Comprehensive Income/(loss) for the year, net of Income tax	(92)	172,608	(182)	28,563
Equity Component of financial liability - Debentures	**20,000**	**-**	**20,000**	**-**
	-	20,000	-	20,000
Total	**-**	**249,727**	**-**	**101,295**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

b) Stock options outstanding account

The stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

8. FINANCIAL LIABILITIES

(a) Borrowings

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Secured loans				
Term loans from banks	547	1,583	-	-
Current maturities of long term borrowings	-	-	1,036	964
Debentures issued to holding company				
Info Edge (India) Limited	20,000	-	-	-
Add: Addition during the year	-	20,000	-	-
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 200,000 nos (March 31, 2022 -200,000 nos) of face value of ₹100/- each, maturity not exceeding 10 years from the date of issue	-	-	-	-
Less : Equity component of debt instruments	(20,000)	(20,000)	-	-
Liability component of debentures	**-**	**-**	**1,036**	**964**
Total	**547**	**1,583**	**1,036**	**964**

a. Term Loans from banks are secured by hypothecation of vehicles taken on lease.

b. Term loans carry interest rates of 7.3%. The loan is repayable along with interest with in 3 years and 1 month from the date of disbursement of loan.

c. Remaining installments for such term loans are payable in 18 installments.

(b) Trade payables

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	5,079	7,103
Total	**-**	**-**	**5,079**	**7,103**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Trade payable Ageing Schedule

Year Ended March 31, 2023

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	4,166	913	-	-	5,079
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-
Total	**4,166**	**913**	**-**	**-**	**5,079**

Year ended March 31 2022

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	7,103	-	-	-	7,103
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-
Total	**7,103**	**-**	**-**	**-**	**7,103**

(c) Lease liability

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Lease liability	1,770	-	8,511	-
Total	**1,770**	**-**	**8,511**	**-**

The following is the movement in lease liabilities for the beginning and at the end of the year

Particulars	Year ended March 31, 2023 Amount (₹)
Balance at the beginning	
Additions	15,145
Deletions	-
Lease Waivers during the year	-
Interest on Lease liabilities accrued during the year	800
Payment of lease liabilities (including interest)	5,664
Balance at the end	**10,281**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	Year ended March 31, 2023 (₹'000)
Less than one year	8,325
One to five years	2,497
More than five years	-

(d) Other financial liabilities

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Interest accrued but not due on loans	-	-	10	15
Total	**-**	**-**	**10**	**15**

9. PROVISIONS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for employee benefits				
- Gratuity (refer note 19)	-	-	804	1,714
- Leave obligations (refer note 19)	-	-	714	484
- Accrued bonus & incentives	-	-	11,023	1,985
Total	**-**	**-**	**12,541**	**4,183**

10. OTHER LIABILITIES

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance from customers	-	-	357	40
Employee benefits payable	-	-	3	273
Others				
-TDS payable	-	-	1,914	1,757
- GST				
GST payable	-	-	6,257	5,300
Less: Balance with GST authorities	-	-	(978)	(966)
-EPF payable	-	-	160	112
Other statutory dues	-	-	11	5
Total	**-**	**-**	**7,724**	**6,521**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

11. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Sale of services	309,930	161,792
Total	**309,930**	**161,792**

12. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income from financial assets measured at amortised cost		
- on fixed deposits with banks	5,694	465
Unwinding of discount on security deposit	186	-
Interest received on Income tax refund	244	155
Liability written back	5,814	-
Miscellaneous income	2,785	766
Total	**14,723**	**1,386**

13. EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Salaries, wages and bonus	76,024	43,114
Contribution to provident and other funds	1,462	1,171
Staff welfare expenses	902	225
Share based payment to employees (refer note 21)	4,387	369
Other employee related expenses	3,286	2,263
Total	**86,061**	**47,142**

14. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest on borrowings	148	367
Interest on lease liability	800	-
Total	**948**	**367**

15. DEPRECIATION AND AMORTISATION

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Depreciation of Property, plant and equipment (refer note 3(a))	596	530
Depreciation on right of use asset (refer note 3(b))	5,875	-
Amortization of intangible assets (refer note 3(c))	-	2,579
Total	**6,471**	**3,109**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

16. NETWORK, INTERNET AND OTHER DIRECT CHARGES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Internet and server charges	29,084	11,576
Others	2,643	-
Total	**31,727**	**11,576**

17. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Electricity and water	37	51
Repair and Maintaince (Machinery)	6	447
Rent	275	717
Communication expenses	410	3
Legal and professional charges*	5,985	8,290
Bad debts/provision for doubtful debts (net)	-	6,660
Collection & bank related charges	17	79
Travelling and Conveyance	1,421	420
Rates & taxes	151	173
Expenditure towards Corporate Social Responsibility activities (refer note 27)	691	-
Miscellaneous expenses	1,653	2,603
Total	**10,646**	**19,443**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

As auditor:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
As Auditors		
'- Audit Fees	70	70
'- Tax audit	35	-
	105	**70**

18. EARNINGS PER SHARE (EPS):

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit attributable to equity shareholders	144,137	56,552
Basic		
Weighted average number of equity shares outstanding during the year (nos.)	15,154	15,154
Basic earnings per equity share of ₹10 each (₹)	**9,511.48**	**3,731.62**
Diluted		
Weighted average number of equity shares outstanding during the year (nos.)	15,154	15,154
Add: Weighted average number of potential equity shares	2,000,000	721,311
Weighted average number of shares outstanding for diluted EPS	2,015,154	736,465
Diluted earnings per equity share of ₹10 each (₹)	**71.53**	**76.78**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

19. EMPLOYEE BENEFITS

A. Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. The minimum amount of contribution to be made by the employer is set at a rate of 12% of wages, subject to ceiling of ₹1800 per month as defined under the Employees Provident Fund Scheme,1952. The contributions are made to registered provident fund administered by the Government. The obligation of the Company 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Employers' Contribution to Provident Fund	779	559

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 13)

B. State Plans

a) Employer's Contribution to Employee State Insurance

During the year, the Company has recognised the following amounts in the Statement of Profit and Loss –

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Employers' Contribution to Employee State Insurance	-	-

B. Other Long term benefits

Leave obligations

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

The amount of the provision for ₹714 thousands (Previous year - ₹484 thousand) 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, 2023	March 31, 2022
Current leave obligations expected to be settled with in the next twelve months	268	180

Assumption used by the Actuary

Particulars	Leave Encashment / Compensated Absences	
	Year ended March 31, 2023	Year ended March 31, 2022
Discount Rate (per annum)	7.30%	6.25%
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 unfunded till March 31, 2023 and from April 1, 2023 the gratuity is funded plan and the Company makes contribution to recognised funds in India.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Assumption used by the Actuary

Particulars	Gratuity	
	Year ended March 31, 2023	Year ended March 31, 2022
Discount Rate (per annum)	7.30%	6.25%
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	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Present Value of Obligation at the beginning of the year	**1,714**	**861**
Interest Cost	107	62
Current Service Cost	574	549
Benefits paid		
Remeasurment due to		
-Actuarial loss/(gain) arising from change in financial assumptions	(212)	543
-Actuarial loss/(gain) arising from change in demographic assumptions		
-Actuarial loss/(gain) arising from change in demographic assumptions	-	(344)
-Actuarial loss/(gain) arising on account of experience changes	335	43
Present Value of Obligation at the end of the year	**2,519**	**1,714**

Changes in the Fair value of Plan Assets	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Fair Value of Plan Assets at the beginning of the year	**-**	**-**
Investment Income	-	-
Actuarial Gains/(Losses)	-	-
Actuarial Gains/(Losses)	-	-
Contributions made by the Company	1,714	-
Contributions	-	-
Benefits Paid	-	-
Benefits Paid	-	-
Fair Value of Plan Assets at the end of the year	**1,714**	**-**

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	March 31, 2023 (₹'000)	March 31, 2022 (₹'000)
Present Value of funded obligation at the end of the year 2022-23	(2,519)	-
Present Value of unfunded obligation at the end of the year 2021-22	-	(1,714)
Fair Value of Plan Assets as at the end of the year	1,714	-
Deficit of funded plan	(804)	-
Deficit of unfunded plan	-	(1,714)
*included in Provision for employee benefits (refer Note 9)	Nil	Nil

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

The present value of the defined benefit obligation relates primarily to active employees.

Expense recognised in the Statement of Profit and Loss	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Service Cost	574	549
Past Service Cost	-	-
Interest Cost	107	62
(Gains)/Loss on Settlement	-	-
Total Expenses recognized in the Statement of Profit and Loss #	**681**	**611**

#Included in 'Contribution to provident and other funds' under 'Employee benefits expense' (refer Note 13)

Amount recorded in Other comprehensive Income (OCI)	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Remeasurments during the year due to		
-changes in financial assumptions	(212)	543
-Changes in demographic assumptions	-	(344)
-Experience adjustments	335	44
-Actual return on plan assets less interest on plan assets	-	-
-Adjustment to recognise the effect of asset ceiling	-	-
Amount recognised in OCI during the year	123	243

*included in Provision for employee benefits (refer Note 9)

D. Sensitivity analysis

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

	Change in assumption			Increase in assumption			Decrease in assumption	
	31-Mar-23	31-Mar-22		31-Mar-23	31-Mar-22		31-Mar-23	31-Mar-22
Discount Rate	0.50%	0.50%	Decrease by	(7.60%)	(9.30%)	Increase by	8.70%	10.90%
Salary growth rate	0.50%	0.50%	Increase by	4.20%	5.50%	Decrease by	(4.00%)	(7.60%)

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, 2023 %	As at March 31, 2022 %	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Insurer managed funds	100%	-	1,714	-
Total	**100%**	**-**	**1,714**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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 from April 1, 2023. Last Year it was unfunded. 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:s

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 from April 1, 2023. Preious year it was unfunded.

(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, 2024 is ₹1,471 thousand.

The weighted average duration of the defined benefit obligation is 8 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)
March 31, 2023					
Defined benefit obligation (gratuity)	233	-	1,062	3,961	5,256
March 31, 2022					
Defined benefit obligation (gratuity)	158	-	541	2,957	3,656

20(1). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

a) List of related parties

Holding company

Info Edge (India) Limited

Key management personnel (KMP) & relatives

Mr. Rajesh Kumar Aggarwal

Mr. Amit Sharma

Ms. Jaya Bhatia

b) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
1	Rent Expense	24	-	24
2	Service Rendered	248,623	-	248,623

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

c) Amount due to/from related parties as at March 31, 2023

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
1	**Credit balances**			
2	Outstanding payable	-	-	-

d) Terms & conditions

Transactions related to investment in wholly owned subsidiaries made in debenture/preference share were made at face value.

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

All outstanding balances are unsecured and are repayable in cash.

20(2). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022

a) List of related parties

Holding company

Info Edge (India) Limited

Key management personnel (KMP) & relatives

Mr. Rajesh Kumar Aggarwal (w.e.f July 05, 2021)

Mr. Amit Sharma (w.e.f July 05, 2021)

Ms. Jaya Bhatia (w.e.f July 05, 2021)

Mr. Mohit Kumar Saxena (till July 05, 2021)

Mr. Rohit Shekhar Agrawal (till July 05, 2021)

Mr. Mohammed Iliyas Shafi Ahmed Shirol (till July 05, 2021)

b) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
1	Rent Expense	17	-	17
2	Service Rendered	81,508	-	81,508
3	Issue of Debentures to Info Edge (India) Limtied	20,000	-	20,000
4	Loan taken from Info Edge India Limtied	7,966	-	7,966
5	Interest on loan taken from Info Edge (India) Limited	246	-	246
6	Repayment of loan taken from Info Edge India Limtied	8,188	-	8,188
7	Loan repaid to Rohit Agrawal	-	3	3
8	Remuneration payable due paid to Rohit Agrawal	-	780	780
9	Remuneration payable due paid to Mohammad Iliyas Shafi Ahmed Shirol	-	306	306
10	Loan balance payable due paid to Mohammad Iliyas Shafi Ahmed Shirol	-	149	149
11	Loan balance repaid to Rohit Kumar Tirkey	-	236	236
12	Loan balance repaid to Sanket Saurav	-	290	290
13	Remuneration paid to Rohit Agrawal	-	1,331	1,331
14	Remuneration paid to Mohammad Iliyas Shafi Ahmed Shirol	-	554	554

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

c) Amount due to/from related parties as at March 31, 2022

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
	-	-	-

d) Terms & conditions

Transactions related to investment in wholly owned subsidiaries made in debenture/preference share were made at face value.

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

All outstanding balances are unsecured and are repayable in cash.

NOTE 21: SHARE BASED PAYMENTS

The ESOP scheme as is applicable to the employees of Holding Company was made effective to the employees of Company from FY'22. The employee stock option plan is designed to provide incentives to employees generally at and above the designation of managers to deliver long-term returns. Under the plan, participants are granted options have a vesting period of maximum 4 years from the date of grant . Participation in the plan is at the board appointed committee of Holding Company discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Stock Appreciation Rights (SARs) pertaining to shares of holding company have been granted to employees. The Cost of such options is cash settled by the company in favour of parent company at the time of exercise of options by the employee. The scheme only provides for equity settled grants to employees of Holding company and Subsidiary Companies whereby the employees can purchase equity shares by exercising SARs/ESOPs/RSUs as vested at the exercise price specified in the grant, there is no option of cash settlement. The SA ₹ till March 31, 2023 have a vesting period of maximum 4 years from the date of grant.

Set out below is a summary of SAR/options granted under the plan:

Particulars	March 31, 2023		March 31, 2022	
	Weighted Average exercise price per share option (₹)	Number of options	Weighted Average exercise price per share option (₹)	Number of options
Opening balance	4,683	3,500	-	-
Granted during the year	3,978	2,500	4,670	4,000
Exercised during the year *	-	-	-	-
Forfeited during the year	4,683	1,200	4,579	500
Expired during the year	-	-	-	-
Closing balance	**4,316**	**4,800**	**4,683**	**3,500**
Vested and exercisable	**-**	**690**	**-**	**-**

*The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2023 was Nil (March 31, 2022- Nil).

Share options outstanding at the end of the year have the following exercise price range :

Exercise price (₹) (Range)	March 31, 2023	March 31, 2022
0-300	-	-
300-600	-	-
600-900	-	-
900-above	4,800	3,500
Total	**4,800**	**3,500**
Weighted average remaining contractual life of options outstanding at end of period	5.18	5.99

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Fair value of SAR/options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, term of option, the share price at grant date, and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of option.

Model inputs for Options/SAR granted during the year are as follows:-

Options are granted for no consideration and vest upon completion of service for a period of three years. Vested options are exercisable for a period of four years after vesting.

	March 31, 2023	March 31, 2022
Fair Value of options (₹ per share)	1,687.30	1,907.59
Share price at measurement date (₹ per share)	3,977.88	4,620.21
Expected volatility (%)	43.27%	42.63%
Dividend yield (%)	0.33%	0.15%
Risk-free interest rate (%)	7.13%	5.93%
Expected Life (Years)	4.10	4.10

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information.

Expense arising from share-based payment transactions (refer Note 13)

Total expenses arising from share-based payment transactions recongnised in profit or loss as part of employee benefit expense were as follows:

Amount (₹'000)

	March 31, 2023	March 31, 2022
Total employee share-based payment expense (Stock appreciation rights)	-	-
Total employee share-based payment expense (Employee Stock Options)	4,387	369
Total employee share-based payment expense	4,387	369

22. During the previous year ended March 31, 2022, the company 100% share capital had been acquired by Info Edge (India) Limited.

23. During the year ended March 31, 2023, the Company has issued Nilnos (March 2022 - 200,000 nos) to holding company 0.0001% Compulsory Convertible Debentures into 0.0001% Compulsorily Convertible Preference Shares of ₹100 each amounting Nil (March 2022 - ₹20,000 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.

24. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

25. 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.

26. The Social Security 2020 (Code), which received the President Assent on September 28, 2020 subsumes nine laws relating to social security retirement and employee benefits, including the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Payment of Gratuity Act, 1972. The effective date of the Code is yet to be notified. The Company will assess and record the impact of the Code, if any, when it comes into effect.

27. As per Section 135 of the Companies Act,2013 ('Act'), Corporate Social Responsibility (CSR) is ben discharged by the board. The main areas for CSR activities, as per the CSR policy of the Company are promoting education, training to promote sports and contribution to appropriate funds set up by the Central Government, further the CSR Committee may consider other CSR activities subject to the condition that such activities relate to the subjects enumerated in Schedule VII of the Act.

Details of corporate social responsibility (CSR) are as below :

Particulars	Year ended March 31, 2023 (₹'000)
Gross amount required to be spent by the Company during the year	691
Amount remained unspent during previous year	-
Total amount required to be spent by the Company	**691**
Amount spent (paid) by the Company during the year	691

S.No.	Vendor Name	Nature of CSR activities	Year ended March 31, 2023
1	Language And Learning Foundation	Promoting Education	691

28. 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 explaines significant estimates to the Company's tax position.

a) Income Tax expense

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Tax		
Current tax on profit for the year	45,835	22,999
Total current tax expenses	**45,835**	**22,999**
Deferred Tax	**(1,172)**	**1,990**
Total	**44,663**	**24,989**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit before exceptional item and tax	188,800	81,541
Tax at the Indian tax rate of 25.168% (March 31, 2022 : 25.168%)	**47,517**	**20,522**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Corporate social responsibility expenditure	174	-
MAT credit written off	-	332
Others	(3,028)	4,135
A) Total	**(2,854)**	**4,467**
Brought forward losses available for set off	-	-
B) Total	**-**	**-**
Total	**44,663**	**24,989**

29. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

(₹'000)

Particulars	March 31, 2023		March 31, 2022	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Trade receivables	-	7,561	-	42,937
Cash and cash Equivalents	-	66,537	-	20,629
Other financial assets	-	178,468	-	59,805
Total Financial Assets	-	252,566	-	123,371
Financial Liabilities				
Borrowings	-	1,583	-	2,547
Trade payables	-	5,079	-	7,103
Other financial liabilities	-	10	-	15
Total Financial Liabilities	**-**	**6,672**	**-**	**9,665**

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, 2023

(₹'000)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Financial assets measured at fair value at March 31, 2022

(₹'000)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

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 unlisted compound instruments.

There are no transfers between any of these levels 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) 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 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.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

e) Valuation processes

The Company uses third party valuers to perform the valuations of the unquoted equity shares, preference shares and debentures required for financial reporting purposes for Level 3 purposes other than investment in compulsorily redeemable preference shares and debentures (Debt instruments) which are done by Finance department of the company.

The main Level 3 inputs for these unlisted securities are derived and evaluated as below.

• Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

• Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies to the extent available.

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 (c) and (e) above.

NOTE 30 : FINANCIAL RISK AND CAPITAL MANAGEMENT

A) Financial risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework.

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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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
"Market risk – foreign exchange"	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	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.

(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:

	Trade receivables (₹'000)
Loss allowance as on March 31, 2022	**7,434**
Changes in loss allowance	(5,953)
Loss allowance as on March 31, 2023	**1,481**

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(i) Financing arrangements

There are no fund and non-fund based financing arrangements

(ii) Maturities of financial liabilities

The amount disclosed in the above table represent the contractual undiscounted cash flows.

Amount (₹'000)

March 31, 2023	Contractual cash flows				
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Borrowings	1,583	423	614	546	-
Trade payables	5,079	5,079	-	-	-
Lease liability	10,823	3400	4,926	2,497	-

Amount (₹'000)

March 31, 2022	Contractual cash flows				
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Borrowings	2,562	488	491	1,036	547
Trade and other payables	7,103	7,103	-	-	-

(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:

Financial assets	As at March 31, 2023		As at March 31, 2022	
	Amount ($)	Amount (₹'000)	Amount ($)	Amount (₹'000)
Trade receivables	USD 40,060	3,291	USD 375	28
Total-Financial assets		**3,291**		**28**

(iii) 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

	Amount in ₹'000	
	March 31, 2023	March 31, 2022
Fixed-rate instruments		
Financial assets	172,397	59,096
Financial liabilities	1,583	2,562
Total	**173,980**	**61,658**

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 debentures.

b) Dividend

No dividend was paid out during the year

31. FINANCIAL RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Trade receivable Turnover ratio	Net Credit Sales	Average Trade receivables	12.27	6.57	87%	Increase in ratio is mainly driven by increase in credit sales from ₹162,626 thousands (FY 2021-22) to ₹309.930 thousand (FY 2022-23).
Inventory Turnover Ratio	Current Assets	Average Inventory	Not Applicable	Not Applicable	Not Applicable	
Trade Payable Turnover Ratio	Net Credit Purchases	Average Trade payables	6.80	4.87	40%	Increase in ratio is mainly driven by increase in credit purchases from ₹23,642 thousands (FY 2021-22) to ₹41,407 thousand (FY 2022-23).
Current Ratio	Current Assets	Current Liabilities	7.00	5.57	26%	Increase in ratio is on account of the increase in fixed deposit balances in comparision to previous year.
Debt Equity Ratio	Total Debt	Shareholder's Equity	0.01	0.03	(75%)	Mainly driven by increase in shareholders fund on account in net profit for the year.
Debt Service Coverage Ratio	Earnings available for debt service	Debt service	22.16	44.76	(51%)	Mainly driven by increase in debt cost from ₹1,498 thousand (FY 21-22) to ₹6,776 thousand (FY 22-23)
Net Profit Ratio	Net Profit (before Comprehensive Income)	Net revenue from operations	46.51%	34.95%	33%	Increase in ratio is mainly driven by increase in net profit from ₹56,552 thousand to 141,436 thousands

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Return on Equity Ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	82.05%	89.65%	(8%)	Insignificant variance
Net Capital Turnover Ratio	Net Sales	Working capital	1.48	1.60	(8%)	Insignificant variance
Return on Capital Employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	74.67%	78.32%	(5%)	Insignificant variance
Return on Investment-Treasury	Investment income (including OCI & Exceptional item)	Weighted average Investment (i.e. Treasury funds)	5.63%	4.97%	13%	Insignificant variance

Return on Investment is calculated for treasury funds (Fixed deposit).

Notes:

1. Net Credit sales here means total credit billing less sales return.
2. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
3. Trade payable turnover ratio is computed on expenses over average trade payable.
4. Current ratio is calculated on Current asset over current liability.
5. Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).
6. Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings).
7. Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.
8. Return on equity is computed on Net profit after tax over Average shareholder's equity.
9. Net capital turnover ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities.
10. Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax).
11. Return on Investment is computed on interest income over weighted average investment.

32. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023 :

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Company is currently assessing the impact of the amendments.

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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
Axilly Labs Private Limited
CIN - U72400KA2015PTC084349

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

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, 2023.

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 total comprehensive loss of ₹ 908.00 Million in FY23 as compared to Income of ₹8537.54 Million in FY22.

SHARE CAPITAL

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

The authorized share capital of the Company as on March 31, 2023 is ₹3500.50 Million divided into 50,000 equity shares of ₹10/- each and 35,000,000 preference shares of ₹100/- each.

The paid up share capital of the Company as on March 31, 2023 is ₹3,481.82 Million divided into 50,000 equity shares of ₹10/- each and 34,813,175 preference shares of ₹100/- each.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013, ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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

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

INVESTEE COMPANY

PB Fintech Ltd. (PB Fintech/Policybazaar)

PB Fintech (Formerly known as Etechaces Marketing & Consulting Pvt. Ltd.) doing business as www.policybazaar.com, develops and publishes an online financial services platform. The Company offers a consumer centric platform by partnering with financial services companies such as insurance companies to help customers select products/ schemes that best suit their requirements.

The Company holds a stake of 4.19 % in PolicyBazaar on fully converted and diluted basis.

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 Act, 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 Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act, and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act, by the Auditors of the Company.

SECRETARIAL AUDITORS

During the year under review, the provisions of Secretarial Audit pursuant to Section 204 of the Act were applicable on the Company.

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. MNK and Associates LLP (FRN: L2018DE004900), Practicing Company Secretaries as the Secretarial Auditors of the Company to undertake Secretarial Audit of the Company for the FY23.

The Secretarial Audit Report in Form MR-3 is annexed herewith as **Annexure II** to this Report. The Secretarial Audit Report is self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer.

INTERNAL AUDITORS

The provisions of Internal Audit pursuant to Section 138 of the Act were applicable on the Company during the year under review.

The Board of Directors of the Company had appointed M/s. T.R. Chadha & Co LLP, Chartered Accountants as the Internal Auditors to conduct the internal audit for the FY23. The Internal Auditors of the Company have not reported any fraud or material weakness during the period under review.

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.

As on the date of this report, Mr. Chintan Thakkar, Mr. Rajesh Kumar Aggarwal and Ms. Sharmeen Khalid are the Directors of the Company, Mr. Kailash Negi, Chief Financial Officer, Mr. Dinesh Pahuja, Chief Executive Officer and Ms. Rabab Zaidi, Company Secretary of the Company.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, 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 under review on May 24, 2022, August 09, 2022, November 07, 2022 and February 07, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Rajesh Kumar Aggarwal	Director	4	4
Mr. Chintan Thakkar	Director	4	4
Ms. Sharmeen Khalid	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any investments, loans or guarantees 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 I** to this report.

Details of all other related party transactions are present under Note no. 15 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 Act, are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Ltd., the holding company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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

The Company takes its best efforts to conserve the energy consumed. 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 Act 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 and the Directors individually.

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

The Board of Directors had expressed their satisfaction to the overall evaluation process.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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; and

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	**Rajesh Kumar Aggarwal**
(Director)	(Director)
DIN: 00678173	DIN: 02397913

Place: Noida

Date: Approved on May 22, 2023
Signed on July 3, 2023

ANNEXURE I
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note No. 15 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

	Chintan Thakkar	**Rajesh Kumar Aggarwal**
Place: Noida	(Director)	(Director)
Date: Approved on May 22, 2023 Signed on July 3, 2023	DIN: 00678173	DIN: 02397913

ANNEXURE II
FORM NO. MR-3
SECRETARIAL AUDIT REPORT

From April 01, 2022 to March 31, 2023
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Diphda Internet Services Limited

Registered Office:
GF-12-A GF Meghdoot BLDG,
94 Nehru Place New Delhi-110019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Diphda Internet Services Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minutes, books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year started from April 01, 2022 to March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2023 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the rules made thereunder;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (N.A)

v. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR") to the extent applicable;

vi. As per the information provided to us, there are no employees on the payroll of the company, therefore, the various Labour Laws and related enactments are not applicable to the Company for the period under review.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India as amended from time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors, Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice along with detailed agenda is given to all directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarification on agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes maintained by the Company for the Board/ Committee and Shareholders, we noticed that all the decisions were approved by the respective Board/Committee and Shareholders without any dissent note.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. However, the compliances of other applicable laws, as listed in Para (vi) above, are based on the documents presented and management certifications reported to the Board through agenda papers with respect to the office located at New Delhi.

For MNK and Associates LLP
Company Secretaries
FRN: L2018DE004900

Mohd. Nazim Khan
(Designated Partner)
Company Secretary
FCS: 6529; CP-8245
UDIN: F006529E000539809
Place: New Delhi
Date: 03.07.2023

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

ANNEXURE-A

The Members
Diphda Internet Services Limited

Registered Office:
GF-12-A GF Meghdoot BLDG,
94 Nehru Place New Delhi-110019

(For the period from April 01, 2022 to March 31, 2023)

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification goes done on the random test basis to ensure the correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules, regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, standards is the responsibility of the management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For MNK and Associates LLP
Company Secretaries
FRN: L2018DE004900

Mohd. Nazim Khan
(Designated Partner)
Company Secretary
FCS: 6529; CP-8245
UDIN: F006529E000539809
Date: 03.07.2023
Place: New Delhi

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, 2023, 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 notes to the standalone financial statements, including 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Loss, total comprehensive income, its cash flows and changes in equity 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 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 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 including other 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 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 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, 2020 ("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 Companies (Indian Accounting Standards) Rules, 2015, as amended.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration not paid by the Company to its directors during the year.

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

      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.

iv. As per the management representation we report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPB8280

Date: May 22, 2023
Place: Noida

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. The Company does not have any Property, Plant and Equipment and Intangible Assets.

   Accordingly, clause 3(i) of the order is not applicable.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

   (b) The Company has not been sanctioned working capital limits in excess of ₹5 Crore, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii) (b) of the Order is not applicable.

iii. In our opinion and according to information and explanations given to us, during the year the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the order are not applicable to the company.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

   (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. 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, 2023 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 March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

   (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority or any lender.

   (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.

   (d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix) (d) of the order is not applicable.

   (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

   (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

   (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

   (c) No whistle blower policy has been implemented by the company.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In our opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) According to the information and explanations given to us and as fully explained in Note 20 to the standalone Ind-AS financial statements, based on the management internal legal counsel assessment, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and thereby filed an application during financial year 2022-2023 intimating the Reserve Bank of India. The said application is under process by the Reserve Bank of India. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company.

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3 (xvi) (d) of the order are not applicable to the company

xvii. The Company has incurred cash losses ₹(99) thousands during the current financial year however no cash losses incurred in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion, Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPB8280

Date: May 22, 2023
Place: Noida

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(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, 2023 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, 2023, 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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPB8280

Date: May 22, 2023
Place: Noida

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current assets			
Financial assets			
(i) Investments	3(a)	12,061,488	13,086,672
(ii) Other financial assets	3(c)	150	10
Non-current tax asset (net)	4	60	57
Total non-current assets		**12,061,698**	**13,086,739**
Current assets			
Financial assets			
(i) Cash and cash equivalents	3(b)	110	105
(ii) Other financial assets	3(c)	7,232	7,393
Other current assets	6	4	94
Total current assets		**7,346**	**7,592**
Total assets		**12,069,044**	**13,094,331**
EQUITY & LIABILITIES			
Equity			
Equity share capital	7	500	500
Other equity	8	11,082,845	11,990,847
Total equity		**11,083,345**	**11,991,347**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	9(a)	-	-
Deferred tax liability (net)	5	985,576	1,102,857
Total non-current liabilities		**985,576**	**1,102,857**
Current liabilities			
Financial liabilities			
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		107	108
Other current liabilities	10	16	19
Total current liabilities		**123**	**127**
Total liabilities		**985,699**	**1,102,984**
Total equity and liabilities		**12,069,044**	**13,094,331**

Summary of significant accounting policies 2

The accompanying notes 1 to 27 are an 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

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

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-02397913

Kailash Negi
Chief Financial Officer

Dinesh Pahuja
Chief Executive Officer

Rabab Zaidi
Company Secretary
Membership No.- A44111

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Other income	11	373	372
I Total income		**373**	**372**
Expenses			
Administration and other expenses	12	472	318
II Total expenses		**472**	**318**
III. Profit/(Loss) before exceptional items & tax (I-II)		**(99)**	**54**
IV. Exceptional items		-	15,056,083
V. Profit/(Loss) before tax (III+IV)		**(99)**	**15,056,137**
VI. Tax expense			
- Current tax	21	-	14
- Deferred tax	21	-	1,722,416
VII. Profit/(Loss) for the year (V-VI)		**(99)**	**13,333,707**
VIII. Other comprehensive income			
A.Items that will not be reclassified to profit or loss			
(i) Loss on financial assets measured at Fair value through OCI		(1,025,184)	(5,415,728)
(ii) Income tax relating to this		117,281	619,559
(B) Items that will not be reclassified to profit or loss		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
Other comprehensive income/(loss) for the year, net of tax		**(907,903)**	**(4,796,169)**
Total comprehensive income/(loss) for the year (VII+VIII)		**(908,002)**	**8,537,538**
Earnings/(loss) per equity share (in ₹):	**14**		
Basic EPS of ₹10 each (₹)-after exceptional item		(1.98)	266,674.14
Basic EPS of ₹10 each (₹)-before exceptional item		(1.98)	0.82
Diluted EPS of ₹10 each (₹)-after exceptional item		(1.98)	38.30
Diluted EPS of ₹10 each (₹)-beofre exceptional item		(1.98)	0.00

Summary of significant accounting policies 2

The accompanying notes 1 to 27 are an 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

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

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-02397913

Kailash Negi
Chief Financial Officer

Dinesh Pahuja
Chief Executive Officer

Rabab Zaidi
Company Secretary
Membership No.- A44111

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2023 (₹'000)
Cash flow from operating activities:		
Profit/(loss) before tax	(99)	54
Adjustments for:		
Interest received on Fixed Deposits	(370)	(372)
Operating loss before working capital changes	**(469)**	**(318)**
Changes in working capital :		
(Increase)/Decrease in Other Non Current Financial Assets	(139)	(10)
(Increase)/Decrease in Current - Other Financial Assets	-	10
(Increase)/Decrease in Other Current Assets	90	(94)
Increase/(Decrease) in Trade payables	(1)	5
Increase in Other current liabilities	(3)	5
Cash generated used in operations	**(522)**	**(402)**
Taxes Paid (Net of TDS)	(4)	(37)
Net cash outflow from operating activities (A)	**(526)**	**(439)**
Cash flow from investing activities:		
Maturity of/(Investment in) fixed deposits (net)	154	1
Interest received on Fixed Deposits	377	441
Net cash inflow/(outflow) from investing activities (B)	**531**	**442**
Cash flow from financing activities:		
Net cash flow from financing activities (C)	**-**	**-**
Net increase/(decrease) in cash & cash equivalents (A+B+C)	**5**	**3**
Cash and cash equivalents at the beginning of the year	**105**	**102**
Cash and cash equivalents at the end of the year	**110**	**105**
Cash and cash equivalents comprise (Refer note 3(b))		
Cash on hand	5	5
Balance with banks		
on current accounts	105	100
on 'Fixed deposits accounts with original maturity of less than 3 months	-	-
Total cash and bank balances at end of the year	**110**	**105**
Total	**110**	**105**

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 27 are an 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

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

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-02397913

Kailash Negi
Chief Financial Officer

Dinesh Pahuja
Chief Executive Officer

Rabab Zaidi
Company Secretary
Membership No.- A44111

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

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	6(a)	-
Closing		**500**

B. OTHER EQUITY

(₹'000)

Particulars	Equity Component of Preference shares	Reserve & Surplus	Equity instruments through other comprehensive income	Total
		Retained Earnings		
Balance as at April 01, 2021	**3,481,318**	**(28,009)**	**-**	**3,453,309**
Profit/(Loss) for the year	-	13,333,707	-	13,333,707
Other Comprehensive Income for the year net of Income tax	-	-	(4,796,169)	(4,796,169)
Balance as at March 31, 2022	**3,481,318**	**13,305,698**	**(4,796,169)**	**11,990,847**

(₹'000)

Particulars	Equity Component of Preference shares	Reserve & Surplus	Equity instruments through other comprehensive income	Total
		Retained Earnings		
Balance as at April 01, 2022	**3,481,318**	**13,305,698**	**(4,796,169)**	**16,787,016**
Profit/(Loss) for the year	-	(99)		(99)
Other Comprehensive Income for the year (net of Income tax)	-	-	(907,903)	(907,903)
Balance as at March 31, 2023	**3,481,318**	**13,305,599**	**(5,704,072)**	**11,082,845**

Summary of significant accounting policies 2

The accompanying notes 1 to 27 are an 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

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

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-02397913

Kailash Negi
Chief Financial Officer

Dinesh Pahuja
Chief Executive Officer

Rabab Zaidi
Company Secretary
Membership No.- A44111

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Diphda Internet Services Limited (the Company) CIN: U74999DL2018PLC335245 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 authorized for issue in accordance with a resolution of the directors on May 22, 2023.

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 from time to time 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 non-current 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) which are measured at fair value / amortised cost less diminution, if any;
- Defined benefit plans-plan assets measured at fair value; and

2.2 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.3 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 embodying economic benefits 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.

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.

2.4 LEASES (AS LESSEE)

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 current guidance under Ind AS 17 Leases. 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.

2.5 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.

2.6 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 year, adjusted for bonus elements in equity shares issued during the year.

(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.

2.7 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 to be 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 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 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. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established.

(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.

(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.

(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.

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.

(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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

2.8 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 source of estimation of uncertainty in respect of current tax expense and payable have been discussed in their respective policies. The areas involving critical estimates or judgments are related to estimation of current tax expenses and payable.

2.9 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 such write down.

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

d) Fair value loss of asset classified as held for sale.

e) Gain on fair valuation of Investment reclassified as per Ind AS 109.

2.10 ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

2.11 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. FINANCIAL ASSETS

(a) Non current investments

Particulars	As at March 31, 2023				As at March 31, 2022			
	Number of Unit	Face value per unit (In ₹)	(₹'000)	(₹'000)	Number of Unit	Face value per unit (In ₹)	(₹'000)	(₹'000)
Investments in Preference shares of Associates								
Unquoted								
PB Fintech Limited	-	-	-		37,740	20	3,444,492	-
(formerly known as PB Fintech Private Limited / eTechAces Marketing and Consulting Private Limited)								
Nil nos. 0.1% CCPS face value of ₹20/- each fully paid up (March 31, 2021 - 37,740 nos. face value of ₹20/- each fully paid up)								
Less: Conversion of CCCPS to equity shares	-	-	-		(37,740)	20	(3,444,492)	-
Add/(Less) : Profit/(Loss) on measurement at FVTOCI			-				-	
				-				-
Other Investments in Equity instruments								
Quoted								
PB Fintech Limited	18,880,000	2	3,446,317		20	2	1,825	-
(formerly known as PB Fintech Private Limited / eTechAces Marketing and Consulting Private Limited)								
18,880,000 nos. Equity Shares face value of ₹2/- each fully paid up (March 31, 2022 - 18,880,000 nos. face value of ₹2/- each fully paid up)								
Add: Conversion of CCCPS to equity shares			-		18,870,000	2	3,444,492	-
Add: Bonus issue			-		9,980	2	-	-
Add : Gain on fair valuation routed through profit or loss till reclassification as financial investment			15,056,083		-		1,5,056,083	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				As at March 31, 2022			
	Number of Unit	Face value per unit (In ₹)	(₹'000)	(₹'000)	Number of Unit	Face value per unit (In ₹)	(₹'000)	(₹'000)
Add : Gain/(loss) on fair valuation routed through other comprehensive income			(6,440,912)				(5,415,728)	
				12,061,488				13,086,672
Total				**12,061,488**				**13,086,672**
Aggregate amount of quoted investments & market value thereof				**12,061,488**				**13,086,672**
Aggregate amount of unquoted investments				-				-
Aggregate amount for impairment in value of investments				-				-

(b) Cash & Cash Equivalents

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash and cash equivalents		
Cash on hand	5	5
Balances with bank in current account	105	100
Total	**110**	**105**

(c) Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balances in fixed deposit accounts with original maturity more than 12 months	-	-	6,997	7,151
Interest Accrued On FD	-	-	235	242
Security Deposit	150	10	-	-
Total	**150**	**10**	**7,232**	**7,393**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

4. NON-CURRENT TAX ASSET (NET)

Particulars	Non Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)		
Advance tax (including TDS)	74	71
Less: Provision for tax	(14)	(14)
Total	**60**	**57**

5. DEFERRED TAX ASSET/(LIABILITY)

Particulars	Non Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset/(liability)		
- Opening balance	(1,102,857)	-
-Adjustment for the year		
-credited/(charged) through profit or loss	-	(1,722,416)
-credited/(charged) through Other comprehensive income	117,281	619,559
Total	**(985,576)**	**(1,102,857)**

6. OTHER CURRENT ASSETS

Particulars	Current		Non-Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)				
Amount recoverable in cash or in kind or for value to be received	-	90	-	-
Prepaid Expenses	4	4	-	-
Total	**4**	**94**	**-**	**-**

7. SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Authorised Capital		
50,000 Equity Shares of ₹10/- each	500	500
(March 31, 2022 - 50,000 Equity Shares of ₹10/- each)		
35,000,000 0.0001% Compulsorily Comvertible Preference Shares of ₹100/- each	3,500,000	3,500,000
(March 31, 2022 - 35,000,000 Preference Shares of ₹100/- each)		
Issued, Subscribed And Paid-Up Capital		
50,000 Equity Shares of ₹10/- each, fully paid up	500	500
(March 31, 2022 - 50,000 Equity Shares of ₹10/- each)		
Total	**500**	**500**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'000)
Equity Shares				
Outstanding at the begning 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, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'000)
Preference Shares				
At the beginning of the year	34,813,175	3,481,318	34,813,175	3,481,318
Add: Issued during the year	-	-	-	-
Less: Converted during the year	-	-	-	-
Outstanding at the end of the year	**34,813,175**	**3,481,318**	**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 ₹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, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Info Edge (India) Ltd	49,994	99.99%	50,000	100.00%
(excluding Six shares held by nominee shareholders)				
Total	**49,994**	**99.99%**	**50,000**	**100.00%**

e. Shareholding of promoters

Particulars	As at March 31, 2023		As at March 31, 2022		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Equity Shares of ₹10 each fully paid					
Info Edge (India) Ltd	49,994	99.99%	49,994	99.99%	-
(excluding Six shares held by nominee shareholders)					
Total	**49,994**	**99.99%**	**49,994**	**99.99%**	**0%**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2022		As at March 31, 2021		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Equity Shares of ₹10 each fully paid					
Info Edge (India) Ltd	49,994	99.99%	49,994	99.99%	-
(excluding Six shares held by nominee shareholders)					
Total	**49,994**	**99.99%**	**49,994**	**99.99%**	**0%**

8. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Deficit in the statement of profit & loss				
Opening balance	13,305,698	-	(28,009)	-
Add:Profit/(Loss) for the year	(99)	-	13333,707	-
Gain/(loss) on financial assets measured at Fair value through OCI	-	13,305,599	-	13,305,698
Equity instruments through other comprehensive income (net of income tax)				
Opening balance	(4,796,169)	-	-	-
Gain/(loss) during the year	(907,903)	(5,704,072)	(4,796,169)	(4,796,169)
Equity Component of Preference shares	-	3,481,318	-	3,481,318
Total	**-**	**11,082,845**	**-**	**11,990,847**

9. FINANCIAL LIABILITIES

(a). Borrowings

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'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, 2022 - 34,813,175 nos) maturity not exceeding 10 years from the date of issue	**3,481,318**	**3,481,318**	**-**	**-**
Less: Equity Component of Preference shares	(3,481,318)	(3,481,318)	-	-
Total borrowings	**-**	**-**	**-**	**-**

(b). Trade payables

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade Payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	107	108
Total	**-**	**-**	**107**	**108**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(b)(i) Trade payable Ageing Schedule

Year ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	107	-	-	-	107
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

Year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	108	-	-	-	108
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

10. OTHER LIABILITIES

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
TDS Payable - Professional	-	-	16	19
Total	**-**	**-**	**16**	**19**

11. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income on fixed deposits with banks	370	372
Miscellaneous income	3	-
Total	**373**	**372**

12. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Legal and professional expenses*	259	193
Miscellaneous expenses	7	3
Rent	28	28
Subscription & Fee	178	94
Total	**472**	**318**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

13. AUDITORS REMUNERATION

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Statutory audit fees	100	100
Total	**100**	**100**

14. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit attributable to Equity Shareholders (Profit after exceptional items and tax)	(99)	1,33,33,707
Profit attributable to Equity Shareholders (Profit before exceptional items and after tax)	(99)	41
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Basic EPS of ₹10 each (₹)-after exceptional item	**(1.98)**	**266,674.14**
Basic EPS of ₹10 each (₹)-before exceptional item	**(1.98)**	**0.82**
Weighted average number of convertible shares outstanding during the year (Nos.)	348,131,750	348,131,750
Total Weighted average number of Shares outstanding during the year (Nos.)	348,181,750	348,181,750
Diluted EPS of ₹10 each (₹)-after exceptional item	(1.98)	38.30
Diluted EPS of ₹10 each (₹)-before exceptional item	**(1.98)**	**0.00**

15(1). RELATED PARTY DISCLOSURES

Related Party Disclosures for the year ended March 31, 2023

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

Holding Company

Info Edge (India) Limited

Directors, Key Management Personnel (KMP) & Company Secretary

Chintan Thakkar (Director)

Rajesh Kumar Aggarwal (Director)

Sharmeen Khalid (Director)

Rabab Zaidi (Company Secretary)

Dinesh Pahuja (CEO)

Kailash Negi (CFO)

B) Transactions with related party

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Rent Expenses	28	-	28

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

15 (2) . RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022

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

Holding Company

Info Edge (India) Limited

Directors, Key Management Personnel (KMP) & Company Secretary

Chintan Thakkar (Director)

Rajesh Kumar Aggarwal (Director)

Sharmeen Khalid (Director)

Murlee Manohar Jain (resigned w.e.f. March 31, 2022)

Rabab Zaidi (Company Secretary)

Dinesh Pahuja (CEO)

Kailash Negi (CFO)

B) Transactions with related parties:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Associate Company	Total
Rent Expenses	28	-	28

16. 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.

17. 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 and previous year.

18. During the previous year ended March 31, 2022, PB Fintech Limited (formerly known as eTechAces Marketing and Consulting Private Limited and later known as PB Fintech Private Limited), has come out with initial public offer ("IPO") of its equity shares and such shares have been listed on NSE & BSE on November 15, 2021.

Effective listing date, PB Fintech Limited has ceased to be an associate and hence has been reclassified as financial investment which will be fair valued at each reporting date in accordance with Ind AS109. Accordingly, unrealised mark to market gain of ₹15,056,083 thousand till date of listing of PB Fintech Limited has been credited to P&L through exceptional item in previous year. Unrealised loss of ₹1,025,184 thousand (Previous year : ₹5,415,728 thousand from date of listing till year end) has been taken to Other Comprehensive Income in accordance with one time irrevocable option available under IND AS.

19. 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.

20. Company's previous year financial statements includes an unrealized notional gain upon fair valuation of financial investment (i.e. equity shares held in PB Fintech Limited) (formerly known as eTechAces Marketing and Consulting Private Limited) as stipulated under IND AS 109 amounting to ₹15,056,083 thousand (credited to Exceptional Items which forms part of Profit after Tax) and unrealised notional loss ₹5,415,728 thousand (credited to Other Comprehensive Income). Based on internal legal counsel assessment, the company believes that such notional unrealized gain is not required to be considered to calculate Financial Income with respect to threshold notified by Reserve Bank of India vide Press Release 1998-99/ 1269 dated April 8, 1999 issued under section 45-I(a) of the Reserve Bank of India Act, 1934, commonly known as 50:50 rule, to determine the requirement of registration as Non-Banking Financing Company. As a matter of abundant precaution,during current period, the company has intimated to the Reserve Bank of India about the same clearly spelling out the rationale for such assessment and shall abide by RBI's further guidance on the matter, if and when received.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

21. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current tax on profit for the year	-	14
Total current tax expenses	**-**	**14**
Deferred Tax	**-**	**1,722,416**
Total (a)	**-**	**1,722,430**

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit before tax	(99)	54
Tax @ 25.168%	**-**	**14**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Deferred tax on profit on fair value of investment (capital gain)	-	1,722,416
Total (b)	**-**	**1,722,430**

22. Based on the information available with the Company, the Company has certain dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

23. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value Hierarchy

a) Financial instruments by category

Particulars	March 31, 2023 (₹'000)			March 31, 2022 (₹'000)		
	Fair value through profit or loss	Fair value through other comprehen-sive income	Amortised cost	Fair value through profit or loss	Fair value through other comprehen-sive income	Amortised cost
Financial Assets						
Investments*	-	12,061,488	-	-	13,086,672	-
Cash and cash Equivalents	-	-	110	-	-	105
Other financial assets	-	-	7,382	-	-	7,403
Total Financial Assets	**-**	**12,061,488**	**7,492**	**-**	**13,086,672**	**7,508**
Financial Liabilities						
Trade payables	-		107	-		108
Total Financial Liabilities	**-**		**107**	**-**		**108**

* Excluding investments in subsidiaries, joint ventures 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, 2023

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	12,061,488			12,061,488.00

Financial assets measured at fair value at March 31, 2022

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	13,086,672.00			13,086,672.00

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

c) Valuation techniques used to determine fair value

Specific valuation technique used to value financial instruments include the use of quoted market prices for such instruments; included in Level 1.

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 significificant 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.

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 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 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.

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

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	March 31, 2023 (₹'000)	March 31, 2022 (₹'000)
Fixed-rate instruments		
Financial assets	6,997	7,151
Financial liabilities	-	-
Total	**6,997**	**7,151**

25. FINANCIAL RISK MANAGEMENT

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.

March 31, 2023	Contractual cash flows				
	Total ₹'000	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Trade and other payables	107	107	-	-	-

March 31, 2022	Contractual cash flows				
	Total ₹'000	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Trade and other payables	108	108	-	-	-

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 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.

b) Dividend

The Company did not pay any dividend during the year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

26. FINANCIAL RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Trade receivable Turnover ratio	Net Credit Sales	Average accounts receivable	Not Applicable	Not Applicable	-	-
Inventory Turnover ratio	Current Assets	Average Inventory	Not Applicable	Not Applicable	-	-
Trade payable Turnover ratio	Net Credit Purchases	Average Trade payables	4.13	2.74	51%	On account of increase in admin charges
Current ratio	Current Assets	Current Liabilities	59.72	59.78	0%	Insignificant variance
Debt-Equity ratio	Total Debt	Shareholder's Equity	Not Applicable	Not Applicable	-	-
Debt Service Coverage ratio	Earnings available for debt service	Debt Service=Interest & Lease Payments + Principal Repayments	Not Applicable	Not Applicable	-	-
Net Profit ratio	Net Profit	Net Sales	Not Applicable	Not Applicable	-	-
Return on equity ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	0.00%	172.66%	100%	Decrease is majorly due to fair valuation gain booked on investment which got listed during the previous year
Net Capital Turnover ratio	Net Sales	Working capital	Not Applicable	Not Applicable	-	-
Return on Capital Employed	Earning before interest and taxes (before interest income)	Capital employed =Tangible Net Worth + Total Debt + Deferred Tax	0.00%	84.16%	100%	Decrease is majorly due to fair valuation gain booked on investment which got listed during previous year
Return on Investment						
(a) Treasury Investment	Net Income	Weighted average investment	5.14%	5.12%	0%	Insignificant variance
(b) Other investment carried at Fair Value	Net Income	Weighted average investment	(29.75%)	279.73%	(111%)	Decrease is majorly due to fair valuation loss booked on investment which got listed during previous year

Notes:

1. Net Credit sales here means total credit billing less sales return.
2. Net Credit purchase here means total expenses on credit terms.
3. Net capital turnover ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities.
4. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
5. Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings).
6. Current ratio is calculated on Current asset over current liability.
7. Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).
8. Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.
9. Return on equity is computed on Net profit after tax on Average shareholder's equity.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

10. Return on investment is a ratio between return on investment from fair valuation and exceptional gain on initial investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.
11. Return on Capital employed is computed on Earning before Interest and tax (after exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)

27. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023. The Company is currently assessing the impact of the amendments.

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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

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

Chintan Thakkar
Director
DIN No:-00678173

Rajesh Kumar Aggarwal
Director
DIN No:-02397913

Kailash Negi
Chief Financial Officer

Dinesh Pahuja
Chief Executive Officer

Rabab Zaidi
Company Secretary
Membership No.- A44111

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 14th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

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 total comprehensive loss of ₹0.23 Million in FY23 as compared to a loss of ₹0.16 Million in FY22.

SHARE CAPITAL

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

The authorized share capital & the paid-up share capital of the Company as on March 31, 2023 is ₹1 Million and ₹0.1 Million respectively.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

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 Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN: 038012N), Chartered Accountants, pursuant to your approval, were appointed as Statutory Auditors of the Company in the 13th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 13th Annual General Meeting till the conclusion of 18th Annual General Meeting for the financial years 2022-23 to 2026-27.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act, by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Jaya Bhatia, who was appointed as an Additional Director w.e.f. January 24, 2022, was regularized as a Director pursuant to your approval in the 13th Annual General Meeting of the Company held on August 24, 2022.

Mr. Chintan Thakkar, Ms. Jaya Bhatia and Mr. Amit Sharma are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Ms. Jaya Bhatia (DIN: 09195219) is liable to retire by rotation and, being eligible, offers herself 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, 2022, August 09, 2022, November 07, 2022, and February 07, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Chintan Thakkar	Director	4	4
Mr. Amit Sharma	Director	4	4
Ms. Jaya Bhatia	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Ltd., the ultimate holding company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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 Companies Secretaries of India.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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

Date: May 22, 2023	**Amit Sharma**	**Chintan Thakkar**
Place: Noida	(Director)	(Director)
	DIN:09197676	DIN: 00678173

ANNEXURE A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note no. 17 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

Date: May 22, 2023
Place: Noida

Amit Sharma
(Director)
DIN:09197676

Chintan Thakkar
(Director)
DIN: 00678173

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

I have audited the accompanying standalone financial statements of INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report.I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I 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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required to report that fact. I 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 including other 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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.I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial Statements of the Company for the year ended March 31, 2022 are audited by the predecessor auditor who have expressed an unmodified opinion on those financial statements vide their audit report dated May 24, 2022.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 my audit I report that:
    a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
    b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
    e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
    g) In my opinion and to the best of my information and according to the explanations given to me, the managerial remuneration not paid by the Company to its directors during the year.
    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 my opinion and to the best of my information and according to the explanations given to me:

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

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.

iv. As per the management representation I report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.086441
UDIN: 23535111BGVZCR6268

Date: May 22, 2023
Place: Delhi

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED of even date)

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to me and based on the examination, the Company does not have any immovable property.

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 Crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. In my opinion and according to information and explanations given to me, during the year the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the order are not applicable to the company.

iv. In my opinion and according to the information and explanations given to me and based on the examination of the records of the company, the company has not entered into any transaction covered under Sections 185 & 186 of the Act. Accordingly, the provision of clause 3(iv) of the Order is not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In my opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has incurred cash loss during the year and the immediately preceding financial year, the details of which are as follows:

S.No.	Financial Year	Amount of Cash Loss (₹'000)
1	2021-2022	195
2	2022-2023	233

xviii. There has been a resignation of the statutory auditor of the Company during the year and I had taken into consideration that no issues, objections or concerns raised by the outgoing auditor.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion, Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGVZCR6268

Date: May 22, 2023
Place: Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of **INTERACTIVE VISUAL SOLUTIONS PRIVATE LIMITED** ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to me, 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, 2023, 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 **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGVZCR6268

Date: May 22, 2023
Place: Delhi

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current Assets			
Property, plant and equipment	3(a)	-	-
Intangible Assets	3(b)	1	1
Financial Assets			
(i) Other Financial Assets	5(b)	10	10
Non current tax assets (net)	4	17	17
Current Assets			
Financial Assets			
(i) Cash and Cash Equivalents	5(a)	226	229
(ii) Other Financial Assets	5(b)	50	242
Other Current Assets	6	1	8
Total assets		**305**	**507**
Equity & Liabilities			
Equity			
Equity Share Capital	7	100	100
Other Equity	8	140	373
Liabilities			
Non-current liabilities			
Financial Liabilities			
(i) Borrowings	9	-	-
Deferred tax liabilities	10	-	-
Current Liabilities			
Financial liabilities			
(i) Trade Payables	11	-	-
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		53	22
Other Current Liabilities	12	12	12
Total Equity and Liabilities		**305**	**507**

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Kishan Seth
Proprietor
Membership No.- 086441
UDIN: 23535111BGVZCR6268

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Revenue			
Other income	13	7	19
I Total Income		**7**	**19**
Expenditure			
Finance costs	14	1	2
Administration and Other expenses	15	239	212
II Total Expense		**240**	**214**
III. Profit / (Loss) before tax (I-II)		**(233)**	**(195)**
IV. Tax expense			
(1) Current tax			-
(2) Deferred tax		-	(33)
V. Profit/(Loss) for the year (III-IV)		**(233)**	**(162)**
Other comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax related 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 related to items that will be reclassified to profit or loss		-	-
VI. Other comprehensive income/(loss) for the year, net of tax		**-**	**-**
VII. Total comprehensive income/(loss) for the year (V+VI)		**(233)**	**(162)**
Earning per equity share:			
(1) Basic	16	(23.28)	(16.20)
(2) Diluted	16	(23.28)	(16.20)

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Kishan Seth
Proprietor
Membership No.- 086441
UDIN: 23535111BGVZCR6268

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Loss for the year	(233)	(195)
	Adjustments for:		
	Interest on FDRs	(7)	(19)
	Provision no longer required written back	-	-
	Operating profit/(loss) before working capital changes	**(240)**	**(214)**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Other Financial Assets	192	241
	- (INCREASE)/DECREASE in Other Current Assets	7	(8)
	- INCREASE/(DECREASE) in Trade Payables	31	-
	- INCREASE/(DECREASE) in Other Current Liabilities	-	3
	Cash generated/(used) from/(in) operating activities	**(10)**	**22**
	- Taxes (Paid) / Received (Net of TDS)	-	-
	Net cash from/(used in) operating activities	**(10)**	**22**
B.	**Cash flow from Investing activities:**		
	Purchase of Fixed Assets	-	-
	Net cash from/(used in) investing activities	**-**	**-**
C.	**Cash flow from financing activities:**		
	Interest on FDRs	7	19
	Net cash from/(used in) financing activities	**7**	**19**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**(3)**	**41**
	Opening Balance of Cash and cash equivalents	**229**	**188**
	Closing Balance of Cash and cash equivalents	**226**	**229**
	Cash and cash equivalents comprise		
	Cash in hand	1	1
	Balance with Scheduled Banks		
	-in bank accounts	225	228
	Total	**226**	**229**

Notes :

1 **Reconciliation of liabilities arising from financing activities**

Particulars	As at March 31, 2022 (₹'000)	Cash Flows	Non cash changes Finance cost	As at March 31, 2023 (₹'000)
Long term borrowings (including accrued finance costs)	16,311	-	-	16,311
	16,311	**-**	**-**	**16,311**

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Kishan Seth
Proprietor
Membership No.- 086441
UDIN: 23535111BGVZCR6268

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amount (₹'000)
As at April 01, 2021	**100**
Changes in equity share capital	-
As at March 31, 2022	**100**
Changes in equity share capital	-
As at March 31, 2023	**100**

B. OTHER EQUITY

Particulars	Notes	Reserves & Surplus		Total (₹'000)
		Equity component of Debentures	Retained Earnings	
Balance as at April 01, 2021		16,311	(15,776)	**535**
Loss for the year		-	(162)	**(162)**
Balance as at 31 March 2022		**16,311**	**(15,938)**	**373**

Particulars	Notes	Reserves & Surplus		Total (₹'000)
		Equity component of Debentures	Retained Earnings	
Balance as at 31 March 2022		16,311	(15,938)	**373**
Loss for the year		-	(233)	**(233)**
Balance as at 31 March 2023		**16,311**	**(16,171)**	**140**

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Kishan Seth
Proprietor
Membership No.- 086441
UDIN: 23535111BGVZCR6268

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Interactive Visual Solutions Private Limited (the Company) CIN: U72200PN2009PTC134950 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. The company is a wholly owned subsidiary of Allcheckdeals India Pvt. Ltd.

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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 from time to time] 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 realization 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 up to two decimal points to the nearest thousand (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 certain financial assets and liabilities. 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 realization 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.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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, 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 the Management experts which are stated as under, 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
Plant and Machinery	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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

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.

Amortization methods and estimated useful lives

Assets	Estimated useful life (Years)
Other software licenses	3

Assets costing less than or equal to ₹5,000 are fully amortized pro-rata from date of acquisition.

2.4 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.5 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 embodying economic benefits 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.

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.

2.6 LEASES (AS LESSEE)

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 current guidance under Ind AS 17 Leases. 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.

2.7 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.

2.8 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 year, adjusted for bonus elements in equity shares issued during the year.

(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.

2.9 FINANCIAL INSTRUMENTS

(i) Classification

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

A. those to be measured subsequently at fair value through profit or loss, and

B. those to be 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 through profit or loss.

(ii) Measurement

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

(iii) 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 current liabilities. 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.

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.

2.10 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 source of estimation of uncertainty in respect of current tax expense and payable have been discussed in their respective policies.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax Assets and liabilities

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3 (a). Property, plant & equipment

Amount (₹'000)

Particulars	Plant and Equipment	Total
Year ended March 31, 2022		
Gross carrying amount		
As at April 1, 2021	3	3
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**3**	**3**
Accumulated depreciation		
As at April 1, 2021	3	3
Depreciation charged during the year	-	-
Disposals	-	-
Closing accumulated depreciation	**3**	**3**
Net carrying amount	**-**	**-**
Year ended March 31, 2023		
Gross carrying amount		
Opening gross carrying amount	3	3
Additions	-	-
Disposals		-
Closing gross carrying amount	**3**	**3**
Accumulated depreciation		
Opening accumulated depreciation	3	3
Depreciation charged during the period	-	-
Disposals		-
Closing accumulated depreciation	**3**	**3**
Net carrying amount	**-**	**-**

3 (b). Intangible Assets

Amount (₹'000)

Particulars	Intangible Assets	Total
Year ended March 31, 2022		
Gross carrying amount		
As at April 1, 2021	479	479
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**479**	**479**
Accumulated depreciation		
As at April 1, 2021	478	478
Depreciation charged during the year	-	-
Disposals	-	-
Closing accumulated depreciation	**478**	**478**
Net carrying amount	**1**	**1**
Year ended March 31, 2023		

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Amount (₹'000)

Particulars	Intangible Assets	Total
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 period	-	-
Disposals	-	-
Net carrying amount	**1**	**1**

4. NON-CURRENT TAX ASSETS

Particulars (Unsecured, considered good)	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Advance Tax	17	17
	17	**17**

5 (a). Cash & Cash Equivalents

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Cash & Cash Equivalents		
(a) Cash in Hand	1	1
(b)Balance with Bank in Current Account	225	228
	226	**229**

5 (b). Other Financial Assets

Particulars	Non Current		Current	
	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Security Deposit	10	10	-	-
Interest Accrued on FDR	-	-	2	10
Balance in fixed deposit accounts with original maturity more than 12 months	-	-	48	232
	10	**10**	**50**	**242**

6. OTHER CURRENT ASSETS

Particulars (Unsecured, considered good)	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Amount recoverable in cash or kind	1	8
	1	**8**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

7. EQUITY SHARE CAPITAL

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
AUTHORISED		
10,000 Equity Shares of ₹10/- each		
(Previous Year - 10,000 Equity Shares of ₹10/- each)	100	100
9,000 Preference Shares of ₹100/- each	900	900
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
	100	**100**

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

Particulars	Year Ended March 31, 2023 No of Shares	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 No of Shares	Year Ended March 31, 2022 (₹'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 ₹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, 2023		Year Ended March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Allcheckdeals India Pvt Ltd	9,999	99.99%	9,999	99.99%
(excluding One share held by nominee shareholder)				
	9,999	**99.99%**	**9,999**	**99.99%**

d. Detail of Shares held by Promoters

Particulars	As at March 31, 2023		As at March 31, 2022		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Equity Shares of ₹10 each fully paid					
Allcheckdeals India Pvt Ltd	9,999	99.99%	9,999	99.99%	-
(excluding One share held by nominee shareholder)					
	9,999	**99.99%**	**9,999**	**99.99%**	**-**

Particulars	As at March 31, 2022		As at March 31, 2021		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Equity Shares of ₹10 each fully paid					
Allcheckdeals India Pvt Ltd	9,999	99.99%	9,999	99.99%	-
(excluding One share held by nominee shareholder)					
	9,999	**99.99%**	**9,999**	**99.99%**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

8. OTHER EQUITY

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Retained Earnings		
Opening Balance	(15,938)	(15,776)
Add: Loss for the year	(233)	(162)
	(16,171)	(15,938)
Equity Component of debt intruments	**16,311**	**16,311**
	140	**373**

9. BORROWINGS

Particulars	Non-Current		Current	
	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'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 ₹100/- each)	1,000	1,000	-	-
Less : Equity component of debt instruments	(1,000)	(1,000)		
Liability component of debentures	**-**	**-**	**-**	**-**
	-	**-**	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

10 DEFERRED TAX LIABILITIES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Deferred tax liabilities		
-Opening Balance	-	33
-Adjustment during the year:		
- (credited)/charged during the year	-	(33)
	-	-

11. TRADE PAYABLES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Trade payables		
-total outstanding dues of micro enterprises and small enterprises	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	53	22
	53	**22**

Trade Payable Ageing Schedule

Year Ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	53	-	-	-	53
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

Year Ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	22	-	-	-	22
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

12. OTHER CURRENT LIABILITIES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
TDS Payable	12	12
	12	**12**

13. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest on FD	7	19
	7	**19**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

14. FINANCE COST

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Bank Charges	1	2
	1	2

15. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Rent	57	57
Legal and Professional Expenses*	177	143
Subscription & Fee	4	12
Misc Exp	1	-
	239	**212**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

AUDITORS REMUNERATION

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Audit Fees (Excluding GST)	20	20
	20	20

16. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
(Loss) attributable to Equity Shareholders (Profit after exceptional items and tax)	(233)	(162)
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Basic EPS of ₹10 each (₹)	**(23.28)**	**(16.20)**
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000.00	10,000
Add : Weighted average number of potential equity shares*	-	-
Weighted average number of shares outstanding for diluted EPS	10,000	10,000
Diluted EPS of ₹10 each (₹)-after exceptional item	(23.28)	(16.20)

*As on March 31, 2023 (Previous year : number of 1,592,800 CCD) number of 1,592,800 CCD were excluded from computation of Diluted EPS as these were anti dilutive.

17 (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, 2023:**

Holding Company

Allcheckdeals India Pvt Ltd

Ultimate Holding Company

Info Edge (India) Limited

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Fellow Subsidiary

Newinc Internet Services Private Limited (NISPL)

Key Management Personnel (KMP) & Relatives

Chintan Thakkar

Amit Sharma

Jaya Bhatia

B) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

(₹'000)

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
1. Rent	-	57	57

17 (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, 2022:

Holding Company

Allcheckdeals India Pvt Ltd

Ultimate Holding Company

Info Edge (India) Limited

Fellow Subsidiary

Newinc Internet Services Private Limited (NISPL)

4B Networks Private Limited

Key Management Personnel (KMP) & Relatives

Chintan Thakkar

Amit Sharma

Jaya Bhatia

Murlee Manohar Jain (resigned wef 31-3-22)

B) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

(₹'000)

Nature of relationship / transaction	Holding Company	Ultimate Holding Company	Total
1. Rent	-	57	57

18. 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.

19. 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 and previous year.

20. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Year ended March 31, 2023 Amount (₹'000)	Year ended March 31, 2022 Amount (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

21. FINANCIAL RATIOS

S.No.	Ratio	Numerator	Denominator	Year Ended 31-Mar-23	Year Ended 31-Mar-22	% change	Reason for variance
1	Trade receivable Turnover Ratio	Net Credit Sales[1]	Avg Trade receivable	Not applicable	Not applicable	-	-
2	Trade payable turnover ratio	Net Credit Purchase[2]	Avg Trade payable	4.86	7.02	(31%)	Decrease in ratio due to lesser increase in purchase with higher trade paybale
3	Net capital turnvoer ratio	Net Sales[3]	Working capital	Not applicable	Not applicable	-	-
4	Inventory Turnover Ratio	Not applicable	Not applicable	Not applicable	Not applicable	-	-
5	Debt service coverage ratio	Earning available for debt service *	Debt service	Not applicable	Not applicable	-	-
6	Current Ratio	Current Assets	Current Liabilties	4.26	14.10	(70%)	Reduction in ratio due to substantial decrease in current assets
7	Debt Equity Ratio	Total Liabilities (Total Debt)	Total Equity (Shareholder's Equity)	-	-		-
8	Net profit ratio	Net Profit(before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	-	-
9	Return on equity	Net profit after taxes-preference dividend (if any)	Average Shareholder's equity	(65.3%)	(29.25%)	123%	Increase in ratio is due to incurrence of higher loss in current year
10(a)	ROI(Treasury Investment)	Net Income	Weighted Average Investment	4.08%	4.60%	(11%)	Due to lower interest income
10(b)	ROI(Other Investment carried at fair value)	Net Income	Weighted Average Investment	Not applicable	Not applicable	-	-
11	Return on Capital employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	(100%)	(45%)	121%	Due to increase loss incurred in current year

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Notes:

1 Net Credit sales here means total credit billing less sales return

2 Net Credit purchase here means total expenses on credit terms

3 Net capital turnvoer ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities

4 Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.

5 Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings)

6 Current ratio is calculated on Current asset over current liability.

7 Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).

8 Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.

9 Return on equity is computed on Net profit after tax on Average shareholder's equity

10 Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over Weighted Average Investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

11 Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value Hierarchy

a) Financial instruments by category

Particulars	Year Ended March 31, 2023		Year Ended March 31, 2022	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash Equivalents	-	226	-	229
Other financial assets	-	60	-	252
Total Financial Assets	**-**	**286**	**-**	**481**
Financial Liabilities				
Trade payables	-	53	-	22
Total Financial Liabilities	**-**	**53**	**-**	**22**

Excluding investments in subsidiaries, joint ventures and associates measured at cost in accordance with Ind AS-27.

Fair value hierarchy

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, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Financial assets measured at fair value at March 31, 2022

	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.

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) 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 significificant 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.

23. 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 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 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

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 amount disclosed in the below table represent the contractual cash flows.

March 31, 2023			Contractual cash flows		(₹'000)
	Total	6 months or less	6-12 months	1-2 years	More Than 2 years
Non-derivative financial liabilities					
Trade and other payables	53	53	-	-	-

March 31, 2022			Contractual cash flows		(₹'000)
	Total	6 months or less	6-12 months	1-2 years	More Than 2 years
Non-derivative financial liabilities					
Trade and other payables	22	22	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 6 months equal their carrying balances as the impact of discounting is not significant

24. FINANCIAL RISK AND CAPITAL MANAGEMENT (CONTD.)

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:

(₹'000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Fixed-rate instruments		
Financial assets	48	232
Financial liabilities	-	-
Total	**48**	**232**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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 from parent and ultimate parent company.

(b) Dividend

No dividend was paid during the year.

25. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.The Company is currently assessing the impact of the amendments.

As per our report of even date attached

For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors
Interactive Visual Solutions Private Limited
CIN:-U72200PN2009PTC134950

Kishan Seth
Proprietor
Membership No.- 086441
UDIN: 23535111BGVZCR6268

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 24th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

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 ₹0.1 Million, as similar to ₹0.1 Million revenue during the previous Financial Year. The Company made a total comprehensive income of ₹0.61 Million in FY23 as against total comprehensive loss of ₹0.05 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and the paid up share capital of the Company as on March 31, 2023 is ₹0.1 Million and ₹0.1 Million respectively.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act') the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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 following subsidiary as on the date of this report:

1. AISLE NETWORK PVT. LTD. ('AISLE')

Aisle is engaged in the business of running multiple dating platforms on the web via its mobile apps Aisle, Anbe, Arike and HeyDil ('the Aisle Platforms'). These platforms allow users to browse through profiles of other users with the intent of finding their suitable partner.

It had the total income of ₹325.89 Million in FY23 as compared to ₹141.77 Million in FY22.

The Company as on March 31, 2023 holds stake of 79.62% (pre-creation of ESOP pool) of the Paid-up Share Capital of Aisle on a fully converted and diluted basis.

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 Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN: 038012N), Chartered Accountants, pursuant to your approval, were appointed as Statutory Auditors of the Company in the 23rd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting for the financial years 2022-23 to 2026-27.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act, by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sanjeev Bikhchandani, Mr. Hitesh Oberoi, Mr. Chintan Thakkar and Ms. Jaya Bhatia are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, 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, 2022, August 09, 2022, November 07, 2022, and February 07, 2023.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 FY23:

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. Hitesh Oberoi	Director	4	4
Ms. Jaya Bhatia	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, guarantee or investment during the year under review.

The details of the investments made by the Company are 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. 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 Act, are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Limited, holding company of the Company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act, 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, 2023 and of the profit of the Company for that year;

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; and

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

Date: May 22, 2023
Place: Noida

Jaya Bhatia
(Director)
DIN: 09195219

Chintan Thakkar
(Director)
DIN: 00678173

Annexure A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note no. 15 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

Place: Noida
Date: May 22, 2023

Jaya Bhatia
(Director)
DIN: 09195219

Chintan Thakkar
(Director)
DIN: 00678173

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

I have audited the accompanying standalone financial statements of JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report.I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I 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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required to report that fact. I 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 including other 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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. I describe these matters in my auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The financial Statements of the Company for the year ended 31 March 2022 are audited by the predecessor auditor who have expressed an unmodified opinion on those financial statements vide their audit report dated 24.05.2022.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 My audit, I report that:

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

    b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act,

    e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

    g) In my opinion and to the best of my information and according to the explanations given to me the managerial remuneration has not been paid by the Company to its directors during the year.

    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 my opinion and to the best of my information and according to the explanations given to me:

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

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.

iv. As per the management representation I report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCU1162**

Date: May 22, 2023
Place: Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

i. The Company does not have any Property, Plant and Equipment and Intangible Assets. Accordingly, clause 3(i) of the order is not applicable.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 Crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii) (b) of the Order is not applicable.

iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and any other parties, during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In my opinion, the investments which are made during the year, prima facie, are not prejudicial to the Company's interest.

(c) The Company has not granted any loan during the year. Hence, reporting under clause 3(iii)(c) of the order is not applicable.

(d) No loan granted by the Company and there is no overdue amount remaining outstanding as at the balance sheet date. Hence, reporting under clause 3(iii)(d) of the order is not applicable.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In my opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash loss during the current financial year however cash losses of ₹(49) thousands was incurred in the immediately preceding financial year .

xviii. There has been a resignation of the statutory auditor of the Company during the year and I had taken into consideration that no issues, objections or concerns raised by the outgoing auditor.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion, Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCU1162**

Date: May 22, 2023
Place: Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of JEEVANSATHI INTERNET SERVICES PRIVATE LIMITED ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to me, 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, 2023, 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 **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCU1162**

Date: May 22, 2023
Place: Delhi

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note	As at March 31, 2023 Audited (₹'000)	As at March 31, 2022 Audited (₹'000)
Assets			
Non-current assets			
Financial assets			
(i) Investments	3 (a)	908,257	903,862
(ii) Other financial assets	3 (c)	185	10
Non-current tax assets (net)	4	8	12
Current Assets			
Financial assets			
(i) Cash and cash equivalents	3 (b)	1,346	42,111
(ii) Other financial assets	3 (c)	31,104	167
Other current assets	5	-	768
Total Assets		**940,900**	**946,930**
Equity & Liabilities			
Equity			
Equity share capital	6	100	100
Other equity	7	910,772	910,165
Liabilities			
Non-current liabilities			
Financial liabilities			
(I)Borrowings	8 (a)	-	-
(II)Other financial liabilities	8 (b)	-	27,391
Other non-current liabilities	10	-	420
Current liabilities			
Financial liabilities			
(i) Trade payables			
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	9	18	21
(ii) Other financial liabilities	8 (b)	29,580	-
Other current liabilities	10	430	8,833
Total Equity And Liabilities		**940,900**	**946,930**

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
Jeevansathi Internet Services Private Limited
CIN:- U72900DL1999PTC102749

Kishan Seth
Proprietor
Membership No.- 535111
UDIN:- 23535111BGVZCU1162

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 Audited (₹'000)	Year Ended March 31, 2022 Audited (₹'000)
Income			
Revenue from operations	11	100	100
Other income	12	1236	137
I Total Income		**1336**	**237**
Expenditure			
Administration and other expenses	13	452	286
II Total Expense		**452**	**286**
III. Profit before tax (I-II)		**884**	**(49)**
IV. Tax expense	**19**	**277**	**-**
V. Profit for the year (III-IV)		**607**	**(49)**
Other comprehensive income			
(A) Items that will be reclassified to profit or loss			
Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) Items that will not be reclassified to profit or loss			
Actuarial gain/loss on provision for gratuity		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
VI. Other comprehensive income for the year, net of income tax		**-**	**-**
Total comprehensive income for the year (V+VI)		**607**	**(49)**
Earning per equity share:			
-Basic EPS of ₹10 each (₹)	14	60.68	(4.85)
-Diluted EPS of ₹10 each (₹)	14	0.01	(4.85)

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
Jeevansathi Internet Services Private Limited
CIN:- U72900DL1999PTC102749

Kishan Seth
Proprietor
Membership No.- 535111
UDIN:- 23535111BGVZCU1162

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Profit / (Loss) before exceptional items and tax	884	(49)
	Adjustments for:		
	Interest on fixed deposits	(1,237)	(8)
	Operating profit before working capital changes	**(353)**	**(57)**
	Adjustments for changes in working capital :		
	- (INCREASE)/DECREASE in Current tax assets (net)		
	- INCREASE/(DECREASE) in Trade payables	(3)	1
	- INCREASE/(DECREASE) in Other current liabilities	(8,403)	8,828
	- (INCREASE)/DECREASE in Other financial assets	(30,012)	(9)
	- INCREASE/(DECREASE) in Other financial Liabilities	2,189	27,391
	- (INCREASE)/DECREASE in Other current assets	768	(768)
	- INCREASE/(DECREASE) in Other non-current Liabilities	(420)	420
	Cash generated from/(used in) operating activities	**(36,234)**	**35,806**
	- Income Taxes Paid (Net of TDS)	(272)	(1)
	Net cash outflow from operating activities	**(36,506)**	**35,805**
B.	**Cash flow from Investing activities:**		
	Interest Received	136	8
	Investment in Equity shares	-	(371,908)
	Investment in Preference shares	-	(531,954)
	Investment in Equity shares	(4,395)	-
	Net cash inflow from investing activities	**(4,259)**	**(903,854)**
C.	**Cash flow from financing activities:**		
	Debenture issued	-	910,000
	Net cash inflow / outflow from financing activities	**-**	**910,000**
	Net increase/decrease in cash & cash equivalents	**(40,765)**	**41,951**
	Opening balance of cash and cash equivalents	**42,111**	**160**
	Closing balance of cash and cash equivalents	**1,346**	**42,111**
	Cash and cash equivalents comprise		
	Cash in hand	2	2
	Balance with scheduled banks		
	-in current accounts	1,344	42,109
	Total cash and cash equivalents	**1,346**	**42,111**

Notes :

1 Reconciliation of liabilities arising from financing activities

Amount (₹'000)

Particulars	Year ended March 31, 2022	Cash Flows	Cash Outflow	Year ended March 31, 2023
Borrowings (including current maturities)	910,000	-	-	910,000

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 23 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
Jeevansathi Internet Services Private Limited
CIN:- U72900DL1999PTC102749

Kishan Seth
Proprietor
Membership No.- 535111
UDIN:- 23535111BGVZCU1162

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amount (₹'000)
As at March 31, 2021	**100**
Changes in equity share capital	-
As at March 31, 2022	**100**
Changes in equity share capital	-
As at March 31, 2023	**100**

B. OTHER EQUITY

Particulars	Reserves & Surplus		Total (₹'000)
	Equity component of Debentures	Retained Earnings	
Balance as at April 1, 2021	**-**	**214**	**214**
Profit/(loss) for the year	-	(49)	(49)
Equity component of Debentures	910,000	-	910,000
Balance as at March 31, 2022	**910,000**	**165**	**910,165**

Particulars	Reserves & Surplus		Total (₹'000)
	Equity component of Debentures	Retained Earnings	
Balance as at April 1, 2022	**910,000**	**165**	**910,165**
Profit/(loss) for the year	-	607	607
Balance as at March 31, 2023	**910,000**	**772**	**910,772**

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 Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
Jeevansathi Internet Services Private Limited
CIN:- U72900DL1999PTC102749

Kishan Seth
Proprietor
Membership No.- 535111
UDIN:- 23535111BGVZCU1162

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Jeevansathi Internet Services Private Limited (the Company) CIN: U72900DL1999PTC102749 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.

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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 from to time] 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 realization 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 up to two decimal points to the nearest thousand (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 certain financial assets and liabilities. 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 realization 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.

2.2 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.

2.3 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 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.

2.4 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 embodying economic benefits 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.

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.

2.5 LEASES (AS LESSEE)

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 current guidance under Ind AS 17 Leases. 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.

2.6 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

2.7 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 year, adjusted for bonus elements in equity shares issued during the year

(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.

2.8 FINANCIAL INSTRUMENTS

(i) Classification

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

- those to be measured subsequently at fair value through other comprehensive income,
- those to be 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

For assets measured at fair value, gains and losses are recorded through 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.

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.

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.

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. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established.

(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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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.

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.

(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.

2.9 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 such write down.

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

d) Fair value loss of asset classified as held for sale

e) Gain on fair valuation of Investment reclassified as per Ind AS 109

2.10 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 have been discussed in their respective policies.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax Assets

c) Impairment of Investments in subsidiary/JVs and associates

d) Estimation of significant influence in investments

2.11 ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.12 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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. FINANCIAL ASSETS

(a) Non current investments

Particulars	Non Current As at March 31, 2023			Non Current As at March 31, 2022		
	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)	Number of Shares	Face Value Per Share(In ₹)	Amount (₹'000)
Investment in Equity Shares of Subsidiary Company						
Aisle Network Private Limited						
9,734 (previous year - 9,627) number of Equity Shares	9,734	10	376,303	9,627	10	371,908
at a premium of ₹38,648.61 (previous year : ₹38,621.77) per share						
Investment in Preference Shares of Subsidiary Company						
Aisle Network Private Limited						
11,699 (previous year - 11,699) number of Compulsory convertible preference Shares	11,699	500	531,954	11,699	500	531,954
shares at a premium of ₹44,970.03 per share						
Total			**908,257**			**903,862**

(b) Cash and cash equivalents

Particulars	Current As at March 31, 2023 Amount (₹'000)	Current As at March 31, 2022 Amount (₹'000)
Cash & cash equivalents		
Cash in hand	2	2
Bank balance - current account	1,344	42,109
Total	**1,346**	**42,111**

(c) Other financial assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-current As at March 31, 2023 Amount (₹'000)	Non-current As at March 31, 2022 Amount (₹'000)	Current As at March 31, 2023 Amount (₹'000)	Current As at March 31, 2022 Amount (₹'000)
Interest accrued on fixed deposits	4	-	1,104	8
Balance in fixed deposit accounts with original maturity more than 12 months	171	-	30,000	159
Security deposits	10	10	-	-
Total	**185**	**10**	**31,104**	**167**

4. NON-CURRENT TAX ASSET (NET)

Particulars (Unsecured, considered good unless otherwise stated)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Advance tax	517	244
Less: Provision for tax	(509)	(232)
Total	**8**	**12**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5. OTHER CURRENT ASSETS

Particulars	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Amount recoverable in cash or kind	-	768
Total	**-**	**768**

6. SHARE CAPITAL

Particulars	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
AUTHORISED CAPITAL		
10,000 Equity Shares of ₹10/- each (Previous Year - 10,000 Equity Shares of ₹10/- each)"	100	100
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
10,000 Equity Shares of ₹10/- each, fully paid up	100	100
(Previous Year - 10,000 Equity Shares of ₹10/- each)		
Total	**100**	**100**

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 Amount (₹'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 ₹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, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Info Edge (India) Ltd	9,800	98%	9,800	98%
(excluding Two hundred shares held by Nominee shareholders)				
Total	**9,800**	**98%**	**9,800**	**98%**

d. Detail of Shares held by Promoters

Particulars	As at March 31, 2023		As at March 31, 2022		% Change
	No of Shares	% Holding	No of Shares	% Holding	
Equity Shares of ₹10 each fully paid					
Info Edge (India) Ltd	9,800	98%	9,800	98%	-
(excluding Two hundred shares held by Nominee shareholders)					
Total	**9,800**	**98%**	**9,800**	**98%**	**0%**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2022		As at March 31, 2021		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Equity Shares of ₹10 each fully paid					
Info Edge (India) Ltd	9,800	98%	9,800	98%	-
(excluding Two hundred shares held by Nominee shareholders)					
Total	**9,800**	**98%**	**9,800**	**98%**	**0%**

7. OTHER EQUITY

Particulars	As at March 31, 2023 Amount (₹'000)		As at March 31, 2022 Amount (₹'000)	
Surplus in Statement of Profit and Loss				
Opening Balance	165	-	214	-
Add: Profit for the year	607	772	(49)	165
Equity Component of Debentures	910,000	910,000	910,000	910,000
Total		**910,772**		**910,165**

8. FINANCIAL LIABILITIES

(a). Borrowings

Particulars	Non Current	Non Current
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Debentures issued to Holding Company		
Info Edge (India) Limited		
0.0001% compulsory convertible debentures into compulsorily convertible preference shares 91,00,000 nos of face value of ₹100/- each.	910,000	910,000
Less: Equity Component of Debentures	(910,000)	(910,000)
Total	**-**	**-**

(b). Other financial liabilities

Particulars	Non Current		Current	
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Deferral payment	-	27,391	29,580	-
Total	**-**	**27,391**	**29,580**	**-**

9. TRADE PAYABLES

Particulars	Non Current		Current	
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 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	-	-	18	21
Total	**-**	**-**	**18**	**21**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Trade Payable Ageing Schedule

Year ended March 31, 2023

(₹'000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	18	-	-	-	18
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

Year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	21	-	-	-	21
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

10. OTHER LIABILITIES

Particulars	Non Current		Current	
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
TDS payable	-	-	10	6,644
Deferral payment	-	420	420	2,189
Total	**-**	**420**	**430**	**8,833**

11. REVENUE FROM OPERATIONS

Particulars	Year Ended March 31 2023 Amount (₹'000)	Year Ended March 31 2022 Amount (₹'000)
License Fee	100	100
Total	**100**	**100**

12. OTHER INCOME

Particulars	Year Ended March 31 2023 Amount (₹'000)	Year Ended March 31 2022 Amount (₹'000)
Interest received/receivable on non current fixed deposit with banks	1,236	8
Interest on income tax refund	-	1
Miscellaneous income	-	128
Total	**1,236**	**137**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

13. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year Ended March 31 2023 Amount (₹'000)	Year Ended March 31 2022 Amount (₹'000)
Rent	28	28
Legal and professional charges*	323	85
Collection & bank related charges	40	33
ROC Fee	2	2
Miscellaneous expenses	-	128
Subscription & Fee	59	10
Total	**452**	**286**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

Auditors Remuneration

Particulars	Year Ended March 31 2023 Amount (₹'000)	Year Ended March 31 2022 Amount (₹'000)
Audit Fees (Excluding GST)	19	19
Goods & Services Tax	-	-
Total	**19**	**19**

14. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	Year Ended March 31 2023 Amount (₹'000)	Year Ended March 31 2022 Amount (₹'000)
Profit / (Loss) attributable to Equity Shareholders (₹000)	607	(49)
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Basic Earnings Per Equity Share of ₹10 each (₹)	**60.68**	**(4.85)**
Diluted		
Weighted average number of convertible shares outstanding during the year (Nos.)	91,000,000	0*
Total Weighted average number of Shares outstanding during the year (Nos.)	91,010,000	10,000
Diluted Earnings Per Equity Share of ₹10 each (₹)	0.01	(4.85)

*As on March 31, 2022 number of 1,994,521 CCD were excluded from computation of Diluted EPS as these were anti dilutive.

15 (1). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

Holding Company

Info Edge (India) Limited

Subsidiary Company

Aisle Network Private Limited

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani

Mr. Hitesh Oberoi

Mr. Chintan Thakkar

Mrs. Jaya Bhatia

B) Details of transactions with related party in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Subsidiary Company	Total
1. License Fees (Income)	100	-	100
2. Rent Expense	28	-	28
3. Purchase of "Aisle Network Private Limited" equity shares	-	4,395	4,395

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

15 (2). RELATED PARTY DISCLOSURES FOR THE YEAR MARCH 31, 2022

Holding Company

Info Edge (India) Limited

Subsidiary Company

Aisle Network Private Limited

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani

Mr. Hitesh Oberoi

Mr. Chintan Thakkar

Mrs. Jaya Bhatia

B) Details of transactions with related party in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Subsidiary Company	Total
1. License Fees (Income)	100	-	100
2. Rent Expense	28	-	28
3. Purchase of "Aisle Network Private Limited" equity shares	-	903,862	903,862
4. Debentures issued	910,000	-	910,000

16. 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.

17. 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 and previous year.

18. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

19. 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	As at March 31, 2023 Audited (₹'000)	As at March 31, 2022 Audited (₹'000)
Current Tax		
Current tax on profit for the year	277	-
Total	**277**	**-**

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

Particulars	As at March 31, 2023 Audited (₹'000)	As at March 31, 2022 Audited (₹'000)
Profit before tax	884	(49)
Tax @ 25.17% (Previous year 26%)	**222**	**-**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	**-**	**-**
Other items	54	-
Total	**277**	**-**

20. FINANCIAL RATIOS

S.No.	Ratio	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
1	Trade receivable Turnover Ratio	Net Credit Sales[1]	Avg Trade receivable	Not applicable	Not applicable	-	-
2	Trade payable turnover ratio	Net Credit Purchase[2]	Avg Trade payable	21.77	10.81	101%	Increase in ratio due to increase in net purchase with much greater increase in trade payable
3	Net capital turnover ratio	Net Sales[3]	Working capital	Not applicable	Not applicable	-	-
4	Inventory Turnover Ratio	Not applicable	Not applicable	Not applicable	Not applicable	-	-
5	Debt service coverage ratio	Earning available for debt service*	Debt service	Not applicable	Not applicable	-	-
6	Current Ratio	Current Assets	Current Liabilities	1.08	4.86	(78%)	Reduction in ratio due to substantial increase in current liabilities
7	Debt Equity Ratio	Total Liabilities (Total Debt)	Total Equity (Shareholder's Equity)	-	-		Borrowings is Nil
8	Net profit ratio	Net Profit (before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	-	-
9	Return on equity	Net profit after taxes-preference dividend (if any)	Average Shareholder's equity	0.07%	(0.01%)	(719%)	Increase in ratio is due to increase in other income

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Ratio	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
10(a)	ROI (Treasury Investment)	Net Income	Weighted Average Investment	5.05%	5.20%	(3%)	Insignificant Variance
10(b)	ROI (Other Investment carried at fair value)	Net Income	Weighted Average Investment	Not applicable	Not applicable	-	-
11	Return on Capital employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	(0.04%)	(0.01%)	506%	Decrease in ratio loss of operating profit in current period

Notes:

1 Net Credit sales here means total credit billing less sales return

2 Net Credit purchase here means total expenses on credit terms

3 Net capital turnover ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities

4 Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.

5 Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities Borrowings)

6 Current ratio is calculated on Current asset over current liability.

7 Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).

8 Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.

9 Return on equity is computed on Net profit after tax on Average shareholder's equity

10 Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over Weighted Average Investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

11 Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)

21. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

Particulars	March 31, 2023		March 31, 2022	
	Fair value through profit or loss	Amortized cost	Fair value through profit or loss	Amortized cost
Financial Assets*				
Cash and cash Equivalents	-	1,346	-	42,111
Other financial assets	-	31,289	-	177
Total Financial Assets	**-**	**32,635**	**-**	**42,288**
Financial Liabilities				
Borrowings	-	-	-	-
Trade payables	-	18	-	21
Other financial liabilities	-	29,580	-	27,391
Total Financial Liabilities	**-**	**29,598**	**-**	**27,412**

*Excluding investments in subsidiaries, joint ventures and associates measured at cost in accordance with Ind AS-27.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Fair value hierarchy

The following section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognized 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, 2023	Level 1	Level 2	Level 3
Financial Assets	-	-	-
Financial Liabilities	-	-	-

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 recognize 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) Financial assets and liabilities measured at amortized cost

(i) 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 significant impact on fair values as at the current year end. For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

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 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 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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 amount disclosed in the below table represent the contractual cash flows.

(₹'000)

March 31, 2023	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	18	18	-	-	-
Deferral payment	29,580	29,580	-	-	-

March 31, 2022	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	21	21	-	-	-
Deferral payment	27,391	-	-	27,391	-

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

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 amortized 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)

Particulars	March 31, 2023	March 31, 2022
Fixed-rate instruments		
Financial assets	30,171	159
Financial liabilities	-	-
Total	**30,171**	**159**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 from parent and ultimate parent company.

(b) Dividend

No dividend was paid during the year.

23. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.The Company is currently assessing the impact of the amendments

As per our report of even date attached

For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
Jeevansathi Internet Services Private Limited
CIN:- U72900DL1999PTC102749

Kishan Seth
Proprietor
Membership No.- 535111
UDIN:- 23535111BGVZCU1162

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 13th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing services and solutions in relation to placement consultancy, personnel recruitment, staffing, professional hiring and management consultancy to all kinds of persons, firms or organizations.

During the year under review, the company had total comprehensive loss of ₹2880.38 Million as compared to income of ₹33,902.24 million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹555 Million and ₹12.17 Million respectively.

DIVIDEND

No dividend has been declared for the FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act') the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this report.

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

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 size, scale and complexity of its operations.

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 Act read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

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

INVESTEE COMPANY

PB FINTECH LTD. (PB FINTECH/POLICYBAZAAR)

PB Fintech (Formerly known as Etechaces Marketing & Consulting Pvt. Ltd.) doing business as www.policybazaar.com, develops and publishes an online financial services platform. The company offers a consumer centric platform by partnering with financial services companies such as insurance companies to help customers select products/schemes that best suit their requirements.

The Company holds a stake of 13.31% in PB Fintech on fully converted and diluted basis.

During FY22, the Company and PB Fintech had approved a Scheme of Amalgamation between the Company ('Transferor Company') and PB Fintech ('Transferee Company') and their respective shareholders, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, including rules made thereunder ('Scheme'). The Joint Application before the Hon'ble National Company Law Tribunal (NCLT), Chandigarh Bench, under the provisions of Sections 230 to 232 of the Act, was filed on May 28, 2021. However, the Company received a request letter from PB Fintech seeking its consent for withdrawal of the aforesaid Scheme from the NCLT in order to expedite the process of its Initial Public Offering ('IPO'). In view of the above, the Board of Directors of the Company had passed a resolution approving the withdrawal of the aforesaid Scheme, subject to approval of the NCLT. Thereafter, NCLT vide its Order dated October 28, 2021, had approved the withdrawal of the said Scheme. Thereafter, both the companies had agreed that they intend to file a fresh scheme, in the same form as the current Scheme, after making requisite changes due to listing of PB Fintech post completion of the said IPO.

Accordingly, during the year under review, the Company and PB Fintech, at their respective Board Meetings, held on April 26, 2022, had approved the proposed fresh Scheme of Amalgamation between the Transferor Company and Transferee Company and their respective shareholders, under Sections 230 to 232 and other applicable provisions of the Act, including rules made thereunder. The said Scheme is subject to the necessary regulatory and statutory approvals.

The said Scheme of Amalgamation provides for the amalgamation of the Transferor Company with the Transferee Company to derive the following benefits:

a) streamlining of the corporate structure;

b) pooling of resources of the Transferor Company with the resources of the Transferee Company;

c) significant reduction in the multiplicity of legal and regulatory compliances required at present to be carried out by both the Transferor Company and the Transferee Company;

d) rationalization of costs, time and efforts by eliminating multiple record keeping, administrative functions and consolidation of financials through legal entity rationalization; and

e) reduction of administrative responsibilities, multiplicity of records and legal as well as regulatory compliances.

The aforesaid Scheme was filed by the Transferee Company with the National Stock Exchange of India Ltd. ('NSE') and BSE Ltd.('BSE') and no-objection certificate has also been issued by the NSE and BSE on the Scheme. Further, during the FY24, the Transferor Company and Transferee Company have filed a Joint Application before the Hon'ble National Company Law Tribunal, under the provisions of Sections 230 to 232 of the Act and the same is under process.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN: 038012N) Chartered Accountants, pursuant to your approval, were appointed as Statutory Auditors of the Company in the 12th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 12th Annual General Meeting until the conclusion of 17th Annual General Meeting for the financial years 2022-23 to 2026-27.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act, by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

There was no change in the composition of the Board of Directors during the year under review. Mr. Sanjeev Bikhchandani, Mr. Chintan Thakkar and Mr. Mohit Naresh Bhandari are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, 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 5 (Five) times during the year on April 26, 2022, May 24, 2022 August 09, 2022 November 07, 2022 and February 07, 2023. 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 FY23:

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. Chintan Thakkar	Director	5	5
Mr. Mohit Naresh Bhandari	Director	5	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, guarantee or investment during the year under review.

The details of 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. 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Limited, holding company of the Company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act 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, 2023 and of the loss of the Company for that year;

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; and

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: May 22, 2023	DIN: 00065640	DIN: 00678173

ANNEXURE A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, If any	
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, KMPs or the Management, their relatives are present under Note No. 15 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

	Sanjeev Bikhchandani	**Chintan Thakkar**
Place: Noida	(Director)	(Director)
Date: May 22, 2023	DIN: 00065640	DIN: 00678173

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MAKESENSE TECHNOLOGIES LIMITED
Report on the Audit of the Standalone Financial Statements

OPINION

I have audited the accompanying standalone financial statements of MAKESENSE TECHNOLOGIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I 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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I 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 including other 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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. I describe these matters in my auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

The financial Statements of the Company for the year ended 31 March 2022 are audited by the predecessor auditor who have expressed an unmodified opinion on those financial statements vide their audit report dated 24.05.2022.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 my audit I report that:
   a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of my audit.
   b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) In my opinion and to the best of my information and according to the explanations given to me, the managerial remuneration not paid by the Company to its directors during the year.

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 my opinion and to the best of my information and according to the explanations given to me:

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

   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.

   iv. a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

   c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-cluse (a) and (b) contain any material misstatement.

   v. No dividend has been declared or paid during the year by the Company.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCT6362**

Date: May 22, 2023
Place: Delhi

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of MAKESENSE TECHNOLOGIES LIMITED of even date)

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

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

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 Crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. In my opinion and according to information and explanations given to me, during the year the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the order are not applicable to the company.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not taken any loans or other borrowings from any lender. Hence, reporting under clause 3(ix)(a) of the Order is not applicable.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year. Hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) According to the information and explanations given to me and as fully explained in Note 25 to the standalone Ind-AS financial statements, based on the management internal legal counsel assessment, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and thereby filed an application during financial year 2022-2023 intimating the Reserve Bank of India. The said application is under process by the Reserve Bank of India. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) In my opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3(xvi)(b) of the Order are not applicable to the Company

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3(xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3(xvi)(d) of the order are not applicable to the company.

xvii. The Company has incurred cash loss during the year and the immediately preceding financial year, the details of which are as follows:

S.No.	Financial Year	Amount of Cash Loss (₹'000)
1	2021-2022	628
2	2022-2023	322

xviii. There has been a resignation of the statutory auditor of the Company during the year and I had taken into consideration that no issues, objections or concerns raised by the outgoing auditor.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion, Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCT6362**

Date: May 22, 2023
Place: Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of **MAKESENSE TECHNOLOGIES LIMITED** ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to me, 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, 2023, 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 **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCT6362**

Date: May 22, 2023
Place: Delhi

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current assets			
Financial assets			
(i) Investments	3(a)	38,260,726	41,512,754
(ii) Other financial assets	3(c)	12,110	-
Non-current tax assets (net)	4	35	28
Total non-current assets		**38,272,871**	**41,512,782**
Current Assets			
Financial assets			
(i) Cash and cash equivalents	3(b)	106	109
(ii) Other financial assets	3(c)	-	12,621
Other current assets	6	2	15
Total current assets		**108**	**12,745**
Total assets		**38,272,979**	**41,525,527**
Equity & Liabilities			
Equity			
Equity share capital	7	12,165	12,165
Other equity	8	34,253,285	37,133,666
Total equity		**34,265,450**	**37,145,831**
Liabilities			
Non-current liabilities			
Deferred tax liability	5	4,007,476	4,379,508
Total non-current liabilities		**4,007,476**	**4,379,508**
Current liabilities			
Financial liabilities			
(i) 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	163
Other current liabilities	10	13	25
Total current liabilities		**53**	**188**
Total equity & liabilities		**38,272,979**	**41,525,527**

The accompanying notes 1 to 26 are in integral part of the Financial Statements.
As per our report of even date attached

For and on behalf of **Kishan Seth & Associates**
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111
UDIN: 23535111BGVZCT6362

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999HR2010PLC092002

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Other income	11	654	643
Total Income		**654**	**643**
Expenses			
Finance costs	12	0*	0*
Other expenses	13	976	1,271
Total Expenses		**976**	**1,271**
Loss before tax and exceptional item		**(322)**	**(628)**
Exceptional Item	20	-	55,461,884
Profit/(loss) before tax		**(322)**	**55,461,256**
Tax expense			
(1) Current tax	21	64	64
(2) Deferred tax	5	-	6,344,837
Profit/(loss) for the year		**(386)**	**49,116,355**
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss			
Loss on financial assets measured at Fair value through OCI		(3,252,027)	(17,179,447)
Income tax relating to this		372,032	1,965,329
Other comprehensive income/(loss) for the year, net of income tax		**(2,879,995)**	**(15,214,118)**
Total comprehensive income/(loss) for the year		**(2,880,381)**	**33,902,237**
Earnings per share:	**14**		
Basic earnings per share - after exceptional item		(0.32)	40,375.14
Basic earnings per share - before exceptional item		(0.32)	(0.57)
Diluted earnings per share -after exceptional item		(0.32)	40,375.14
Diluted earnings per share - before exceptional item		(0.32)	(0.57)

*Below rounding off norms of the company

The accompanying notes 1 to 26 are in integral part of the Financial Statements.
As per our report of even date attached

For and on behalf of **Kishan Seth & Associates**
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111
UDIN: 23535111BGVZCT6362

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999HR2010PLC092002

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Net loss before exceptional items and tax	(322)	(628)
	Adjustments for:		
	Interest received on Fixed Deposits	(654)	(643)
	Operating loss before working capital changes	**(976)**	**(1,271)**
	Adjustments for changes in working capital :		
	(Decrease)/ Increase in Trade payables	(120)	11
	Decrease/(Increase) in other current asset	13	(15)
	(Decrease)/ Increase in Other current liabilities	(13)	6
	Cash used in operating activities	**(1,096)**	**(1,269)**
	Income Taxes Paid (net)	(72)	(97)
	Net cash flows used in operating activities	**(1,168)**	**(1,366)**
B.	**Cash flow from Investing activities:**		
	Maturity of fixed deposits	217	57
	Interest received on fixed deposits	948	1,334
	Net cash flows from investing activities	**1,165**	**1,391**
C.	**Cash flow from financing activities:**		
	Proceeds form fresh issue of Share Capital (including Share Premium)	-	-
	Net cash flows from financing activities	**-**	**-**
	Net (decrease)/ increase in cash & cash equivalents	**(3)**	**25**
	Opening balance of cash and cash equivalents	**109**	**84**
	Closing balance of cash and cash equivalents	**106**	**109**
	Cash and cash equivalents comprise		
	Cash on hand	4	4
	Balance with banks		
	In current accounts	102	105
	In fixed deposits accounts with original maturity of less than 3 months	-	-
	Total cash and cash equivalents	**106**	**109**
	Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months	-	-
	Balance in fixed deposit accounts with original maturity more than 12 months (refer note 3(c))	11,811	12,028
	Total	**11,917**	**12,137**

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 26 are in integral part of the Financial Statements.

As per our report of even date attached
For and on behalf of **Kishan Seth & Associates**
ICAI Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999HR2010PLC092002

Kishan Seth
Proprietor
Membership No.- 535111
UDIN: 23535111BGVZCT6362

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount (₹'000)
As at April 01, 2021		**12,165**
Changes in equity share capital during the year	7	-
As at March 31, 2022		**12,165**
Changes in equity share capital during the year	7	-
As at March 31, 2023		**12,165**

B. OTHER EQUITY

(₹'000)

Particulars	Reserves & Surplus		Equity instruments through other comprehensive income	Total
	Share premium account	Retained Earnings		
Balance as at April 01, 2021	**3,241,648**	**(10,219)**	**-**	**3,231,429**
Profit for the year	-	49,116,355	-	49,116,355
Other Comprehensive loss for the year	-	-	(15,214,118)	(15,214,118)
Balance as at March 31, 2022	**3,241,648**	**49,106,136**	**(15,214,118)**	**37,133,666**

(₹'000)

Particulars	Reserves & Surplus		Equity instruments through other comprehensive income	Total
	Share premium account	Retained Earnings		
Balance as at April 01, 2022	**3,241,648**	**49,106,136**	**(15,214,118)**	**37,133,666**
Loss for the year	-	(386)	-	(386)
Other Comprehensive loss for the year	-	-	(2,879,995)	(2,879,995)
Balance as at March 31, 2023	**3,241,648**	**49,105,750**	**(18,094,113)**	**34,253,285**

The accompanying notes 1 to 26 are in integral part of the Financial Statements.

As per our report of even date attached

For and on behalf of **Kishan Seth & Associates**
ICAI Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of the Board of Directors
MakeSense Technologies Limited
CIN:U74999HR2010PLC092002

Kishan Seth
Proprietor
Membership No.- 535111
UDIN: 23535111BGVZCT6362

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 Plot No. 123, Sector 44, Gurugram, Gurgaon, Haryana 122001.

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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.

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 from time to time] 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 which are measured at fair value / amortised cost less diminution, if any

B. 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, 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 utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

C. PROVISIONS

Provisions 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.

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.

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
- Profit after exceptional items and tax
- Profit before exceptional items and after tax
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

(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 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. 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),
- those to be measured subsequently at fair value through other comprehensive income, 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 financial assets measured at fair value, gains and losses are recorded either through profit or loss or through other comprehensive income. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any. However, the gains or losses with respect to other investments that are not held for trading are recognised 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.

Upon initial recognition, the Company elects to classify irrevocably its equity investments, on instrument to instrument basis, as equity instruments designated at fair value through OCI that are not held for trading. For other investments which are required to be carried at fair value are routed through Profit & loss account.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 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.

- **Fair value through profit or loss (FVTPL):** Assets that do not meet the criteria for amortised cost or far value through OCI 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. The financial investment which are not held for trade is subsequently measured at fair value through Other Comprehensive Income. Upon initial recognition, the Company elects to classify irrevocably its equity investments, on instrument to instrument basis, as equity instruments designated at fair value through OCI that are not held for trading. Gains and losses on these financial assets are never recycled to profit or loss.

(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.

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) 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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. Interest income is included in finance income in the statement of profit and loss.

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.

d) Gain on fair valuation of Investment reclassified as per Ind AS 109

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.

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.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax asset/liability

c) Impairment of Investments in subsidiary/JVs and associates

I. ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3 FINANCIAL ASSETS

(a) Non Current Investment- Shares

Particulars	As at March 31, 2023				As at March 31, 2022			
	Number of Share	Face Value per share (In ₹)	(₹'000)	(₹'000)	Number of Share	Face Value per share (In ₹)	(₹'000)	(₹'000)
Investments in Equity shares (fully paid up) (Fair Value through OCI)								
Quoted								
PB Fintech Limited (formerly known as PB Fintech Private Limited) (Refer note 21 and 22)	59,750	2.00	700,200	-	59,750	2.00	700,200	-
Add: Bonus issued during the year	29,815,250	2.00	-	-	29,815,250	2.00	-	-
Add : Conversion of preference share into equity shares	30,015,000	2.00	2,530,116	-	30,015,000	2.00	2,530,116	-
Add : Gain on fair valuation routed through profit or loss	-	-	55,461,884	-	-	-	55,461,884	-
Add/Less : Gain/ (loss) on fair valuation routed through other comprehensive income	-	-	(20,431,474)	38,260,726	-	-	(17,179,447)	41,512,754
Total	**-**	**-**	**-**	**38,260,726**	**-**	**-**	**-**	**41,512,754**
Aggregate amount of quoted investments & market value thereof (Fair value)	-	-	-	38,260,726	-	-	-	41,512,754
Aggregate amount of unquoted investments (Cost or fair value, as applicable)				-				-
Aggregate amount for impairment in value of investments				-				-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(b) Cash & Cash Equivalents

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash & cash equivalents				
Cash on hand	-	-	4	4
Balances with bank - in current account	-	-	102	105
	-	**-**	**106**	**109**

(c) Other Financial Assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
In fixed deposit accounts with original maturity of more than 12 months	11,811	-	-	12,028
Interest accrued on fixed deposits	299	-	-	593
	12,110	**-**	**-**	**12,621**

4. NON-CURRENT TAX ASSET

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance tax (including TDS recoverable)	1,191	1,120	-	-
Less: Provision for tax	(1,156)	(1,092)	-	-
	35	**28**	**-**	**-**

5. DEFERRED TAX ASSET/(LIABILITY)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset /(liability)		
- Opening balance	(4,379,508)	-
- Adjustment for the year:		
- credited/(charged) through profit or loss	-	(6,344,837)
- credited/(charged) through Other comprehensive income	372,032	1,965,329
Total	**(4,007,476)**	**(4,379,508)**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Components of deferred tax asset/(liability) are shown in the following table:

Particulars	As at March 31, 2023 (₹'000)	(Charged)/ credited to profit or loss (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax liabilities			
-Routed through profit or loss			
-Fair valuation of Investment	(6,344,837)	-	(6,344,837)
-Routed through other comprehensive income			
-Fair valuation of Investment	2,337,361	372,032	1,965,329
Total	**(4,007,476)**	**372,032**	**(4,379,508)**

6. OTHER CURRENT ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Amount recoverable in cash or kind	-	-	2	15
	-	**-**	**2**	**15**

7. SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
AUTHORISED CAPITAL		
25,500,000 Equity Shares of ₹10/- each		
(March 2022 - 25,500,000 Equity Shares of ₹10/- each)	255,000	255,000
3,000,000 0.0001% Cumulative Convertiable Preference Shares of ₹100/- each		
(March 2022 - 3,000,000 Preference Shares of ₹100/- each)	300,000	300,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
1,216,500 Equity Shares of ₹10/- each, fully paid up	12,165	12,165
(March 2022 - 1,216,500 Equity Shares of ₹10/- each)		
	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, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'000)
Equity Shares				
At the beginning of the year	1,216,500	12,165	1,216,500	12,165
Add: Issued during the year	-	-	-	-
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 ₹10 per share. Each holder of equity shares is entitled to one vote per share.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	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%**

d. **Shares held by promoter & promoter group at the end of the year**

Name of promoter	As at March 31, 2023		As at March 31, 2022		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	608,305	50.00	608,305	50.00	-
Total	**608,305**	**50.00**	**608,305**	**50.00**	**-**

Name of promoter	As at March 31, 2022		As at March 31, 2021		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	608,305	50.00	608,305	50.00	-
Total	**608,305**	**50.00**	**608,305**	**50.00**	**-**

8. OTHER EQUITY

	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Securities Premium Account				
Opening Balance	3,241,648	-	3,241,648	-
Add : Addition during the year	-		-	
	-	3,241,648	-	3,241,648
Retained earnings				
Opening Balance	49,106,136	-	(10,219)	-
Add: Profit/(loss) for the year	(386)	-	49,116,355	-
	-	49,105,750	-	49,106,136
Equity instruments through other comprehensive income (net of income tax)				**-**
Opening Balance	(15,214,118)	-	-	-
Add : Other comprehensive income/(loss) for the year, net of Income tax	(2,879,995)	-	(15,214,118)	-
	-	(18,094,113)	-	(15,214,118)
	-	**34,253,285**	**-**	**37,133,666**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

b) Equity instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The Company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

Financial liabilities

9. TRADE PAYABLES

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'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	163
	-	**-**	**40**	**163**

Trade payable Ageing Schedule

Year ended March 31 2023

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	40	-	-	-	**40**
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

Year ended March 31 2022

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	163	-	-	-	**163**
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

10. OTHER CURRENT LIABILITIES

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
TDS payable	-	-	13	25
	-	**-**	**13**	**25**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

11. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income on fixed deposits with banks	654	643
	654	**643**

12. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Bank charges	0*	0*
	0*	**0***

*Below rounding off norms of the company

13. OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Legal and Professional Expenses*	946	1,260
Intt On Short/Late Dep Of TDS	12	-
Miscellaneous Expenses	18	11
	976	**1,271**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

As auditor:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Audit Fees (Excluding GST)	150	150
	150	**150**

14. BASIC & DILUTED EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit/(loss) attributable to Equity Shareholders (Profit after exceptional items and tax)	(386)	49,116,355
Profit/(loss) attributable to Equity Shareholders (Profit/(loss) before exceptional items and after tax)	(386)	(692)
Weighted average number of Equity Shares outstanding during the year (Nos.)	1,216,500	1,216,500
Basic & Diluted Earnings Per Equity Share of ₹10 each (₹)-after exceptional item	(0.32)	40,375.14
Basic & Diluted Earnings Per Equity Share of ₹10 each (₹)-before exceptional item	(0.32)	(0.57)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

15. RELATED PARTY DISCLOSURES

15 (1) . Related Party Disclosures for the year ended March 31, 2023

Jointly Controlled Entity of

Info Edge (India) Limited

MacRitchie Investments Pte. Ltd.

Key Management Personnel (KMP) & Relatives

Sanjeev Bikhchandani

Chintan Thakkar

Mohit Naresh Bhandari (Nominee director MacRitchie Investments Pte. Ltd.)

B) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of busines

Amount (₹'000)

Nature of relationship / transaction	Info Edge (India) Ltd.	MacRitchie Investment Pte. Ltd.	Total
	-	-	-
Total	**-**	**-**	**-**

15 (2) . Related Party Disclosures for the year ended March 31, 2022

Jointly Controlled Entity of

Info Edge (India) Limited

MacRitchie Investments Pte. Ltd.

Key Management Personnel (KMP) & Relatives

Mr Sanjeev Bikhchandani

Mr Chintan Thakkar

Mr Mohit Bhandari (nominee director Macritchie Investments Pte. Ltd)

Associates

PB Fintech Limited (till November 14, 2021)

B) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of busines

Amount (₹'000)

Nature of relationship / transaction	Info Edge (India) Ltd.	MacRitchie Investment Pte. Ltd.	PB Fintech Limited (till November 14, 2021)	Total
1. Reimbursement of expenses	-	-	607	**607**

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 does not have any operations during the financial year.

17. 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

18. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Amount (₹'000)

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

19. The Board of Directors of the Company, had filed an application with National Company Law Tribunal, Chandigarh Bench ("NCLT") for scheme of amalgamation between PB Fintech Private Limited(formely known as eTechAces Marketing and Consulting Private Limited and later known as PB Fintech Private Limited) (Transferee Company), and the company (Transferor Company) post approvals of their respective shareholders and creditors vide their respective meetings held on April 26, 2022.

20. During the previous year ended March 31, 2022, PB Fintech Limited (formerly known aseTechAces Marketing and Consulting Private Limited and later known as PB Fintech Private Limited), had come out with initial public offer ("IPO") of its equity shares and such shares have been listed on NSE & BSE on November 15, 2021.

Effective listing date, PB Fintech Limited had ceased to be an associate (i.e .Jointly Controlled entity) and hence has been reclassified as financial investment which will be fair valued at each reporting date in accordance with Ind AS109. Accordingly, unrealised mark to market gain of ₹55,461,884 thousand till date of listing of PB Fintech Limited had been credited to P&L through exceptional item in previous year ended March 31, 2022. Unrealised loss from date of listing till year ended March 31, 2022 (₹17,179,447 thousands) and unrealised loss for year ended March 31, 2023 (₹3,252,027 thousands) has been taken to Other Comprehensive Income in accordance with one time irrevocable option available under IND AS.

21. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current tax on profit for the year	64	64
Total current tax expenses	**64**	**64**
Deferred Tax	**-**	**6,344,837**
Total	**64**	**6,344,901**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Loss before exeptional item and tax	(322)	(628)
Tax @ 25.168% (Previous year 25.168%)	**(81)**	**(158)**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Others	145	222
Deferred tax on fair valuation gain on investment	-	6,344,837
Total	**64**	**6,344,901**

22. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value Hierarchy

a) Financial instruments by category

(Amount ₹'000)

Particulars	March 31, 2023			March 31, 2022		
	Fair value through profit or loss	Fair value through other comprehen-sive income	Amortized cost	Fair value through profit or loss	Fair value through other comprehen-sive income	Amortized cost
Financial Assets						
Investments	-	38,260,726	-	-	41,512,754	-
Cash and cash Equivalents	-	-	106	-	-	109
Other financial assets	-	-	12,110	-	-	12,621
Total Financial Assets	**-**	**38,260,726**	**12,216**	**-**	**41,512,754**	**12,730**
Financial Liabilities						
Trade payables	-	-	40	-	-	163
Total Financial Liabilities	**-**	**-**	**40**	**-**	**-**	**163**

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, 2023

	Level 1	Level 2	Level 3
Financial Assets			
- Investment in Equity shares	38,260,726	-	-

Financial assets measured at fair value at March 31, 2022

	Level 1	Level 2	Level 3
Financial Assets			
- Investment in Equity shares	41,512,754	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (i.e. unquoted mutual funds) 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 any of these levels 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) Financial assets and liabilities measured at amortised cost

The carrying amounts of cash and cash equivalents, other financial assets and trade payables 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.

(e) Valuation processes

"The Company uses third party valuers to perform the valuations of the unquoted equity shares, preference shares and debentures required for financial reporting purposes for Level 3 purposes other than investment in compulsorily redeemable preference shares and debentures (Debt instruments) which are done by Finance department of the company.

The main Level 3 inputs for these unlisted securities are derived and evaluated as below.

• Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

• Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies to the extent available.

Significant estimates

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. The company 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 (c) and (e) above.

23. FINANCIAL RISK AND CAPITAL MANAGEMENT

A) Financial risk management framework

The Company's management has overall responsibility for the establishment and oversight of the Company's risk management framework.

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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 exposure to interest risk arises only on the investment in fixed deposit due to fluctuations in interest rate . 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)

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed-rate instruments		
Financial assets	11,811	12,028
Financial liabilities	-	-
Total	**11,811**	**12,028**

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.

March 31, 2023	Contractual cash flows				(₹'000)
	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	40	40	-	-	-

March 31, 2022	Contractual cash flows				(₹'000)
	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	163	163	-	-	-

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

24. FINANCIAL RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Trade receivable Turnover ratio	Net Credit billing	Average trade receivables	N.A	N.A	N.A	N.A
Inventory Turnover Ratio	Current Assets	Average Inventory	N.A	N.A	N.A	N.A
Trade payable Turnover Ratio	Net Credit Purchases	Average Trade payables	9.62	8.12	18%	Insignifcant variance
Current Ratio	Current Assets	Current Liabilities	2.04	67.74	(97%)	Significant decrease in ratio is on account of the decrease in current asset from ₹12,745 thousand to ₹108 thousand due to change in nature of fixed deposit from current asset to non current asset.
Debt Equity Ratio	Total Debt	Total Equity (Shareholder's Equity)	N.A	N.A	N.A	N.A
Debt Service Coverage Ratio	Earnings available for debt service	Debt service	N.A	N.A	N.A	N.A
Net Profit Ratio	Net Profit(before Comprehensive Income)	Net revenue from operation	N.A	N.A	N.A	N.A
Return on equity ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	(0.00)	2.43	(100%)	In previous year company has recorded MTM gain in exceptional item against fair valuation of investment which got listed in FY 2021-22.
Net Capital Turnover Ratio	Net Sales	Working capital	N.A	N.A	N.A	N.A
Return on Capital Employed	Earning before interest and taxes (before interest income)	Capital employed= Tangible Net Worth + Total Debt + Deferred Tax	0.00%	97.75%	100%	In previous year company has recorded MTM gain in exceptional item against fair valuation of investment which got listed in FY 2021-22.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Return on Investment-Treasury	Investment income (including OCI & Exceptional item)	Weighted average Investment (i.e. Treasury funds)	5.22%	5.37%	(3%)	Insignificant variance
Return on Investment-Financial investment carried at Mark to Market	Income (including unrealized gain thru P&L or OCI	Weighted average Investment (i.e. Financial investment carried at Mark to Market)	(100.67%)	3134.50%	(103%)	Majorily driven by gain on fair valuation booked of ₹55,461,256 thousands in exceptional item and unrealised loss of ₹17,179,447 thousands in OCI for FY 21-22 as against Nil in exception item and unrealised loss of ₹3,353,027 thousand in OCI for FY 2022-23

Return on Investment is calculated for treasury funds (Fixed deposit) and for financial investments which are valued at mark to market.

Notes:

1. Trade receivables turnover ratio is not applicable as Company does not have any debtors.
2. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
3. Trade payable turnover ratio is computed on expenses over average trade payable
4. Current ratio is calculated on Current asset over current liability.
5. Debt Equity ratio is not applicable as company doesnot have any borrowings.
6. Debt service coverage ratio is is not applicable as Company does not have any debt obligations.
7. Net profit ratio is is not applicable as Company does not have any sales during the periods.
8. Return on equity is computed on Net profit after tax over Average shareholder's equity
9. Net capital turnvoer ratio is is not applicable as Company does not have any sales during the periods.
10. Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax-Equity instrument through OCI)
11. Return on Investment is computed on investment income (including OCI & exceptional item) over weighted average investment (including OCI).

25. Company's previous year financial statements includes an unrealized notional gain upon fair valuation of financial investment (i.e. equity shares held in PB Fintech Limited) as stipulated under IND AS 109 amounting to ₹55,461,884 thousands (credited to Exceptional Item which forms part of Profit after tax) and unrealised loss of 17,179,447 thousands (credited to other comprehensive income). Based on internal legal counsel assessment, the company believes that such notional unrealized gain/(loss) is not required to be considered to calculate Financial Income with respect to threshold notified by Reserve Bank of India vide Press Release 1998-99/ 1269 dated April 8, 1999 issued under section 45-I(a) of the Reserve Bank of India Act, 1934, commonly known as 50:50 rule, to determine the requirement of registration as Non-Banking Financing Company. As a matter of abundant precaution,during current period, the company has intimated to the Reserve Bank of India about the same clearly spelling out the rationale for such assessment and shall abide by RBI's further guidance on the matter, if and when received.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

26. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023 :

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company's financial statements

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Company is currently assessing the impact of the amendments.

For and on behalf of **Kishan Seth & Associates**
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
MakeSense Technologies Limited
CIN:U74999HR2010PLC092002

Chintan Thakkar
(Director)
DIN :00678173

Sanjeev Bikhchandani
(Director)
DIN:00065640

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 24th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of all types of internet, computer, electronic data processing and electronic and related services.

The Company made a total comprehensive loss of ₹129.15 Million in FY23 as compared to total comprehensive profit of ₹290.68 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹3,500.50 Million and ₹32.50 Million respectively.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act') the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in 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 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 the date of this report.

INVESTEE COMPANY

ZOMATO LTD. (ZOMATO)

Zomato (Formerly known as Zomato Pvt. Ltd.) owns & operates the website, www.zomato.com. It generates revenue from advertisements of restaurants and lead sales.

The Company currently holds 0.06% stake in Zomato on fully converted and diluted basis.

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 Act 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 re-appointed as Statutory Auditors of the Company for their second tenure of 5 (five) years in the 23rd Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 23rd Annual General Meeting until the conclusion of 28th Annual General Meeting for the financial years 2022-23 to 2026-27.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act 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, Ms. Sharmeen Khalid and Mr. Saurabh Srivastava are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (Two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, 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 5 (Five) times during the year on May 24, 2022, August 09, 2022, October 17, 2022, November 07, 2022, and February 07, 2023. 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 FY23:

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. Saurabh Srivastava	Independent Director	5	5
Ms. Sharmeen Khalid	Director	5	5

DECLARATION BY INDEPENDENT DIRECTORS

Mr. Saurabh Srivastava, an Independent Director of the Company has submitted his disclosure to the Board that he fulfills all the requirements as stipulated in Section 149(6) of the Act.

He has also confirmed his registration with the Indian Institute of Corporate Affairs ('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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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. 16 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Limited, holding company of the Company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act 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, 2023 and of the profit of the Company for that year;

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; and

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: May 22, 2023	DIN: 00065640	DIN: 01189953

ANNEXURE A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note no. 16 to Financial Statements as part 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: May 22, 2023

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 accompanying financial statements of Naukri Internet Services Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (Including Other Comprehensive 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 Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, profit, other comprehensive loss, 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 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 obtained by us is sufficient and appropriate to provide a basis for our opinion.

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 thereon.

Our opinion on the 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 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 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, the Board of Directors 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 the Board of Directors 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, 2020 ("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 (including other comprehensive loss), the Statement of Changes in Equity and the Statement of Cash Flow 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.

   (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 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 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.

      iv. 1) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      2) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

      3) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.

      v. The Company has neither declared nor paid any dividend during the year.

      vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

3. 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 thereunder.

For M S K A & Associates

Chartered Accountant

ICAI Firm Registration No. 105047W

Amit Mitra

Partner

Membership No.: 094518

UDIN: 23094518BGWSQR3770

Place: Gurugram

Date: May 22, 2023

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 SAs, we exercise professional judgment and maintain professional skepticism 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 adequate 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 M S K A & Associates
Chartered Accountant
ICAI Firm Registration No. 105047W

Amit Mitra
Partner
Membership No.: 094518
UDIN: 23094518BGWSQR3770

Place: Gurugram
Date: May 22, 2023

ANNEXURE "B" TO INDEPENDENT AUDITORS' REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NAUKRI INTERNET SERVICES LIMITED FOR THE YEAR ENDED MACRH 31, 2023

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report)

i. The Company had no Property, Plant and Equipment as on March 31, 2023 nor at any time during the year ended March 31, 2023. Accordingly, the provisions stated in paragraph 3(i) (a) to (e) of the Order are not applicable to the Company.

ii. (a) The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii) (a) of the Order are not applicable to the Company.

(b) The Company has not been sanctioned any working capital limits during the year. Accordingly, the requirements under paragraph 3(ii)(b) of the Order is not applicable to the Company.

iii. According to the information explanation provided to us, the Company has not made any investments in, provided any guarantee or security, or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, the requirements under paragraph 3(iii) of the Order are not applicable to the Company.

iv. According to the information and explanations given to us, the Company has neither, directly or indirectly, granted any loan, or provided guarantee or security 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 nor made investments through more than two layers of investment companies in accordance with the provisions of Section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.

v. 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.

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, undisputed statutory dues including goods and services tax, income-tax, cess and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year.

There are no undisputed amounts payable in respect of goods and services tax, income-tax, cess, and other statutory dues in arrears as at March 31, 2023 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 examination of records of the company, the outstanding dues of income tax, goods and service tax, cess and other statutory dues on account of any dispute, are as follows:

Name of the Statute	Nature of dues	Amount (in ₹)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	33,821,854	AY 2018-19	Commissioner of Income Tax (Appeals)

viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.

ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) In our opinion and according to the information explanation provided to us, no money was raised by way of term loans. Accordingly, the provision stated in paragraph 3(ix)(c) of the Order is not applicable to the Company.

(d) According to the information and explanation provided to us, there are no funds raised on short term basis. Accordingly, the provision stated in paragraph 3(ix)(d) of the Order is not applicable to the Company.

(e) The Company does not have any subsidiary, associate, or joint venture. Hence reporting under the Clause (ix) (e) of the order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate, or joint venture. Hence, reporting under the Clause 3(ix)(f) of the order is not applicable to the Company.

x. (a) In our opinion and according to the information explanation given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the provisions stated in paragraph 3 (x) (a) of the Order are not applicable to the Company.

(b) 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, partly, or optionally convertible debentures during the year. Hence, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.

xi. (a) Based on our 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 report that no material fraud by the Company nor on the Company has been noticed or reported during the course of our audit.

(b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the financial statement for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.

(c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.

xii. The Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) 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 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by applicable accounting standards. Further, the Company is not required to constitute an Audit Committee under Section 177 of the Act.

xiv. In our opinion and based on our examination, the company does not require to comply with provision of section 138 of the Act. Hence, the provisions stated in paragraph 3(xiv) (a) to (b) of the order are not applicable to the company.

xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company.

xvi. (a) According to the information and explanation given to us as fully explained in Note 22 to the financial statements, based on the management internal legal counsel assessment, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and thereby filed an application during financial year 2022-2023 intimating the Reserve Bank of India. The said application is under process by the Reserve Bank of India. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(b) of the Order are not applicable to the Company.

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph 3 (xvi)(c) of the Order are not applicable to the Company.

(d) The company does not have any CIC as a part of its group. Hence, the provisions stated in paragraph 3 (xvi)(d) of the Order are not applicable to the Company.

xvii. Based on the overall review of financial statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph 3 (xvii) of the Order are not applicable to the Company.

xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph 3 (xviii) of the Order are not applicable to the Company.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. According to the information and explanations given to us and based on our verification, the provisions of Section 135 of the Act are not applicable to the Company. Hence, reporting under paragraph (xx)(a) to (b) of the Order is not applicable to the Company.

xxi. According to the information and explanations given to us, the Company does not have any Subsidiary, Associate or Joint Venture. Accordingly, reporting under Clause 3(xxi) of the Order is not applicable.

For M S K A & Associates
Chartered Accountant
ICAI Firm Registration No. 105047W

Amit Mitra
Partner
Membership No.: 094518
UDIN: 23094518BGWSQR3770

Place: Gurugram
Date: May 22, 2023

ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF NAUKRI INTERNET SERVICES LIMITED

(Referred to in paragraph 2f under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of Naukri Internet Services Limited on the Financial Statements for the year ended March 31, 2023)

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

Opinion

We have audited the internal financial controls with reference to financial statements of Naukri Internet Services Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate 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, 2023, 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").

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. 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 adequate 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 adequacy of 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 basi0s 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.

For M S K A & Associates
Chartered Accountant
ICAI Firm Registration No. 105047W

Amit Mitra
Partner
Membership No.: 094518
UDIN: 23094518BGWSQR3770

Place: Gurugram
Date: May 22, 2023

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-Current Assets			
Financial assets			
Investments	3(a)	248,562	401,426
Other financial assets	3(c)	10	16,643
Non-current tax assets (net)	4	398	450
Total non-current assets		**248,970**	**418,519**
Current assets			
Financial assets			
Cash and cash equivalents	3(b)	149	114
Other financial assets	3(c)	205,940	182,223
Other current assets	6	10	24
Total current assets		**206,099**	**182,361**
Total assets		**455,069**	**600,880**
EQUITY & LIABILITIES			
Equity			
Equity share capital	7	100	100
Other equity	8	428,136	557,290
Total equity		**428,236**	**557,390**
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	9(a)	7,483	6,641
Deferred tax liabilities (net)	5	19,223	36,711
Total non-current liabilities		**26,706**	**43,352**
Current liabilities			
Financial liabilities			
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		112	120
Other current liabilities	11	15	18
Total current liabilities		**127**	**138**
Total liabilities		**26,833**	**43,490**
Total equity and liabilities		**455,069**	**600,880**

Summary of significant accounting policies 2
The accompanying notes 3 to 27 are an integral part of the financial statements.
As per our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

For and on behalf of Board of Directors of Naukri Internet Services Limited
CIN: U74899DL1999PLC102748

Amit Mitra
Partner
Membership No.: 094518

Sanjeev Bikhchandani
Director
DIN: 00065640

Hitesh Oberoi
Director
DIN: 01189953

Place: Gurugram
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Other income	12	10,001	10,067
Total Income		**10,001**	**10,067**
Expenditure			
Finance costs	13	842	747
Other expenses	14	489	395
Total Expense		**1,331**	**1,142**
Profit before tax & exceptional items		**8,670**	**8,925**
Exceptional items [Refer note 3(a) & 20]		-	(290,170)
Profit before tax		**8,670**	**299,095**
Income tax expense			
- Current tax expense	21	2,448	2,435
- Deferred tax expense	21	-	33,196
Profit for the Year		**6,222**	**263,464**
Other comprehensive (loss)/income			
Items not to be reclassified to profit or loss			
Net (loss)/gain on FVTOCI equity Securities		(152,864)	30,729
Income tax effect on these items		17,488	(3,515)
Other comprehensive (loss)/income for the year, net of income tax		**(135,376)**	**27,214**
Total comprehensive (loss)/income for the year		**(129,154)**	**290,678**
Earnings per share:	**15**		
Basic EPS of ₹10 each (₹)-after exceptional item		622	26,346
Basic EPS of ₹10 each (₹)-before exceptional item		622	649
Diluted EPS of ₹10 each (₹)-after exceptional item		622	26,346
Diluted EPS of ₹10 each (₹)-beofre exceptional item		622	649

Summary of significant accounting policies 2
The accompanying notes 3 to 27 are an integral part of the financial statements.
As per our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN: U74899DL1999PLC102748

Amit Mitra
Partner
Membership No.: 094518

Place: Gurugram
Date: May 22, 2023

Sanjeev Bikhchandani
Director
DIN: 00065640

Place: Noida
Date: May 22, 2023

Hitesh Oberoi
Director
DIN: 01189953

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Cash flow from operating activities:		
Profit before tax	8,670	8,925
Adjustments for:		
Finance cost	842	747
Interest income on fixed deposits	(10,001)	(10,067)
Operating (loss) before working capital changes	**(489)**	**(395)**
Changes in working capital		
Adjustments for changes in working capital :		
(Increase) in Other non current financial assets	-	(10)
Decrease/ (Increase) in other current assets	14	(24)
Decrease in other financial assets	-	10
(Increase)/Decrease in trade payables	(8)	10
(Increase)/Decrease in other financial liabilities	(3)	5
Cash generated used in operations	**(486)**	**(404)**
Income tax paid	(2,395)	(2,461)
Net cash outflow used in operating activities	**(2,881)**	**(2,865)**
Cash flow from investing activities:		
Interest income on fixed deposits	9,372	11,302
Investment in fixed deposits	(6,456)	(8,557)
Net cash inflow from investing activities	**2,916**	**2,745**
Cash flow from financing activities:	**-**	**-**
Net cash flow from financing activities	**-**	**-**
Net increase/ (decrease) in cash and cash equivalents	**35**	**(120)**
Cash and cash equivalents at the beginning of the year	**114**	**234**
Cash and cash equivalents at the closing of the year	**149**	**114**
Cash and cash equivalents comprise [Refer note 3(b)]		
Cash on hand	1	1
Balance with banks:		
- on current account	148	113
Total cash and bank balance at the end of the year	**149**	**114**

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 3 to 27 are an integral part of the financial statements.
As per our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

Amit Mitra
Partner
Membership No.: 094518

Place: Gurugram
Date: May 22, 2023

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN: U74899DL1999PLC102748

Sanjeev Bikhchandani
Director
DIN: 00065640

Place: Noida
Date: May 22, 2023

Hitesh Oberoi
Director
DIN: 01189953

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	No. of shares	Amount (₹'000)
Equity shares of ₹10 each issued, subscribed and fully paid up		
Opening	**10,000**	**100**
Add: Issued during the year	-	-
Closing	**10,000**	**100**

B. OTHER EQUITY

Particulars	Reserves & surplus		Equity instruments through other comprehensive income	Total (₹'000)
	Equity component of compounded financial instruments (₹'000)	Retained earnings (₹'000)		
Balance as at April 01, 2021	3,117,286	3,245	-	**3,120,531**
Redemption of Cumulative Redeemable Preference Share Capital as at April 01, 2020	-	(2,853,919)	-	**(2,853,919)**
Profit for the year	-	263,464	-	**263,464**
Other Comprehensive Income for the year (net of Income tax)	-	-	27,214	**27,214**
Balance as at March 31, 2022	**3,117,286**	**(2,587,210)**	**27,214**	**557,290**

Particulars	Reserves & surplus		Equity instruments through other comprehensive income	Total (₹'000)
	Equity component of compounded financial instruments (₹'000)	Retained earnings (₹'000)		
Balance as at April 01, 2022	3,117,286	(2,587,210)	27,214	**557,290**
Profit for the year	-	6,222	-	**6,222**
Other Comprehensive Income for the year (net of Income tax)	-	-	(135,376)	**(135,376)**
Balance as at March 31, 2023	**3,117,286**	**(2,580,988)**	**(108,162)**	**428,136**

Summary of significant accounting policies 2
The accompanying notes 3 to 27 are an integral part of the financial statements.
As per our report of even date

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN: U74899DL1999PLC102748

Amit Mitra
Partner
Membership No.: 094518

Sanjeev Bikhchandani
Director
DIN: 00065640

Hitesh Oberoi
Director
DIN: 01189953

Place: Gurugram
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Naukri Internet Services Limited (the Company) CIN: U74899DL1999PLC102748 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 authorized for issue in accordance with a resolution of the directors on May 22, 2023.

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 from time to time] 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 non-current 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 upto two decimal points to the nearest thousand (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 (including derivative instruments) which are measured at fair value / amortised cost less diminution, if any;
- Asset classified as held for sale.

2.2 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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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 recognised in profit or loss in the year in which they arise.

2.3 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

2.4 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 embodying economic benefits 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.

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.

2.5 NON-CURRENT ASSETS 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. The criteria for held for sale is considered to have met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. 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.

2.6 LEASES (AS LESSEE)

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 April 01, 2019 for all Ind AS companies. It replaces current guidance under Ind AS 17 Leases. 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

2.7 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

2.8 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 year, adjusted for bonus elements in equity shares issued during the year

(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.

2.9 FINANCIAL INSTRUMENTS

(i) Classification

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

- those to be measured subsequently at fair value through other comprehensive income
- those to be measured subsequently at fair value through profit or loss, and
- those to be 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 financial assets measured at fair value, gains and losses are recorded either through profit or loss or through other comprehensive income. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any. However, the gains or losses with respect to Investment in Units of Controlled Trust and other investments that are not held for trading are recognised 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.

Upon initial recognition, the Company elects to classify irrevocably its equity investments, on instrument to instrument basis, as equity instruments designated at fair value through OCI that are not held for trading. For other investments which are required to be carried at fair value are routed through Profit & loss account.

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

NOTES TO THE FINANCIAL STATEMENTS

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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.

- **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.

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. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established. The investment in Controlled Trust & financial Investment which are not held for trade is subsequently measured at fair value through Other Comprehensive Income.

(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.

(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.

(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.

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.

(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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.10 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 separated:

- 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 amortized 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 separated:

- 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 amortized 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.

2.11 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

2.12 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 source of estimation of uncertainty in respect of current tax expense and payable have been discussed in their respective policies.

The areas involving critical estimates or judgments are related to estimation of current tax expenses and payable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.13 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 such write down.

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

d) Fair value loss of asset classified as held for sale

e) Gain on fair valuation of Investment reclassified as per Ind AS 109

2.14 ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

2.15 RECENT ACCOUNTING DEVELOPMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 01, 2021. MCA issued notifications dated March 23, 2022 to amend Ind AS. These amendments are applicable to the Company for the financial year starting April 01, 2022.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. FINANCIAL ASSETS

3(a). Non current investments

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'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 Limited		
1 (Previous year 1) Equity Share of ₹10/- #	0	0
Quoted Investment through FVOCI		
4877600 Shares (Previous year 4877600) in Zomato Limited (formerly known as Zomato Private Limited) Equity Share of ₹1/- (refer note 20)	80,527	80,527
Add : Gain on fair valuation routed through profit or loss	290,170	290,170
Add : Gain/(loss) on fair valuation routed through other comprehensive income	(122,135)	30,729
	248,562	**401,426**
# 0 represents amount is below the rounding off norms adopted by the Company.		
Aggregate amount of quoted investments & market value thereof	**248,562**	**401,426**
Aggregate amount of unquoted investments	**0**	**0**
Aggregate amount for impairment in value of investments	**-**	**-**

3(b). Cash and cash equivalents

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash on hand	1	1
Balance with bank		
- on current account	148	113
Total	**149**	**114**

3(c). Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Fixed deposit accounts with original maturity more than 12 months	-	16,633	197,776	174,687
Interest accrued on fixed deposits	-	-	8,164	7,536
Security deposit	10	10	-	-
Total	**10**	**16,643**	**205,940**	**182,223**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

4. NON-CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)		
Advance tax (including TDS Recoverable)	86,396	84,000
Less: Provision for income tax	(85,998)	(83,550)
Total	**398**	**450**

5. DEFERRED TAX ASSET/(LIABILITY)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset/(liability)		
- Opening balance	(36,711)	-
- Adjustment for the year		
- credited/(charged) through profit or loss	-	(33,196)
- credited/(charged) through Other comprehensive income	17,488	(3,515)
Total	**(19,223)**	**(36,711)**

6. OTHER CURRENT ASSETS

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)		
Amount recoverable in cash or in kind or for value to be received	10	18
Prepaid Expenses	-	6
Total	**10**	**24**

7. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'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 (Previous Year- 324,000 0.0001% Cumulative Redeemable Preference Shares (CRPS) of ₹100/- each)	32,400	32,400
Total	**32,500**	**32,500**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'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**

b. Reconciliation of preference shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'000)
Preference shares				
Outstanding at the beginning of the year	324,000	32,400	324,000	32,400
Add: Issued during the year	-	-	-	-
Less: Redeemed during the year	-	-	-	-
Outstanding at the end of the year	**324,000**	**32,400**	**324,000**	**32,400**

c. Rights, preferences and restrictions attached to shares

Equity share capital

The Company has only one class of equity shares having a par value of ₹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 ₹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 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.

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Info Edge (India) Limited	9,994	99.94%	9,994	99.94%
(excluding Six shares (previous year -Six) held by Nominee shareholders				
Total	**9,994**	**99.94%**	**9,994**	**99.94%**

e. 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

e. **Shareholding of promoters**

Particulars	As at March 31, 2023		As at March 31, 2022		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Info Edge (India) Limited	9,994	99.94%	9,994	99.94%	-
(excluding Six shares (previous year -Six) held by Nominee shareholders					
Total	**9,994**	**99.94%**	**9,994**	**99.94%**	**-**

Particulars	As at March 31, 2022		As at March 31, 2021		
	No of Shares	% Holding	No of Shares	% Holding	% Change
Info Edge (India) Ltd	9,994	99.94%	9,994	99.94%	-
(excluding Six shares (previous year -Six) held by Nominee shareholders					
Total	**9,994**	**99.94%**	**9,994**	**99.94%**	**-**

8 OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Surplus (deficit) in the statement of profit and loss				
Opening Balance	266,709	-	3,245	-
Profit for the year	6,222	272,931	263,464	266,709
Reserve and surplus	-	**(2,853,919)**		**(2,853,919)**
Equity component of compounded financial instruments	-	3,117,286		3,117,286
Opening	27,214	-	-	-
(Loss)/ Gain on financial assets measured at Fair value through OCI net of tax	(135,376)	(108,162)	27,214	27,214
Total	-	**428,136**	-	**557,290**

9. FINANCIAL LIABILITIES

9(a). Borrowings

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured				
324,000 nos 0.0001% Cumulative redeemable preference shares*	32,400	32,400	-	-
(Previous Year - 324,000 nos. Preference Shares of ₹100/- each)				
Less: Redeemed during the year	-	-	-	-
Less : Equity component of preference shares	(29,425)	(29,425)	-	-
Add : Interest expense on present value	4,508	3,666	-	-
Total	**7,483**	**6,641**	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

* Category of shares	Issue date	Maturity not exceeding	Amount (₹'000)
0.0001% Cumulative redeemable preference shares	June 08, 2015	June 07, 2035	27,900
0.0001% Cumulative redeemable preference shares	September 03, 2015	September 02, 2035	4,500
Total			**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.

9(b). Trade payables

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade payable (refer note 10(a))		
- total outstanding dues of micro enterprises and small enterprises	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	112	120
Total	**112**	**120**

10 (a). Based on the information available with the Company, the Company has no certain dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

10 (b) (i) Trade payable Ageing Schedule

Year ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	107	-	5	-	112
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

10 (b) (ii) Trade payable Ageing Schedule

Year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	-	-	-	-
ii) Others	115	5	-	-	120
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

11. OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Statutory dues payable (Tax deducted at source)	15	18
Total	**15**	**18**

12. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income on fixed deposits	10,001	10,067
Total	**10,001**	**10,067**

13. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest cost on financial liabilities at amortized cost (refer note 9(a))	842	747
Total	**842**	**747**

14. OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Rent	28	28
Legal and professional charges*	420	341
Bank related charges	1	1
Miscellaneous expenses	19	3
Subscription & Fees	21	22
Total	**489**	**395**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

As auditor:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Statutory audit fees	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

15. EARNINGS PER SHARE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit attributable to Equity Shareholders (Profit after exceptional items and tax)	6,222	263,464
Profit attributable to Equity Shareholders (Profit before exceptional items and after tax)	6,222	6,490
Basic		
Weighted average number of equity shares outstanding during the year (Nos.)	10,000	10,000
Basic EPS of ₹10 each (₹)-after exceptional item	622	26,346
Basic EPS of ₹10 each (₹)-before exceptional item	622	649
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 EPS of ₹10 each (₹)-after exceptional item	622	26,346
Diluted EPS of ₹10 each (₹)-before exceptional item	**622**	**649**

16 (1) RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023:

A) Name of related parties and description of relationship

Name of relationship	Name of the Company
Holding company	Info Edge (India) Limited
Joint venture	Zomato Limited (formerly known as Zomato Private Limited) (till July 23, 2021 refer note 20)

Directors, Key Management Personnel (KMP) & Relatives

Mr Sanjeev Bikhchandani	Director
Mr Hitesh Oberoi	Director
Mr Saurabh Srivastava	Director
Ms Sharmeen Khalid	Director

B) Transactions with related parties:

Nature of relationship / transaction	Holding Company (₹'000)	Joint Venture (₹'000)	Total (₹'000)
Rental charges	28	-	28

16 (2) RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022:

A) Name of related parties and description of relationship:

Name of relationship	Name of the Company
Holding company	Info Edge (India) Limited
Joint venture	Zomato Limited (formerly known as Zomato Private Limited) (till July 23, 2021 refer note 20)

Directors, Key Management Personnel (KMP) & Relatives

Mr Sanjeev Bikhchandani	Director
Mr Hitesh Oberoi	Director
Mr Saurabh Srivastava	Director
Ms Sharmeen Khalid	Director

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

B) Transactions with related parties:

Nature of relationship / transaction	Holding Company (₹'000)	Joint Venture (₹'000)	Total (₹'000)
Rental charges	28	-	28

17. 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.

18. EMPLOYEE BENEFITS

The requirements of IND AS 19 "Employee Benefits "are not applicable on the company since there was no employee employed by the company during the year and previous year. However, there is no loan or advance given to the directors of the Company.

19. The aggregate managerial remuneration under section 197 of the Companies Act, 2013 to the Directors including Managing Director is Nil (March 31, 2022 - Nil).

20. During the previous year ended March 31, 2022, Zomato Limited (formerly known as Zomato Media Private Limited and later known as Zomato Private Limited), had issued bonus shares in the ratio of 1:6699 to existing equity shareholders. The Company was holding 728 equity shares having a nominal value of ₹1/- each, which after the bonus shares are now 4,877,600 equity shares of ₹1/- each.

Zomato Limited, had also come out with an initial public offer ("IPO") of its equity shares and such shares have been listed on National Stock Exchange & Bombay Stock Exchange ('NSE & BSE') on July 23, 2021.

The Company was recording its investment in Zomato Limited at cost owing to the joint venture arrangement as per the Shareholder Agreement (SHA) with Zomato Limited and Info Edge Limited. On the date of listing, Zomato ceased to be a Joint Venture Company of Info Edge (India) Limited (the Holding Company), accordingly the investment as a 'joint venture' has been derecognised. Resultant gain on such derecognition has been booked in the Statement of profit and loss as exceptional item amounting to ₹290,170 thousands.

Subsequently, the Company had availed one-time choice to classify such investment in equity instrument as an irrevocable election at initial recognition, that would otherwise be measured at fair value through profit or loss to present subsequent changes in fair value, in 'other comprehensive income'. The resultant fair value gain/(loss) as at the year end is accordingly accounted for in other comprehensive income/(loss) amounting to (₹152,864 thousands), (Previous year :₹30,729 thousands) . This is in accordance with Para 4 & 5 of IND AS 109 - 'Financial Instruments'.

21. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Tax		
Current tax for the year	2,448	2,435
Income Tax Expenses	**2,448**	**2,435**
Deferred Tax	**-**	**33,196**
Income tax expense	**2,448**	**35,631**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit before tax	**8,670**	**8,925**
Tax @ 25.17% (Previous Year 25.17%)	**2,182**	**2,246**
taxable income:		
Interest cost on financial liabilities at amortized cost	212	190
Expense disallowed	54	-
Deferred tax on profit on fair value of investment (capital gain)	-	33,195
Total	**2,448**	**35,631**

22. Company's previous year financial statements includes an unrealized notional gain upon fair valuation of financial investment (i.e. equity shares held in Zomato Limited) as stipulated under IND AS 109 amounting to ₹290,170 thousand (credited to Exceptional Items which forms part of Profit after Tax) and unrealised notional gain of ₹30,729 thousands (credited to Other Comprehensive Income). Based on internal legal counsel assessment, the company believes that such notional unrealized gain is not required to be considered to calculate Financial Income with respect to threshold notified by Reserve Bank of India vide Press Release 1998-99/ 1269 dated April 8, 1999 issued under section 45-I(a) of the Reserve Bank of India Act, 1934, commonly known as 50:50 rule, to determine the requirement of registration as Non-Banking Financing Company. As a matter of abundant caution, during current period, the Company has intimated to the Reserve Bank of India about the same clearly spelling out the rationale for such assessment and shall abide by RBI's further guidance on the matter, if and when received

23. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value hierarchy

a) Financial instruments by category

Particulars	As at March 31, 2023 (₹'000)			As at March 31, 2022 (₹'000)		
	Fair value through profit or loss	Fair value through other comprehensive income	Amortized cost	Fair value through profit or loss	Fair value through other comprehensive income	Amortized cost
Financial assets						
Investments	-	248,562	-	-	401,426	-
Cash and cash equivalents	-	-	149	-	-	114
Other financial assets	-	-	205,950	-	-	198,866
Total financial assets	**-**	**248,562**	**206,099**	**-**	**401,426**	**198,980**
Financial liabilities						
Borrowings	-	-	7,483	-	-	6,641
Trade payables	-	-	112	-	-	120
Total financial liabilities	**-**	**-**	**7,595**	**-**	**-**	**6,761**

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

b) Fair value hierarchy for assets and liabilities

Financial assets measured at fair value at March 31, 2023

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	248,562	-	-	248,562

Financial assets measured at fair value at March 31, 2022

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	401,426	-	-	401,426

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 technique used to value financial instruments include the use of quoted market prices for such instruments; included in Level 1.

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.

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 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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

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.

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 has 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.

March 31, 2023	Contractual cash flows				Amount (₹'000)
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Borrowings	7,483	-	-	-	7,483
Trade and other payables	112	107	-	-	5

March 31, 2022	Contractual cash flows				Amount (₹'000)
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Borrowings	6,641	-	-	-	6,641
Trade and other payables	120	120	-	-	-

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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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:

Fixed rate instruments	Amount in (₹'000)	
	As at March 31, 2023	As at March 31, 2022
Financial assets	197,776	191,320
Financial liabilities	7,483	6,641
Total	**205,259**	**197,961**

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 maximizing the return to stakeholders through the optimization 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:

Particulars	Amount in (₹'000)	
	As at March 31, 2023	As at March 31, 2022
Debt	7,483	6,641
Total equity	428,236	557,390
Debt to equity ratio	**1.7%**	**1.2%**

b) Dividend

There was no dividend declared during the current and previous financial year.

25. FINANCIAL RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Trade receivable Turnover ratio	Net Credit Sales	Average accounts receivable	Not applicable	Not applicable	Not applicable	Not applicable
Inventory Turnover ratio	Current Assets	Average Inventory	Not applicable	Not applicable	Not applicable	Not applicable
Trade payable Turnover ratio	Net Credit Purchases	Average Trade payables	3.97	3.17	25%	Increase in ratio is mainly due to increase in services
Current ratio	Current Assets	Current Liabilities	1,622.83	1,321.46	23%	Variance is below 25%
Debt-Equity ratio	Total Debt	Shareholder's Equity	0.02	0.01	47%	Increase in ratio due to decrease in shareholder's equity on account of fair valuation loss booked on investment (refer note 20)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Debt Service Coverage ratio	Earnings available for debt service	Debt Service=Interest & Lease Payments + Principal Repayments	8.39	9.69	(13%)	Variance is below 25%
Net Profit ratio	Net Profit	Net Sales	Not applicable	Not applicable	Not applicable	Not applicable
Return on equity ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	0.01	0.64	(98%)	Decrease is majorly due to fair valuation loss booked on investment which got listed during previous year (refer note 20)
Net Capital Turnover ratio	Net Sales	Working capital	Not applicable	Not applicable	Not applicable	Not applicable
Return on Capital Employed	Earning before interest and taxes (before interest income)	Capital employed =Tangible Net Worth + Total Debt + Deferred Tax	(0.09%)	50.52%	100%	Decrease is majorly due to exceptional gain booked in previous year on investment which got listed during last year (refer note 19)
Return on Investment						
(a) Treasury Investment	Net Income	Weighted average investment	5.03%	5.29%	(5%)	Variance is below 25%
(b) Other investment carried at Fair Value	Net Income	Weighted average investment	(189.83%)	398.50%	100%	Decrease is majorly due to fair valuation loss booked on investment which got listed during the year (refer note 20)

Notes:

1. Net Credit sales here means total credit billing less sales return. Trade receivable turnover ratio has not been computed as company does not have trade receivables.
2. Net Credit purchase here means total expenses on credit terms
3. Net capital turnover ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities. The company does not have revenue from operations hence net capital turnover ratio has not been computed by company.
4. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
5. Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings)
6. Current ratio is calculated on Current asset over current liability.
7. Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).
8. Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations. The company does not have revenue from operations hence net profit ratio has not been computed by company.
9. Return on equity is computed on Net profit after tax on Average shareholder’s equity
10. Return on investment is a ratio between return on investment from fair valuation and exceptional gain on initial investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.
11. Return on Capital employed is computed on Earning before Interest and tax (after exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)
12. Tangible net worth is total networth minus gain under OCI. It is computed by reducing total liabilities & intangible assets from total assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

26. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after April 01, 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after April 1, 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after April 1, 2023.The Company is currently assessing the impact of the amendments

27. Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

For M S K A & Associates
Chartered Accountants
Firm Registration No.: 105047W

For and on behalf of Board of Directors of
Naukri Internet Services Limited
CIN: U74899DL1999PLC102748

Amit Mitra
Partner
Membership No.: 094518

Sanjeev Bikhchandani
Director
DIN: 00065640

Hitesh Oberoi
Director
DIN: 01189953

Place: Gurugram
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 7th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

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 total comprehensive loss of ₹0.22 Million in FY23 as compared to a total comprehensive income of ₹1.36 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹100,000/- and ₹20/- respectively.

During the year under review, the Company issued and allotted 650,000-0.0001% Compulsorily Convertible Debentures (CCDs) of ₹100/- (Rupees One Hundred only) each aggregating to ₹65 Million to Allcheckdeals India Private Limited, holding company of the Company.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

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 Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN: 038012N), Chartered Accountants pursuant to your approval, were appointed as Statutory Auditors of the Company in the 6th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 6th Annual General Meeting until the conclusion of 11th Annual General Meeting for the financial years 2022-23 to 2026-27.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act, by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Amit Sharma and Mr. Rajesh Kumar Aggarwal, who were appointed as Additional Directors w.e.f. January 24, 2022, were regularized as Directors pursuant to your approval in the 6th Annual General Meeting of the Company held on August 24, 2022.

Mr. Chintan Thakkar, Mr. Amit Sharma and Mr. Rajesh Kumar Aggarwal are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Mr. Rajesh Kumar Aggarwal (DIN: 02397913) 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, 2022, July 21, 2022, August 09, 2022, November 07, 2022, November 25, 2022, January 16, 2023, February 07, 2023 and February 18, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Chintan Thakkar	Director	8	8
Mr. Rajesh Kumar Aggarwal	Director	8	8
Mr. Amit Sharma	Director	8	8

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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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. 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 Act, are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Ltd., the ultimate holding company of the Company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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; and

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

Place: Noida	**Chintan Thakkar**	**Amit Sharma**
Date: May 22, 2023	(Director)	(Director)
	DIN: 00678173	DIN: 09197676

ANNEXURE A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note No. 20 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

Chintan Thakkar
(Director)
DIN: 00678173

Amit Sharma
(Director)
DIN: 09197676

Place: Noida
Date: May 22, 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF NEWINC INTERNET SERVICES PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

I have audited the accompanying standalone financial statements of NEWINC INTERNET SERVICES PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report. I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I 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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required to report that fact. I 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 including other 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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. I describe these matters in my auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

OTHER MATTER

The financial Statements of the Company for the year ended 31 March 2022 are audited by the predecessor auditor who have expressed an unmodified opinion on those financial statements vide their audit report dated 24.05.2022.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 my audit, I report that:

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

   b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) In my opinion and to the best of my information and according to the explanations given to me, the managerial remuneration not paid by the Company to its directors during the year.

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 my opinion and to the best of my information and according to the explanations given to me:

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

   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.

   iv. As per the management representation I report,

      a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

   v. No dividend has been declared or paid during the year by the Company.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCV8136**

Date: May 22, 2023
Place: Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to the information and explanations given to me and based on the examination, the company does not have any intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to me and based on the examination, the title deed of the immoveable property disclosed in the financial statements are held in the name of the company.

(d) The Company has revalued its Property, Plant and Equipment during the year by its registered valuer.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 Crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. In my opinion and according to information and explanations given to me, during the year the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the order are not applicable to the company.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv)(a) and (b) of the Order is not applicable.

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

xvi. (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In my opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has incurred cash loss during the year and the immediately preceding financial year, the details of which are as follows:

S.No.	Financial Year	Amount of Cash Loss (₹'000)
1	2021-2022	1,762
2	2022-2023	2,216

xviii. There has been a resignation of the statutory auditor of the Company during the year and I had taken into consideration that no issues, objections or concerns raised by the outgoing auditor.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCV8136**

Date: May 22, 2023
Place: Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of **NEWINC INTERNET SERVICES PRIVATE LIMITED** ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to me, 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, 2023, 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 **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: **23535111BGVZCV8136**

Date: May 22, 2023
Place: Delhi

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current assets			
Capital work in progress	3	42,007	-
Investment property	4	263,000	261,001
Financial asset			
(i) Other financial asset	6 (a)	150	10
Non-current tax assets (net)	5	31	-
Other non current assets	6 (b)	1,309	-
Total non-current assets		**306,497**	**261,011**
Current assets			
Financial assets			
(i) Cash and cash equivalents	7	114	4,814
(ii) Other financial assets	6 (a)	25,721	-
Other current assets	8	105	492
Total current assets		**25,940**	**5,306**
Total assets		**332,437**	**266,317**
Equity & Liabilities			
Equity			
Equity share capital	9	0.02	0.02
Other equity	10	330,922	2,66,138
Total equity		**330,922**	**266,138**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	11	-	-
Total non-current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
(i) Trade payables	12	-	-
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		236	143
Other current liabilities	13	1,279	36
Total current liabilities		**1,515**	**179**
Total equity and liabilities		**332,437**	**266,317**

The accompanying notes 1 to 28 are in integral part of the Financial Statements.

As per our report of even date attached
For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
NewInc Internet Services Private Limited
CIN:-U74999DL2016PTC309795

Kishan Seth
Proprietor
Membership No.- 535111

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Income			
II Other income	14	7,590	8,233
I. Total Income		**7,590**	**8,233**
Expenses			
Finance costs	15	1	1
Depreciation and amortisation expense	16	5,283	5,116
Administration and other expenses	17	2,522	1,761
II. Total Expense		**7,806**	**6,878**
III. Profit/(Loss) before tax (I-II)		**(216)**	**1,355**
IV. Income tax expense		**-**	**-**
(1) Current tax-		-	-
(2) Deferred tax		-	-
V. Profit/(Loss) for the Year (III-IV)		**(216)**	**1,355**
Other comprehensive income			
A. (i) Items that will not be reclassified to profit or loss		-	-
(ii) Income tax related 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 related to items that will be reclassified to profit or loss		-	-
(VI) Other comprehensive income for the year, net of income tax		**-**	**-**
VII. Total comprehensive income for the year (V+VI)		**(216)**	**1,355**
Earnings per share:			
Basic EPS of ₹10 each (₹)-after exceptional item	18	(108,000)	677,500
Diluted EPS of ₹10 each (₹)-after exceptional item	18	(108,000)	0.04

The accompanying notes 1 to 28 are in integral part of the Financial Statements.

As per our report of even date attached
For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
NewInc Internet Services Private Limited
CIN:-U74999DL2016PTC309795

Kishan Seth
Proprietor
Membership No.- 535111

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Loss before tax	(216)	1,355
	Adjustments for:		
	Depreciation and amortisation expense	5,283	5,116
	Interest income	(307)	-
	Impairment reversal during the tear	(7,283)	(8,233)
	Operating profit before working capital changes	**(2,523)**	**(1,762)**
	Adjustments for changes in working capital :		
	- (Increase)/Decrease in other financial assets	(140)	-
	- (Increase)/Decrease in other current assets	387	(492)
	- Increase/(Decrease) in trade payables	93	(59)
	-Increase/(Decrease) in other current liabilities	1,243	15
	Cash generated from / (used in) operating activities	**(940)**	**(2,298)**
	- Taxes paid/(refund)	(31)	-
	Net cash from / (used in) operating activities	**(971)**	**(2,298)**
B.	**Cash flow from Investing activities:**		
	Purchase of property, plant and equipment and intangible assets including CWIP net of capital advances	(50,599)	-
	Interest income received	7,341	-
	Investment in fixed deposit	(25,471)	-
	Net cash flow from / (used in) investing activities	**(68,729)**	**-**
C.	**Cash flow from financing activities:**		
	Proceeds from issuance of debentures including interest cost	65,000	7,000
	Net cash from/used in financing activities	**65,000**	**7,000**
	Net increase/decrease in cash & cash equivalents	**(4,700)**	**4,702**
	Opening balance of cash and cash equivalents	**4,814**	**112**
	Closing balance of cash and cash equivalents	**114**	**4,814**
	Cash and cash equivalents comprise		
	Cash in hand	14	14
	Balance with scheduled banks		
	-in current accounts	100	4,800
	Total cash and cash equivalents	**114**	**4,814**
	Total	**114**	**4,814**

Notes :

1 **Reconciliation of liabilities arising from financing activities**

Amount (₹'000)

Particulars	As at March 31, 2022	Cash Flows	Non cash changes Finance cost	As at March 31, 2023
Long term borrowings (including accrued finance costs)	337,418	65,000	-	402,418
Total	**337,418**	**65,000**	**-**	**402,418**

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 28 are in integral part of the Financial Statements.

As per our report of even date attached
For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
NewInc Internet Services Private Limited
CIN:-U74999DL2016PTC309795

Kishan Seth
Proprietor
Membership No.- 535111

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amount (₹'000)
As at March 31, 2021	**0.02**
Changes in equity share capital during the year	-
As at March 31, 2022	**0.02**
Changes in equity share capital during the year	-
As at March 31, 2023	**0.02**

B. OTHER EQUITY

Particulars	Equity component of financial instruments	Retained Earnings (₹'000)	Total (₹'000)
Balance as at 31 March 2021	**330,418**	**(72,635)**	**257,783**
Profit/(Loss) for the year	-	1,355	1,355
Equity component of Debt instruments	7,000	-	7,000
Balance as at 31 March 2022	**337,418**	**(71,280)**	**266,138**

Particulars	Equity component of financial instruments	Retained Earnings (₹'000)	Total (₹'000)
Balance as at 31 March 2022	**337,418**	**(71,280)**	**266,138**
Profit/(Loss) for the year	-	(216)	(216)
Equity component of Debt instruments	65,000	-	65,000
Balance as at 31 March 2023	**402,418**	**(71,496)**	**330,922**

The accompanying notes 1 to 28 are in integral part of the Financial Statements.

As per our report of even date attached
For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
NewInc Internet Services Private Limited
CIN:-U74999DL2016PTC309795

Kishan Seth
Proprietor
Membership No.- 535111

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Newinc Internet Services Private Limited (the Company) CIN: U74999DL2016PTC309795 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.

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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 from time to time] 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 realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current 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 up to two decimal points to the nearest thousand (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 certain financial assets and liabilities. 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 realization in cash and cash equivalents, the Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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.

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 experts which are stated as under, 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)
Leasehold Land	57

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.3 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.

2.4 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

2.5 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 embodying economic benefits 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

2.6 LEASES (AS LESSEE)

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 current guidance under Ind AS 17 Leases. 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.

2.7 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.

2.8 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 year, adjusted for bonus elements in equity shares issued during the year.

(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.

2.9 FINANCIAL INSTRUMENTS

(i) Classification

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

A. those to be measured subsequently at fair value through profit or loss, and

B. those to be 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 through profit or loss.

(ii) Measurement

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 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.

(iii) 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 current liabilities. 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.

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.

2.10 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 source of estimation of uncertainty in respect of current tax expense and payable have been discussed in their respective policies.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable.

b) Estimation of Deferred tax Assets and liabilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3 (i) Capital-Work-in Progress ageing schedule

(₹'000)

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Balance as at 31 March 2023					
Project in progress	42,007	-	-	-	42,007
Balance as at 31 March 2022					
Project in progress	-	-	-	-	-

3 (ii) Capital-Work-in Progress completion schedule.

(₹'000)

CWIP	To be completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Balance as at 31 March 2023				
Project in progress	42,007	-	-	-
Balance as at 31 March 2022				
Project in progress	-	-	-	-

4. PROPERTY,PLANT & EQUIPMENT AND INVESTMENT PROPERTY

(₹'000)

Particulars	Gross carring amount (at cost)				Depreciation/Amortisation					Net carrying vale	
	As at April 1, 2022	Additions during the period	Disposals during the year	As at March 31, 2023	Up to April 1, 2022	Depreciation / Amortisation	Accumulated depreciation/ amortisation on disposals	Reversal of impairement during the year	As at March 31, 2023	As at March 31, 2023	As at March 31, 2022
Investment property											-
Leasehold land	321,610	-	-	321,610	60,610	5,283	-	7,283	58,610	263,000	261,001
Total	**321,610**	**-**	**-**	**321,610**	**60,610**	**5,283**	**-**	**7,283**	**58,610**	**263,000**	**261,001**

5. NON-CURRENT TAX ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	Non Current As at March 31, 2023 (₹'000)	Non Current As at March 31, 2023 (₹'000)
Advance Tax (TDS recoverable)	31	-
Total	**31**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

6(A) OTHER FINANCIAL ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balance in fixed deposit accounts with original maturity less than 12 months (net)	-	-	25,471	-
Interest Accrued on Fixed deposit	-	-	250	-
Security Deposit	150	10	-	-
Total	**150**	**10**	**25,721**	**-**

6(B) OTHER NON-CURRENT ASSETS

Particulars	Non Current	Non Current
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(unsecured, considered good, unless otherwise stated)		
Capital advances	1,309	-
Total	**1,309**	**-**

7. CASH AND CASH EQUIVALENTS

Particulars	Current	Current
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash on hand	14	14
Balance with bank - current Account	100	4,800
Total	**114**	**4,814**

8. OTHER CURRENT ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	Current	Current
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Amount Recoverable in cash or kind	36	492
Balance with goods & service tax authorities	69	-
Total	**105**	**492**

9. SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
AUTHORISED CAPITAL		
10,000 Equity Shares of ₹10/- each	100	100
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
2 Equity Shares of ₹10/- each, fully paid up	0.02	0.02
Total	**0.02**	**0.02**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	As at March 31, 2023 No of Shares	As at March 31, 2022 (₹'000)	As at March 31, 2023 No of Shares	As at March 31, 2022 (₹'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 ₹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, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Allcheckdeals India Pvt. Ltd. (ACD)	2	100.00%	2	100.00%
	2	**100.00%**	**2**	**100.00%**

d. Shares held by promoter

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Allcheckdeals India Pvt. Ltd. (ACD)	2	100%	2	100%
	2	**100%**	**2**	**100%**

Particulars	As at March 31, 2022		As at March 31, 2021	
	No of Shares	% Holding	No of Shares	% Holding
Allcheckdeals India Pvt. Ltd. (ACD)	2	100%	2	100%
	2	**100%**	**2**	**100%**

10. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Retained earnings				
Opening balance	(71,280)	-	(72,635)	-
Add: Loss for the year	(216)	(71,496)	1,355	(71,280)
Equity component of Debt instrument				
Opening balance	337,418	-	330,418	-
Add: Issued during the period	65,000	402,418	7,000	337,418
Total		**330,922**		**266,138**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

11. FINANCIAL LIABILITIES

Borrowings

Particulars	Non-current As at March 31, 2023 (₹'000)	Current As at March 31, 2023 (₹'000)	Non-current As at March 31, 2022 (₹'000)	Current As at March 31, 2022 (₹'000)
Debentures issued to Ultimate Holding Company				
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 2,993,712 nos)	299,371	-	299,371	-
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 convertible preference shares 248,000 nos (Previous Year Convertible into cumulative redeemable preference shares 248,000 nos of face value of ₹100/- each)	24,800	-	24,800.00	-
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 700,000 nos (Previous Year Convertible into cumulative redeemable preference shares 50,000 nos of face value of ₹100/- each)	70,000	-	5,000.00	-
Add : Interest expense on present value	679	-	679.00	-
Less : Equity component of debt instruments	(95,479)	-	(30,479)	-
	-	-	-	-
Debentures issued				
Startup Investments (Holding) Ltd				
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 50,000 nos (Previous Year Convertible into cumulative redeemable preference shares 50,000 nos of face value of ₹100/- each)	5,000	-	5,000	-
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 20,000 nos (Previous Year Convertible into cumulative redeemable preference shares 20,000 nos of face value of ₹100/- each)	2,000	-	2,000	-
Less : Equity component of debt instruments	(7,000)	-	(7,000)	-
Liability component of debentures	**-**	**-**	**-**	**-**

12. TRADE PAYABLES

Particulars	Non-current As at March 31, 2023 (₹'000)	Current As at March 31, 2023 (₹'000)	Non-current As at March 31, 2022 (₹'000)	Current As at March 31, 2022 (₹'000)
Trade Payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		236		143
	-	**236**	**-**	**143**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

12 (I)TRADE PAYABLE AGEING SCHEDULE

Year Ended March 31, 2023

Amount (₹'000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	236	-	-	-	-
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

Year ended March 31 2022

Amount (₹'000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Others	143	-	-	-	-
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

13. OTHER CURRENT LIABILITIES

Particulars	Non-current	Current	Non-current	Current
	As at March 31, 2023 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2022 (₹'000)
TDS payable	-	1,279	-	36
Total		**1,279**		**36**

14. OTHER INCOME

Particulars	Year ended March 31, 2023 Amount (₹)	Year ended March 31, 2022 Amount (₹)
Interest received/receivable on non current fixed deposit with banks	307	-
Impairment Reversal during the year	7,283	8,233
Total	**7,590**	**8,233**

* Amount is below the rounding off norm adopted by the company

15. FINANCE COSTS

Particulars	Year Ended March 31, 2023 Amount (₹)	Year Ended March 31, 2022 Amount (₹)
Bank charges	1	1
Total	**1**	**1**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

16. DEPRECIATION AND AMORTISATION

Particulars	Year Ended March 31, 2023 Amount (₹)	Year Ended March 31, 2022 Amount (₹)
Amortisation of investment property	5,283	5,116
Total	**5,283**	**5,116**

17. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year Ended March 31, 2023 Amount (₹)	Year Ended March 31, 2022 Amount (₹)
Legal and professional charges*	534	487
Subscription & Fee	100	93
License Fee	489	-
Security Charges	1,227	1,083
Rent	61	28
Miscellaneous expenses	111	70
Total	**2,522**	**1,761**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

***Auditors remuneration**

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Audit fees (excluding GST)	100	100
	100	**100**

18. EARNINGS PER SHARE

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Basic EPS		
Profit/(loss) attributable to Equity Shareholders (Profit after exceptional items and tax)	(216)	1,355
Profit/(loss) attributable to Equity Shareholders (Profit before exceptional items and after tax)	(216)	1,355
Weighted average number of Equity Shares outstanding during the year (Nos.)	2	2
Basic EPS of ₹10 each (₹)-after exceptional item	(108,000)	677,500
Dilutted EPS		
Weighted average number of convertible shares outstanding during the year (Nos.)	34,947,257	33,094,928
Total Weighted average number of Shares outstanding during the year (Nos.)	34,947,259	33,094,930
Diluted EPS of ₹10 each (₹)-after exceptional item	(1,08,000)	0.04

19. COMMITMENTS

Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Property plant & equipment (net of advances)	16,718	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

20 (A). Related Party Disclosures for the year ended March 31, 2023

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. Amit Sharma

Mr. Rajesh Kumar Aggarwal

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	65,000	-		**65,000**
2. Rent Expense	-	61	-	**61**

C. Related Party Disclosures for the year ended March 31, 2022

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 (resigned wef 31-3-22)

Mr. Amit Sharma

Mr. Rajesh Kumar Aggarwal

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	5,000	-	2,000	**7,000**
2. Rent Expense	-	28	-	**28**

21. 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.

22. 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 and previous year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

23. During the year ended March' 2023, Company has issued 6,50,000 nos (previous year 20,000 nos) of Compulsorily convertible debentures having face value of ₹100/- each convertible in Compulsorily convertible preference shares to Fellow Subsidiary.

24. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

25. FINANCIAL RATIOS

S.No.	Ratio	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
1	Trade receivable Turnover Ratio	Net Credit Sales[1]	Avg Trade receivable	Not applicable	Not applicable	-	-
2	Trade payable turnover ratio	Net Credit Purchase[2]	Avg Trade payable	12.99	10.05	29%	Increase in ratio due to increase in purchase with lesser trade payable
3	Net capital turnvoer ratio	Net Sales[3]	Working capital	Not applicable	Not applicable	-	-
4	Inventory Turnover Ratio	Not applicable	Not applicable	Not applicable	Not applicable	-	-
5	Debt service coverage ratio	Earning available for debt service *	Debt service	Not applicable	Not applicable	-	-
6	Current Ratio	Current Assets	Current Liabilties	17.12	29.64	(42%)	Decrease in Ratio due to increase in TDS payable forming part of other current liability
7	Debt Equity Ratio	Total Liabilities (Total Debt)	Total Equity (Shareholder's Equity)	-	-		Borrowings is Nil
8	Net profit ratio	Net Profit(before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	-	-
9	Return on equity	Net profit after taxes-preference dividend (if any)	Average Shareholder's equity	(0.1%)	0.5%	(114%)	Decrease in ratio is due to incurrence of loss in current year
10(a)	ROI(Treasury Investment)	Net Income	Weighted Average Investment	5.40%	0.00%	100%	Increase due to investment made in current year

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Ratio	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
10(b)	ROI(Other Investment carried at fair value)	Net Income	Weighted Average Investment	Not applicable	Not applicable	-	-
11	Return on Capital employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	(0.2%)	0.5%	(131%)	Decrease in ratio is due to incurrence of loss in current year

Notes:

1 Net Credit sales here means total credit billing less sales return.

2 Net Credit purchase here means total expenses on credit terms.

3 Net capital turnvoer ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities

4 Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.

5 Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings)

6 Current ratio is calculated on Current asset over current liability.

7 Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).

8 Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.

9 Return on equity is computed on Net profit after tax on Average shareholder's equity.

10 Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over Weighted Average Investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

11 Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax).

26. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

(₹'000)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets*				
Other financial assets	-	25,871	-	10
Cash and cash Equivalents	-	114	-	4,814
Total Financial Assets	**-**	**25,985**	**-**	**4,824**
Financial Liabilities				
Trade payables	-	236	-	143
Total Financial Liabilities	**-**	**236**	**-**	**143**

* Excluding investments in subsidiaries, joint ventures and associates measured at cost in accordance with Ind AS-27.

Fair value Hierarchy

The following section 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, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Financial assets measured at fair value at March 31, 2022

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (i.e. unquoted mutual funds) 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 year.

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) 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.

27. 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 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 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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.

(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)

As at March 31, 2023	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	236	236	-	-	-

As at March 31, 2022	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	143	143	-	-	-

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 6 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 period are as follows:

(Amount in ` 000)

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed-rate instruments	**-**	**-**
Financial assets	-	-
Financial liabilities	25,471	-
Total	**25,471**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 from parent and ultimate parent company.

(b) Dividend

No dividend was paid during the year.

28. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Property, Plant and Equipment: Proceeds before Intended Use – Amendments to Ind AS 16

Deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.The Company is currently assessing the impact of the amendments.

As per our report of even date attached
For and on behalf of Kishan Seth & Associates
Firm Registration Number: 038012N
Chartered Accountants

For and on behalf of Board of Directors of
NewInc Internet Services Private Limited
CIN:-U74999DL2016PTC309795

Kishan Seth
Proprietor
Membership No.- 535111

Chintan Thakkar
(Director)
DIN:00678173

Amit Sharma
(Director)
DIN:09197676

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 3rd Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing all kinds and types of Internet services, development of software, consultancy, technical support for consumer companies, internet or SaaS providers and any other services in the area of information technology and product development.

The Company made a total comprehensive loss of ₹133.62 Million in FY23 as compared to a total comprehensive income of ₹221.01 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹0.1 Million respectively.

During the year under review, the Company issued and allotted 500,000-0.0001% Compulsorily Convertible Debentures of ₹100/- each to Info Edge (India) Ltd., holding company of the Company for an aggregate consideration of ₹50 Million.

DIVIDEND

No dividend has been declared for the FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act') the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in 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.

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 Act read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

As on the date of this report, the Company has no subsidiary/ joint venture. The details of its associate/ investee company is given below:

SPLOOT PRIVATE LIMITED (SPLOOT)

Sploot is engaged in the business of providing products and services to pet parents with respect to the pet's health, behavior and nutrition through content and app-based help. This includes organization of pet's medical records, everyday tasks and access to professionals and services.

During the year under review, the Company has invested in Sploot by way of subscription of 3,822 Compulsorily Convertible Preference Shares at an aggregate consideration of ₹89.48 Million for a stake of 27.65% on a fully converted and diluted basis pursuant to which Sploot became the Associate Company of the Company.

INVESTEE COMPANIES

Your Company has made following investments:

CRISP ANALYTICS PRIVATE LIMITED (LUMIQ)

Lumiq provides an AI based data platform catering to Banks, Insurance companies, NBFCs and other BFSI clients. Their product uses a layer of data adaptors which captures data across workflows creating a data lake which acts as a single source of truth for their clients. They also provide their own data storage and have proprietary AI engine using which they have built various products on top of it like smart underwriting, collection analytics, omni-channel customer experience management among others. It also acts like a PaaS as many of their clients choose to build their own modules on top of their data platform.

The Company, during the year under review, acquired 73 Compulsorily Convertible Preference Shares of Lumiq for an aggregate amount of about ₹11.97 Million. The Company has invested an aggregate amount of ₹26.98 Million in Lumiq for a stake of 2.50% on fully converted and diluted basis.

BRAINSIGHT TECHNOLOGY PRIVATE LIMITED (BRAINSIGHT)

BrainSight is engaged in the business of facilitating the discovery of holistic reporting built with imaging modalities such as fMRI, sMRI and digital phenotypes processed through AI powered platform developed by the Company.

The Company has invested an aggregate amount of about ₹10.95 Million in BrainSight for a stake of 4% on a fully converted and diluted basis.

STRING BIO PRIVATE LIMITED (STRING BIO)

String Bio is engaged in the business of developing, manufacturing and selling of value added products from biological processes, including but not limited to developing, manufacturing, marketing, and selling of feed protein, human protein, carotenoids, acetic acid, lactic acid, succinic acid or any other products by applying the technology (SIMP platform) of converting the organic waste, biogas, methane using recombinant methanotrophic bacteria, micro-organisms, and processes for fermentation and purification of value added products from gaseous substrates.

The Company, during the year under review, acquired 38,639 Compulsorily Convertible Preference Shares of String Bio for an aggregate amount of about ₹150 Million.

The Company has invested an aggregate amount of about ₹165 Million in String Bio for a stake of 0.93% on a fully converted and diluted basis.

ATTENTIVE AI SOLUTIONS PRIVATE LIMITED (ATTENTIVE AI)

Attentive AI is a deep learning company that applies machine learning computer vision algorithms on satellite imagery to generate business insights useful for insurance, navigation, landscaping and other industries.

The Company has invested an aggregate amount of about ₹37.10 Million in Attentive AI for a stake of 4.43 % on a fully converted and diluted basis.

ATTENTIVE OS PRIVATE LIMITED (ATTENTIVE OS)

Attentive OS is a wholly owned subsidiary of Attentive Inc, US and it is engaged in providing software development support to Attentive Inc, US.

The Company has invested in the US entity of Attentive OS Private Limited and had the right to invest in the Indian entity under the executed Transaction documents, pursuant to which Attentive AI had restructured the business and issued shares to the Company in the Indian entity Attentive OS.

During the year under review, the Company acquired 146 Compulsorily Convertible Preference Shares of Attentive OS for an aggregate consideration of about ₹1,460 for a stake of 10.25% on a fully converted and diluted basis.

SKYLARK DRONES PRIVATE LIMITED (SKYLARK)

Skylark is engaged in the business of providing worksite intelligence (including data such as site conditions and/or data analytics) on platform developed by the Company to its customers of data collected by it and any other business that the Company undertakes in the future as permitted by its Charter Documents.

The Company has invested an aggregate amount of about ₹6 Million in Skylark for a stake of 1.20% on a fully converted and diluted basis.

RAY IOT SOLUTIONS INC. (RAY IOT)

Ray IOT develops a non-contact breathing and sleep tracker for babies. Raybaby analyzes and relays a host of information about your baby's health through an app called 'Smart Journal'. Ray IOT has created the first and only non-contact wellness and sleep tracker.

The Company has invested an aggregate amount of about ₹22.36 Million in Ray Iot for a stake of 4.14 % on a fully converted and diluted basis.

AAROGYAAI INNOVATIONS PRIVATE LIMITED (AAROGYAAI INNOVATION)

AarogyaAI Innovation is engaged in the business of diagnosis of drug-resistant diseases with the help of machine learning and AI-powered software. There machine learning algorithm provides the output report of the comprehensive drug susceptibility status of the patient based on the DNA sequence of the patient.

The Company has invested an aggregate amount of about ₹22.50 Million in AarogyaAI Innovation by acquisition of convertible notes for a stake of 4.17% on a fully converted and diluted basis.

UNBOXROBOTICS LABS PRIVATE LIMITED (UNBOX ROBOTICS)

Unbox Robotics is building the first of its kind Sorting System that uses Modular Sorting Robots, AI Software based on Swarm Intelligence and Dynamic Binning Module. Unbox Robotics has built a system that goes live in 2 weeks, saves 50% to 70% warehouse area by using better process layouts and algorithms, and saves capital by up to 70% by reducing the number of robots and eliminating the need of capital intensive infrastructure.

The Company has invested an aggregate amount of ₹105.98 Million in Unbox Robotics for a stake of 6.12 % on fully converted and diluted basis.

VYUTI SYSTEMS PRIVATE LIMITED (VYUTI)

Vyuti is engaged in business of designing, developing, manufacturing, selling and servicing of hardware and software solutions based on machine vision technology that enables industrial robotic arms in auto component and OEM manufacturing sectors, to universally pick, orient and place rigid objects from random orientations.

The Company, during the year under review, acquired 2,308 Compulsorily Convertible Preference Shares of Vyuti for an aggregate amount of about ₹22.50 Million for a stake of 2.06 % on a fully converted and diluted basis.

PSILA TECH PTE. LTD. (PSILA)

Psila is engaged in building a platform for discovering and understanding crypto and allied assets, community led social trading through integration with crypto exchanges.

The Company has invested an aggregate amount of ₹57.30 Million in Psila for a stake of 13.38 % on a fully converted and diluted basis.

UBIFLY TECHNOLOGIES PVT. LTD. (UBIFLY)

Ubifly is engaged in the business of development and commercialization of aerial vehicles and related technologies.

The Company, during the year under review, invested about ₹44.39 Million in Ubifly by way of acquisition of 587 Compulsorily Convertible Preference Shares for a stake of 2.86% on a fully converted and diluted basis.

STATUTORY AUDITORS

M/s. Sharma Goel & Co. LLP (FRN-000643N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of Company in the 1st Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 1st Annual General Meeting until the conclusion of 6th Annual General Meeting for the financial years 2021-22 to 2025-26.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Jaya Bhatia, who was appointed as an Additional Director w.e.f. January 24, 2022, was regularized as a Director pursuant to your approval in the 2nd Annual General Meeting of the Company held on August 24, 2022.

Mr. Sanjeev Bikhchandani, Mr. Vibhore Sharma and Ms. Jaya Bhatia are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Mr. Vibhore Sharma (DIN: 03314559) 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 10 (Ten) times during the year on April 26, 2022, May 24, 2022, June 23, 2022, June 27, 2022, August 09, 2022, September 27, 2022, November 07, 2022, February 07, 2023, March 03, 2023 and March 18, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Sanjeev Bikhchandani	Director	10	10
Mr. Vibhore Sharma	Director	10	10
Ms. Jaya Bhatia	Director	10	10

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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year, the Company did not provide any loan or guarantee.

The details of investments made by the Company during the year under review are as follows:

- 38,639 Compulsorily Convertible Preference Shares of String Bio Private Limited for an aggregate amount of about ₹150 Million.
- 146 Compulsorily Convertible Preference Shares of Attentive OS Private Limited for an aggregate consideration of about ₹1,460/-.
- 73 Compulsorily Convertible Preference Shares of Crisp Analytics Private Limited for an aggregate amount of ₹11.97 Million.
- 3,822 Compulsorily Convertible Preference Shares of Sploot Private Limited for an aggregate amount of ₹89.48 Million.
- 2,308 Compulsorily Convertible Preference Shares of Vyuti Systems Private Limited for an aggregate amount of about ₹22.50 Million.
- 587 Compulsorily Convertible Preference Shares of Ubifly Technologies Private Limited for an aggregate amount of about ₹44.39 Million.

Further, subsequent to the end of the year under review and upto the date of this report, the Company had disbursed an inter-corporate loan to Rayiot Solutions Private Limited (subsidiary of Ray IOT) amounting to ₹13 Million.

Further, during the year under review, the Company has availed an inter-corporate loan of ₹650 Million from Info Edge (India) Limited, holding company, out of which ₹420 Million was repaid as on March 31, 2023.

The details of the investments made by the Company are given under Note No. 4 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. 21 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the holding company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

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

The Company takes its best efforts to conserve the energy consumed. 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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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; and

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	**Jaya Bhatia**
Place: Noida	(Director)	(Director)
Date: May 22, 2023	DIN: 00065640	DIN: 09195219

Annexure A
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013
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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note No. 21 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

Sanjeev Bikhchandani
(Director)
DIN: 00065640

Jaya Bhatia
(Director)
DIN: 09195219

Place: Noida
Date: May 22, 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF REDSTART LABS (INDIA) LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of REDSTART LABS (INDIA) LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss including other comprehensive income, its cash flows and changes in equity 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 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 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 including other 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 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 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, 2020 ("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.

    e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration not paid by the Company to its directors during the year.

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

        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.

iv. As per the management representation we report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPC6510

Date: May 22, 2023
Place: Noida

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of REDSTART LABS (INDIA) LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to the information and explanations given to us and based on the examination, the company does not have any intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and 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.

(d) The Company has not revalued any of its Property, Plant and Equipment during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in, companies during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In our opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.

(c) The Company has not granted any loan during the year. Hence, reporting under clause 3(iii)(c) of the order is not applicable.

(d) No loan granted by the Company and there is no overdue amount remaining outstanding as at the balance sheet date. Hence, reporting under clause 3(iii)(d) of the order is not applicable.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. 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, 2023 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 March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In our opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has incurred cash losses ₹(23,472) thousands during the financial however no cash losses incurred in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPC6510

Date: May 22, 2023
Place: Noida

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of REDSTART LABS (INDIA) 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 **REDSTART LABS (INDIA) LIMITED** ("the Company") as of March 31, 2023 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, 2023, 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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPC6510

Date: May 22, 2023
Place: Noida

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current assets			
Property, plant and equipment	3	41	52
Financial assets			
(i) Investments	4	717,680	510,372
Non-current tax assets (net)	7	2,566	272
Total Non-current assets		**720,287**	**510,696**
Current Assets			
Financial assets			
(i) Cash and cash equivalents	5	207	357
(ii) Other financial assets	6	16,244	251,976
Other Current Assets	9	566	120
Non Current Asset Classified as Held for Sale	8	232,646	60,000
Total Current assets		**249,663**	**312,453**
Total Assets		**969,950**	**823,149**
Equity & Liabilities			
Equity			
Equity share capital	10	100	100
Other equity	11	739,226	822,846
Total Equity		**739,326**	**822,946**
Liabilities			
Non Current liabilities			
Financial liabilities			
Borrowings	13	-	-
Total Non Current liabilities		**-**	**-**
Current liabilities			
Financial liabilities			
Borrowings	13	230,000	-
Trade payables			
-total outstanding dues of micro enterprises and small enterprises			
-total outstanding dues of creditors other than micro enterprises and small enterprises	12	152	183
Other Current Liabilities	14	472	20
Total Current liabilities		**230,624**	**203**
Total Equity And Liabilities		**969,950**	**823,149**

The accompanying notes 1 to 30 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
Redstart Labs (India) Limited
CIN:U72900DL2020PLC365716

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

Vibhore Sharma
(Director)
DIN No:-03314559

Place: Noida
Date: May 22, 2023

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Other income	15	11,978	4,418
I Total Income		**11,978**	**4,418**
Expenditure			
Finance Cost	16	31,784	184
Administration and other expenses	17	3,666	439
Depreciation and amortization expense	18	11	5
II Total Expense		**35,461**	**628**
III. Profit before tax (I-II)		**(23,483)**	**3,790**
IV. Tax expense			
-Current tax	26	-	953
V. Profit for the year (III-IV)		**(23,483)**	**2,837**
VI. Other comprehensive income (OCI)			
(A) Items that will be reclassified to profit or loss			
Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) Items that will not be reclassified to profit or loss			
Acturial gain/loss on provision for gratuity		-	-
Income tax relating to items that will be reclassified to profit or loss		-	-
Gain/(loss) on financial assets measured at fair value through OCI		(110,137)	218,168
Other comprehensive income for the year, net of income tax		**(110,137)**	**218,168**
VII. Total comprehensive income for the year (V+VI)		**(133,620)**	**221,005**
Earning per equity share:			
Basic EPS of ₹10 each	19	(2,348.30)	283.70
Diluted EPS of ₹10 each	19	(2,348.30)	0.09

The accompanying notes 1 to 30 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
Redstart Labs (India) Limited
CIN:U72900DL2020PLC365716

Vibhore Sharma
(Director)
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Place: Noida
Date: May 22, 2023

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S. No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Profit before tax	(23,483)	3,790
	Adjustments for:		
	Interest on fixed deposits	(6,142)	(4,418)
	Interest on unsecured loan	31,500	5
	Depreciation	11	-
	Operating profit before working capital changes	**1,886**	**(623)**
	Adjustments for changes in working capital :		**-**
	(Increase)/Decrease in other financial assets	233,748	(126,137)
	(Increase)/Decrease in other current assets	(447)	(114)
	Increase/(Decrease) in trade payables	(31)	119
	(Increase)/Decrease in Asset held for sale	(171,750)	(60,000)
	Increase/(Decrease) in other current liabilities	452	16
	Cash generated from/(used in) operating activities	**63,858**	**(186,739)**
	- Taxes Paid (Net of TDS)	(2,294)	(1,195)
	Net cash outflow from operating activities	**61,564**	**(187,934)**
B.	**Cash flow from Investing activities:**		
	Purchase of Assets	-	(57)
	Interest income on fixed deposits	8,127	4,418
	Investment in Equity Shares	-	(14,346)
	Investment in Preference Shares	(318,341)	(229,393)
	Investment in Units	-	(22,500)
	Net cash inflow from investing activities	**(310,214)**	**(261,878)**
C.	**Cash flow from financing activities:**		
	Debentures Issued	50,000	-
	Proceeds from unsecured loan	650,000	450,000
	Interest on unsecured loan	(31,500)	-
	Repayment of unsecured loan	(420,000)	-
	Net cash inflow / outflow from financing activities	**248,500**	**450,000**
	Net increase/decrease in cash & cash equivalents	**(150)**	**188**
	Opening balance of cash and cash equivalents	**357**	**169**
	Closing balance of cash and cash equivalents	**207**	**357**
	Cash and cash equivalents comprise		
	Cash in hand	-	-
	Balance with scheduled banks		
	-in current accounts	207	357
	Total	**207**	**357**

Notes :

1 Reconciliation of liabilities arising from financing activities

Particulars	Year ended March 31, 2022 (₹'000)	Addition during the year		Cash outflow during the Year		Year ended March 31, 2023 ('000)
	Opening	Non Cash	Cash flow	Non Cash	Cash flow	
Borrowings (including current maturities)	600,000		700,000		(420,000)	880,000
Interest accrued but not due	-		31,500.00	-	(31,500)	-

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 30 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
Redstart Labs (India) Limited
CIN:U72900DL2020PLC365716

Vibhore Sharma
(Director)
DIN No:-03314559

Place: Noida
Date: May 22, 2023

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amount (₹'000)
As at March 31, 2021	**100**
Changes in equity share capital	-
As at March 31, 2022	**100**
Changes in equity share capital	-
As at March 31, 2023	**100**

B. OTHER EQUITY

Particulars	Reserves & Surplus		Total (₹'000)
	Equity component of Debentures	Retained Earnings	
Balance as at April 01, 2021	**150,000**	**1,841**	**151,841**
Profit/(loss) for the year	-	2,837	2,837
Equity Component of Debentures	450,000	-	450,000
Other Comprehensive Income		218,168	218,168
Balance as at March 31, 2022	**600,000**	**222,846**	**822,846**

Particulars	Reserves & Surplus		Total (₹'000)
	Equity component of Debentures	Retained Earnings	
Balance as at April 01, 2022	**600,000**	**222,846**	**822,846**
Profit/(loss) for the year	-	(23,483)	(23,483)
Equity Component of Debentures	50,000	-	50,000
Other Comprehensive Income		(110,137)	(110,137)
Balance as at March 31, 2023	**650,000**	**89,226**	**739,226**

The accompanying notes 1 to 30 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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
Redstart Labs (India) Limited
CIN:U72900DL2020PLC365716

Vibhore Sharma
(Director)
DIN No:-03314559

Place: Noida
Date: May 22, 2023

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Redstart Labs (India) Limited (the Company) CIN : U72900DL2020PLC365716 is a public 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

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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 from time to time] 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 upto two decimal points to the nearest thousand (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 certain financial assets and liabilities. 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.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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.

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 experts which are stated as under, 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)
Building	60
Computers	3
Plant and Machinery	10
Furniture and Fixtures	8
Office Equipment	5
Vehicles	6

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 derecognition 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)
Enterprise resource planning software	5
Other software licenses	3

Assets costing less than or equal to ₹5,000 are fully amortised pro-rata from date of acquisition.

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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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 recognised in profit or loss in the year in which they arise.

2.6 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

2.7 BORROWING COST:

All the borrowing costs are recognized in profit or loss in the period in which they are incurred.

2.8 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 embodying economic benefits 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.

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.

2.9 LEASES (AS LESSEE)

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 current guidance under Ind AS 17 Leases. 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.

2.10 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

2.11 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 year, adjusted for bonus elements in equity shares issued during the year.

(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.

2.12 NON-CURRENT ASSETS 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. The criteria for held for sale is considered to have met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. 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.

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 other comprehensive income,
- those to be 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 through 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.

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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

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. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established.

(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.

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.

(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.

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.

(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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 such write down.

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

d) Fair value loss of asset classified as held for sale.

e) Gain on fair valuation of Investment reclassified as per Ind AS 109.

2.15 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 have been discussed in their respective policies.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax Assets

c) Impairment of Investments in subsidiary/JVs and associates

d) Estimation of significant influence in investments

2.16 ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. PROPERTY, PLANT & EQUIPMENT

Amount (₹'000)

Particulars	Office Equipment	Total
Year ended March 31, 2022		
Gross carrying amount		
As at April 1, 2021	-	-
Additions	57	57
Disposals	-	-
Closing gross carrying amount	**57**	**57**
Accumulated depreciation	**-**	**-**
As at April 1, 2021	-	-
Depreciation charged during the year	5	5
Disposals	-	-
Closing accumulated depreciation	**5**	**5**
Net carrying amount	**52**	**52**
Year ended March 31, 2023		
Gross carrying amount		
As at April 1, 2022	57	57
Additions	-	-
Disposals	-	-
Closing gross carrying amount	**57**	**57**
Accumulated depreciation		
As at April 1, 2022	5	5
Depreciation charged during the year	11	11
Disposals	-	-
Closing accumulated depreciation	**16**	**16**
Net carrying amount	**41**	**41**

FINANCIAL ASSETS

4. INVESTMENTS

Particulars	Non Current			Non Current		
	As at March 31, 2023			As at March 31, 2022		
	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)
Investment in Preference Shares of others (fully paid up)						
Unquoted						
Crisp Analytics Private Limited						
417 nos compulsorily convertible preference shares at premium of ₹35,989.28 per share	417	10	15,012	417	10	15,012
Add: Gain on Investement basis FVTOCI			53,367			2,100
73 nos compulsorily convertible cummulative preference shares at premium of ₹1,63,878 per share	73	100	11,970			

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Non Current			Non Current		
	As at March 31, 2023			As at March 31, 2022		
	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)
Unboxrobotics Labs Private Limited						
260 nos compulsorily convertible preference shares at premium of ₹42,118.00 per share	260	10	10,953	260	10	10,953
1,248 nos compulsorily convertible preference shares at premium of ₹76,133.00 per share	1248	10	95,026	1248	10	95,026
Add: Gain on Investement basis FVTOCI	-	-	8,844		-	8,844
Brainsight Technology Private Limited						
643 nos compulsorily convertible preference shares at premium of ₹17,023.52 per share	643	10	10,953	643	10	10,953
Attentive AI Solutions Private Limited						
45 nos compulsorily convertible preference shares at premium of ₹72,028.83 per share	45	10	3,242	45	10	3,242
132 nos compulsorily convertible preference shares at premium of ₹72,028.83 per share	132	10	9,509	132	10	9,509
139 nos compulsorily convertible preference shares at premium of ₹72,028.83 per share	139	10	10,013	139	10	10,013
Add: Gain/(loss) on Investement basis FVTOCI	-	-	(22,764)	-	-	19,186
Skylark Drones Private Limited						
1,390 nos compulsorily convertible preference shares at premium of ₹3,309.72 per share	1,390	1,000	5,991	1,390	1,000	5,991
Add: Gain on Investement basis FVTOCI	-	-	702	-	-	-
String Bio Private Limited						
4,712 nos compulsorily convertible preference shares at premium of ₹3173.15 per share	4,712	10	14,999	54,092	10	14,999
38,639 nos compulsorily convertible preference shares at premium of ₹3872 per share	38,639	10	149,997	-	-	-
Add: Gain on Investement basis FVTOCI	-	-	3,292	-	-	174,921
Ray IOT Solutions INC						
280,504 nos preferred stock at a premium of $ 0.356 (₹26.56 per share)	280,504	$0.00001	7,449	280,504	$0.00001	7,449
561,010 nos preferred stock at a premium of $ 0.356 (₹26.58 per share)	561,010	$0.00001	14,910	561,010	$0.00001	14,910
Add: Gain on Investement basis FVTOCI	-	-	4,610	-	-	-
Psila Tech Pte. Ltd.						
16,667 nos compulsorily convertible preference shares at Nil premium	16,667	$45	57,301	16,667	$45	57,301
Add: Gain on Investement basis FVTOCI	-	-	223	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Non Current			Non Current		
	As at March 31, 2023			As at March 31, 2022		
	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)	Number of Shares	Face Value Per Share (In ₹)	Amount (₹'000)
Attentive OS Private Limited						
146 nos compulsorily convertible preference shares at Nil premium	146	10	1		-	-
Add: Gain on Investement basis FVTOCI	-	-	73,193		-	-
Vyuti Systems Private Limited						
2,308 nos compulsorily convertible preference shares at premium of ₹9,700 per share	2,308	50	22,503		-	-
Ubifly Technologies Private limited						
587 nos compulsorily convertible preference shares at premium of ₹75,516 per share	587	100	44,387		-	-
Investment in Equity Shares of others (Fully paid up)						
Unquoted						
String Bio Private Limited						
1 nos Equity Shares* at premium of ₹267.30 per share	1	10	0	1	10	-
Add: Gain on Investement basis FVTOCI			4	-	-	3
Skylark Drones Private Limited						
2 nos Equity Shares at premium of ₹4,299.72 per share	2	10	9	2	10	9
Add: Gain on Investement basis FVTOCI			1			
Attentive AI Solutions Private Limited						
39 nos Equity Shares at premium of ₹40,840 per share	39	10	1,593	39	10	1,593
177 nos Equity Shares at premium of ₹71,990.00 per share	177	10	12,744	177	10	12,744
Add: Gain/(loss) on Investement basis FVTOCI	-	-	(14,337)	-	-	13,114
Investment in Promissory note of others						
Aarogyaai Innovations Private Limited	1	22,500	22,500	1	22,500	22,500
Investment in Preference shares of Joint ventures (fully paid up)						
Cost less impairment (if any)						
Unquoted						
Sploot Private Limited						
2,000 nos compulsorily convertible preference shares at premium of ₹18,740 per share	2,000	10	37,500	-	-	-
1822 nos compulsorily convertible preference shares at premium of ₹28,520.67 per share	1822	10	51,983			
Total			**717,680**	**-**	**-**	**510,372**
*Amount is below rounding off norms adopted by the company						
Aggregate amount of quoted investments & market value thereof						
Aggregate amount of unquoted investments			**732,017**	**-**	**-**	**510,372**
Aggregate amount for impairment in value of investments			**(14,337)**	**-**	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5. CASH & BANK BALANCES

Particulars	Current As at March 31, 2023 Amount (₹'000)	Current As at March 31, 2022 Amount (₹'000)
Cash & cash equivalents	-	-
Bank balance - current account	207	357
Total	**207**	**357**

6. OTHER FINANCIAL ASSETS

Particulars	Current As at March 31, 2023 Amount (₹'000)	Current As at March 31, 2022 Amount (₹'000)
Interest accrued on fixed deposits	526	2,511
Balance in fixed deposit accounts with original maturity more than 12 months	15,718	249,465
Total	**16,244**	**251,976**

7. NON-CURRENT TAX ASSETS

Particulars	Non Current As at March 31, 2023 Amount (₹'000)	Non Current As at March 31, 2022 Amount (₹'000)
Advance tax	3,182	1,849
Less: Provision for tax	(616)	(1,577)
Total	**2,566**	**272**

8. NON CURRENT ASSET CLASSIFIED AS HELD FOR SALE

Particulars	Non Current		Current	
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Investments in preference shares of others (fully paid up)				
Uquoted				
Beatoven Private Limited				
1,756 nos compulsorily convertible preference shares of ₹10/- face value	-	-	37,500	37,500
purchased at a premium of ₹21,345.18 per share				
Less: Transferred to CAPITAL 2B FUND I			(37,500)	-
Finarkein Analytics Private Limited				
15,300 nos compulsorily convertible preference shares of ₹10/- face value	-	-	22,500	22,500
purchased at premium of ₹1,460.60 per share				
Less:Transferred to CAPITAL 2B FUND I	-	-	(22,500)	-
Metamorphosys Technologies Private Limited				

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Non Current		Current	
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
4,004 nos compulsorily convertible preference shares at premium of ₹37,459 per share	-	-	150,026	-
Less:Transferred to CAPITAL 2B FUND I	-		(150,026)	-
WSO2 INC				
1,89,931 nos preferred stock	-	-	231,750	-
Add: Gain on Investement basis FVTOCI			896	
Total	**-**	**-**	**232,646**	**60,000**

9. OTHER CURRENT ASSETS

Particulars	Current	Current
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Balance with Goods & Service Tax Authorties	1,064	88
Less: Goods & Service Tax Payable	(506)	-
Amount recoverable in cash or kind	8	32
Total	**566**	**120**

10. SHARE CAPITAL

Particulars	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
AUTHORISED CAPITAL		
10,000 Equity Shares of ₹10/- each, fully paid up	100	100
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
10,000 Equity Shares of ₹10/- each, fully paid up	100	100
Total	**100**	**100**

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 Amount (₹'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 ₹10 per share. Each holder of equity shares is entitled to one vote per share.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of Shares	% Holding	No of Shares	% Holding
Equity Shares of ₹10 each fully paid				
Info Edge (India) Ltd	9,994	99.94%	9,994	99.94%
(Excluding Six shares held by Nominee Shareholders)				
Total	**9,994**	**99.94%**	**9,994**	**99.94%**

d. Detail of Shares held by Promoters

Particulars	As at March 31, 2023		As at March 31, 2022		% change during the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity Shares of ₹10 each fully paid					
Info Edge (India) Ltd	9,994	99.94%	9,994	99.94%	-
(Excluding Six shares held by Nominee Shareholders)					
Total	**9,994**	**99.94%**	**9,994**	**99.94%**	**-**

Particulars	As at March 31, 2022		As at March 31, 2021		% change during the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity Shares of ₹10 each fully paid					
Info Edge (India) Ltd	9,994	99.94%	9,994	99.94%	-
(Excluding Six shares held by Nominee Shareholders)					
Total	**9,994**	**99.94%**	**9,994**	**99.94%**	**-**

11. OTHER EQUITY

Particulars	As at March 31, 2023 Amount (₹'000)		As at March 31, 2022 Amount (₹'000)	
Retained Earnings				
Opening Balance	222,846	-	1,841	-
Add:Profit for the year	(23,483)	-	2,837	-
Other Comprehensive Income	(110,137)	89,226	218,168	222,846
Equity Component of Debentures	650,000	650,000	600,000	600,000
Total		**739,226**		**822,846**

12. TRADE PAYABLES

Particulars	Current	Current
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 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	152	183
Total	**152**	**183**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Ageing of trade payable

Year Ended March 31, 2023

(₹'000)

S.no	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	-	-	-	-	-
(ii)	Others	152	-	-	-	152
(iii)	Disputed Dues-MSME	-	-	-	-	-
(iv)	Disputed Dues-Others	-	-	-	-	-

Year Ended March 31, 2022

	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	-	-	-	-	-
(ii)	Others	183	-	-	-	183
(iii)	Disputed Dues-MSME	-	-	-	-	-
(iv)	Disputed Dues-Others	-	-	-	-	-

13. BORROWINGS

Particulars	Non Current		Current	
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
Debentures issued to Holding Company				
Info Edge (India) Limited				
0.0001% compulsory convertible debentures into compulsorily convertible preference shares 65,00,000 nos of face value of ₹100/- each.(Previous year March 31, 2022 - 60,00,000 nos)	650,000	600,000	-	-
Less: Equity Component of Debentuers	(650,000)	(600,000)	-	-
Unsecured Loans from Holding Company				
Info Edge (India) Limited	-	-	230,000	-
Total	**-**	**-**	**230,000**	**-**

14. OTHER CURRENT LIABILITIES

Particulars	Current	Current
	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
TDS Payable	472	20
Total	**472**	**20**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

15. OTHER INCOME

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Interest received/receivable on non current fixed deposit with banks	6,142	4,418
Interest on income tax refund	4	-
Warehousing fee	5,832	-
Total	**11,978**	**4,418**

16. FINANCE COST

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Bank Charges	284	184
Interest on unsecured loan	31,500	-
Total	**31,784**	**184**

17. ADMINISTRATION AND OTHER EXPENSE

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Rent	24	24
Legal and professional charges*	3,328	380
Miscellaneous expenses	196	5
Office Repair and Maintenance	-	1
Subscription & Fee	118	29
Total	**3,666**	**439**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

Audit Remuneration

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Audit Fees (Excluding GST)	100	100
Total	**100**	**100**

18. DEPRECIATION AND AMORTISATION

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Depreciation of Property, plant and equipment [refer note 3]	11	5
Total	**11**	**5**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

19. EARNING PER SHARE

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Profit attributable to Equity Shareholders (Profit after exceptional items and tax)	(23,483)	2,837
Weighted average number of Equity Shares outstanding during the year (Nos.)(a)	10,000	10,000
Basic EPS of ₹10 each	**(2,348.30)**	**283.70**
Diluted EPS of ₹10 each		
Weighted average number of convertible shares outstanding during the year (Nos.) (b)	60,191,781	31,150,685
Weighted average number of Equity Shares outstanding during the year (Nos.)	10,000	10,000
Total Weighted average number of Shares outstanding during the year (Nos.) (a+b)	60,201,781	31,160,685
Diluted EPS of ₹10 each	**(2,348.30)**	**0.09**

20. COMMITMENTS

Capital commitments

Capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

Particulars	For The Year Ended March 31 2023 Amount (₹'000)	For The Year Ended March 31 2022 Amount (₹'000)
Investment in domestic entities	5,999	-
Investment in overseas entities	98,584	-
Total	**104,583**	**-**

21 (A). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

a) List of related parties

Holding company

Info Edge (India) Limited

Key management personnel (KMP) & relatives

Mr. Sanjeev Bikhchandani

Mr. Vibhore Sharma

Mrs.Jaya Bhatia

Joint Ventures which entered into transactions with company

Sploot private limited

Controlled Trust

Info Edge Venture Fund (IEVF)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

b) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

Sno.	Nature of relationship / transaction	Holding Company	Joint Ventures	Controlled Trust	Total
1	Rent Expense	24	-		24
2	CAPITAL 2B (Service of holding securities & other assets of trust & Funds)	-	-	5,832	5,832
3	CAPITAL 2B (Transfer of warehouse investments to I Venture Trust.)	-	-	210,026	210,026
4	Interest Expenses On Unsecured Loan	31,500	-	-	31,500
5	Inter-corporate Deposit received.	650,000	-	-	650,000
6	Issue of Debentures to Info Edge India Limited	50,000	-	-	50,000
7	Purchase of convertible preference shares of Sploot private limited	-	89,483	-	89,483
8	Repayment of inter- corportate deposit (including interest)	451,500	-	--	451,500

c) Amount due to/from related parties as at March 31, 2023

Sno.	Nature of relationship / transaction	Holding Company	Jointly Controlled Entity	Controlled Trust	Total
1	Amount outstanding on Inter-corporate deposit	230,000	-	-	230,000

21 (B). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022

a) List of related parties

Holding company

Info Edge (India) Limited

Key management personnel (KMP) & relatives

Mr. Sanjeev Bikhchandani

Mr. Murlee Manohar Jain (till 31.03.22)

Mr. Vibhore Sharma

Mrs.Jaya Bhatia

b) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

Amount (₹'000)

Sno.	Nature of relationship / transaction	Holding Company	Jointly Controlled Entity	Controlled Trust	Total
1	Rent Expense	24	-	-	24
2	Issue of Debentures to Info Edge India Limited	450,000	-	-	450,000

22. 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.

23. 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 and previous year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

24. During the year ending March 31, 2023, the company has made a fresh issue of 5,00,000 number of 0.0001% compulsory convertible debentures (Previous year : 45,00,000 number) into compulsorily convertible preference shares of ₹100/- each and the same has been issued to Info Edge India Limited.

25. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at March 31,2023 Amount (₹'000)	As at March 31,2022 Amount (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

26. 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	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Tax		
Current tax on profit for the year	-	953
Total current tax expenses	**-**	**953**
Total	**-**	**953**

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit before tax	(23,483)	3,790
Tax @ 25.17%	**-**	**954**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
-Preliminary Expense	**-**	**(1)**
Total	**-**	**953**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

27. FINANCIAL RATIOS

S.No.	Ratio	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
1	Trade receivable Turnover Ratio	Net Credit Sales[1]	Avg Trade receivable	Not applicable	Not applicable	-	-
2	Trade payable turnover ratio	Net Credit Purchase[2]	Avg Trade payable	21.75	3.36	546%	Increase in ratio due to increase in expenses and with corresponding decrease in average trade payable
3	Net capital turnvoer ratio	Net Sales[3]	Working capital	Not applicable	Not applicable	-	-
4	Inventory Turnover Ratio	Not applicable	Not applicable	Not applicable	Not applicable	-	-
5	Debt service coverage ratio	Earning available for debt service*	Debt service	0.02	-	-	Due to inter corporate deposit from parent company.
6	Current Ratio	Current Assets	Current Liabilties	1.08	1,539.18	(100%)	Decrease in ratio due to increase on account of borrowing from parent company
7	Debt Equity Ratio	Total Liabilities (Total Debt)	Total Equity (Shareholder's Equity)	0.31	-		Increase due to borrowing from parent company
8	Net profit ratio	Net Profit(before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	-	-
9	Return on equity	Net profit after taxes-preference dividend (if any)	Average Shareholder's equity	(3.0%)	0.6%	(617%)	Decrease in ratio due to interest on borrowing taken from parent company in FY 22-23
10 (a)	ROI(Treasury Investment)	Net Income	Weighted Average Investment	2.5%	3.05%	(18%)	Due to lower increase in interest income in compare to investment.
10 (b)	ROI(Other Investment carried at fair value)	Net Income	Weighted Average Investment	(14.93%)	238.82%	(106%)	loss from fair valuation of investment pertains to current year only
11	Return on Capital employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	0.22%	(0.10%)	(309%)	Increase is due to higher operating profit mainly on account of warehousing fee

Notes:

1 Net Credit sales here means total credit billing less sales return.

2 Net Credit purchase here means total expenses on credit terms.

3 Net capital turnvoer ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities.

4 Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5 Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings)

6 Current ratio is calculated on Current asset over current liability.

7 Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).

8 Net profit ratio is computed on Net profit of the year (i.e. Profit after tax and exceptional item) over revenue from operations.

9 Return on equity is computed on Net profit after tax on Average shareholder's equity

10 Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over Weighted Average Investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

11 Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)

28. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

Amount (₹'000)

Particulars	As at March 31, 2023			As at March 31, 2022		
	Fair value through profit or loss	Fair value through other comprehensive Income	Amortised cost	Fair value through profit or loss	Fair value through other comprehensive Income	Amortised cost
Financial Assets						
Investments*	-	628,197	-	-	510,372	-
Cash and cash Equivalents	-		207	-	-	357
Other financial assets	-		16,244	-	-	251,976
Total Financial Assets	**-**	**628,197**	**16,451**	**-**	**510,372**	**252,333**
Financial Liabilities						
Borrowings	-		230,000	-	-	-
Trade payables	-		152	-	-	183
Total Financial Liabilities	**-**	**-**	**230,152**	**-**	**-**	**183**

*Excluding investments in subsidiaries, joint ventures and associates measured at cost in accordance with Ind AS-27

Fair value hierarchy

The following section 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, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	628,197	**628,197**

Financial assets measured at fair value at March 31, 2022

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	510,372	**510,372**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price and are valued using the closing Net asset value(NAV).

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (i.e. unquoted mutual funds) is determined using the closing NAV.

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 unlisted 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.

- 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 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.

29. 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 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 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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)

As at March 31, 2023	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	152	152	-	-	-
Borrowings	230,000	230,000	-	-	-

As at March 31, 2022	Total	6 months or less	6-12 months	1-2 years	2-5 years
Non-derivative financial liabilities					
Trade payables	183	183	-	-	-
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 period are as follows:

Amount (₹'000)

Particulars	As at March 31, 2023	As at March 31, 2022
Fixed-rate instruments		
Financial assets	15,718	249,465
Financial liabilities	230,000	-
Total	**245,718**	**249,465**

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

30. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.The Company is currently assessing the impact of the amendments.

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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors
Redstart Labs (India) Limited
CIN:U72900DL2020PLC365716

Vibhore Sharma
(Director)
DIN No:-03314559

Place: Noida
Date: May 22, 2023

Sanjeev Bikhchandani
(Director)
DIN No:-00065640

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing all kinds of internet services and to act as investment advisor, financial consultant, management consultant, investment manager and/or sponsor of alternative investment fund(s).

The Company made a profit of ₹158.76 Million in FY23 as compared to a profit of ₹46.90 Million in FY22.

SHARE CAPITAL

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

The Authorised share capital of the Company is ₹350.5 Million dividend into 50,000 equity shares of ₹10.00 each and 35,00,000 preference shares of ₹100.00 each.

The Paid up capital of the Company is ₹341.11 Million divided into 50,000 equity shares of ₹10.00 each and 34,06,100 preference shares of ₹100.00 each.

However, the Company allotted 1,500,000 (Fifteen Lakh) Compulsorily Convertible Debentures (CCDs) of nominal value of ₹100 (Rupees One Hundred only) each with interest rate of 0.0001% (Zero point Zero Zero Zero One Percent) for an aggregate consideration of ₹150 Million (Rupees One Hundred Fifty Million only) to Info Edge (India) Limited on July 20, 2022.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies, Act 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in 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.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

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

However, the Company acts as an Investment manager to following Alternative Investment Funds (AIFs), registered as Trust and registered with Securities and Exchange Board of India (SEBI), as Category-II AIF under the SEBI Alternative Investment Funds Regulations, 2012:

1. Info Edge Venture Fund.
2. Info Edge Capital.
3. Capital 2B.

Under the above Trust following scheme are being operated:

1. IE Venture Fund I - Scheme of Info Edge Venture Fund, Trustee - Beacon Trusteeship Limited.
2. IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund, Trustee - Beacon Trusteeship Limited.
3. IE Venture Investment Fund II - Scheme of Info Edge Capital, Trustee - Credentia Trusteeship Services Private Limited.
4. Capital 2B Fund I - Scheme of Capital 2B, Trustee - Credentia Trusteeship Services Private Limited.

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 Act read together with the Companies (Acceptance of Deposits) Rules 2014.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN: 038012N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2021-22 to 2025-26.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the FY23, following changes occurred in the constitution of Board of Directors and Key Managerial Personnel (KMP)

1. Ms. Rashi Adlakha was appointed as the Company Secretary (CS) of the Company w.e.f. August 01, 2022.
2. Mr. Nitin Gupta was appointed as the Chief Financial Officer (CFO) of the Company w.e.f. August 09, 2022.
3. Mr. Ankit Sharma, resigned from the position of Chief Financial Officer (CFO) of the Company w.e.f. August 09, 2022.
4. Mr. Sanjeev Bikhchandani was appointed as the Additional Director on the Board of the Company w.e.f. December 06, 2022. With your approval in the Extra Ordinary General Meeting held on January 20, 2023, his appointment was regularized as the Director of the Company.
5. Mr. Nitin Gupta was appointed as the Additional Director on the Board of the Company w.e.f. December 06, 2022. With your approval in the Extra Ordinary General Meeting held on January 20, 2023, he was appointed as the Whole Time Director of the Company for a period of five years w.e.f. January 20, 2023.
6. Ms. Kitty Agarwal, resigned from the position of Whole Time Director of the Company w.e.f. January 20, 2023.
7. Ms. Sharmeen Khalid, resigned from the position of Director of the Company w.e.f. March, 01 2023.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 13 (Thirteen) times during the year on April 15, 2022, May 20, 2022, May 24, 2022, July 14, 2022, July 20 2022, August 09, 2022, November 07, 2022, November 23, 2022, December 06, 2022, December 26, 2022, January 20, 2023, February 07, 2023 and March 09, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Chintan Thakkar	Director	13	13
Ms. Kitty Aggarwal[#1]	Whole Time Director	13	11
Ms. Sharmeen Khalid[#2]	Director	13	12
Mr. Sanjeev Bikhchandani[#3]	Additional Director/ Director	13	4
Mr. Nitin Gupta[#4]	Additional Director/Whole Time Director/CFO	13	4 as Director & CFO 3 as CFO
Ms. Rashi Adlakha[#5]	Company Secretary	13	8
Mr. Ankit Sharma[#6]	CFO	13	5

#1. Ms. Kitty resigned from directorship w.e.f. January 20, 2023 and 11 Board meetings were held during her tenure.

#2. Ms. Sharmeen resigned from directorship w.e.f. March 01, 2023 and 12 Board meetings were held during her tenure.

#3. Mr. Sanjeev was appointed as Additional Director w.e.f. December 06, 2022 and regularised as Director w.e.f. January 20, 2023 and 4 Board meetings were held during his tenure.

#4. Mr. Nitin Gupta was appointed as Additional Director w.e.f. December 06, 2022 and regularised as WTD w.e.f. January 20, 2023. Further, Mr. Nitin Gupta was appointed as CFO w.e.f. August 09, 2022 and 7 Board meetings were held during his tenure

#5 Ms. Rashi Adlakha was appointed as Company Secretary w.e.f. August 01, 2022 and 8 Board meetings were held during her tenure.

#6 Mr. Ankit Sharma resigned from the position of CFO w.e.f. August 09, 2022 and 5 Board meetings were held during his tenure.

AUDIT COMMITTEE & NOMINATION AND REMUNERATION COMMITTEE (NRC)

During the year under review, Audit Committee of the Company was formed on December 06, 2022, with the following members:

1. Mr. Sanjeev Bikhchandani.
2. Mr. Kaushik Dutta.

The Audit Committee met 1 (one) time during the year on February 06, 2023.

Further, during the year under review, Nomination and Remuneration Committee (NRC) of the Company was formed on November 23, 2022 with the following members:

1. Mr. Sanjeev Bikhchandani.
2. Ms. Bala C Deshpande.

The NRC met 1 (one) time during the year on December 26, 2022.

INVESTMENT COMMITTEE OF THE ALTERNATE INVESTMENT FUNDS (AIFs) FOR WHICH COMPANY IS INVESTMENT MANAGER

1. IE Venture Fund I - Scheme of Info Edge Venture Fund:

Investment Committee met 9 (nine) times during the year.

2. IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund

Investment Committee met 7 (seven) times during the year.

3. IE Venture Investment Fund II - Scheme of Info Edge Capital

Investment Committee met 17 (seventeen) times during the year.

4. Capital 2B Fund I - Scheme of Capital 2B

Investment Committee met 10 (ten) times during the year.

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 particulars of employees required under Rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under the Act forms part of this Report. However, pursuant to provisions of Section 136 of the Act, the Annual Report excluding the aforesaid information, is being sent to all the members of your Company and others entitled thereto. Any Member interested in obtaining such particulars may write to the Company. The same shall also be available for inspection by members at Registered Office of your Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, guarantee or investment during the year under review under Section 186 of the Act.

However, the Company has invested in the units of the Alternative investment Funds (AIFs) as below:

Sr. No.	Name of the Fund	Amount (in ₹)
1.	IE Venture Fund Follow On I - Scheme of IndoEdge Venture Fund	50.00 Million*
2.	IE Venture Investment Fund II - Scheme of Info Edge Capital	50.00 Million*
3.	Capital 2B Fund I - Scheme of Capital 2B	50.00 Million*

*During the year under review, the Company raised ₹150 Million from Info Edge (India) Limited by way of issue of 0.0001% CCDs for making these investments.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year, the Company has entered into transactions with related parties which were in the ordinary course of business of the Company hence the provisions of Section 188(1) are not applicable on the Company. However, disclosure in prescribed form AOC-2 is annexed herewith as **Annexure A** to this report.

Further, details of all other related party transactions are present under Note No. 29 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of of Info Edge (India) Ltd., the holding company at https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary

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 Act 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.

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 Act 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 and the Directors individually.

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

The Board of Directors has expressed their satisfaction to the overall evaluation process.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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.

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Act, 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, 2023 and of the profit of the Company for that year;

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, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. and

f) 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

	Nitin Gupta	**Chintan Thakkar**
Place: Gurgaon	(Whole Time Director/CFO)	(Director)
Date: July 24, 2023	DIN:02702823	DIN: 00678173

ANNEXURE A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	
(g)	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(s) 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)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	
(g)	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 Controlled Trust Promoters, the Directors, KMPs or the management, their relatives and other related parties are disclosed under Note no. 29 of Annual Financial Statements forming part of the Annual Report.

For and on behalf of Board of Directors

Nitin Gupta
(Whole Time Director/CFO)
DIN:02702823

Chintan Thakkar
(Director)
DIN: 00678173

Place: Gurgaon
Date: July 24, 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SMARTWEB INTERNET SERVICES LIMITED

OPINION

I have audited the accompanying standalone financial statements of SMARTWEB INTERNET SERVICES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and changes in equity for the year ended on that date.

BASIS FOR OPINION

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report.I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

Key audit matters are those matters that, in my professional judgment, were of most significance in my audit of the standalone financial statements of the current period. These matters were addressed in the context of my audit of the standalone financial statements as a whole, and in forming my opinion thereon, and I 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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information, I am required to report that fact. I 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 including other 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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. I describe these matters in my auditor report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my 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, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 my audit I report that:

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

   b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors, is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) In my opinion and to the best of my information and according to the explanations given to me, the managerial remuneration paid by the Company to its directors during the year is 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 my opinion and to the best of my information and according to the explanations given to me:

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

      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.

iv. The management has represented that, to the best of its knowledge and belief, other than as disclosed in note 31 to the standalone Ind AS financial statements,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entities ("Intermediaries"), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

For KISHAN SETH & ASSOCIATES

Chartered Accountants
FRN– 038012N
Kishan Seth
(Proprietor)
Membership No. 535111
UDIN: 23535111BGVZCR6268

Date:
Place: Noida

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

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

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to the information and explanations given to me and based on the examination, the Company does not have any intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to me and based on the examination, the Company does not have any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company.

(d) The Company has not revalued any of its Property, Plant and Equipment during the year.

(e) According to the information provided to me, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and any other parties, during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In my opinion, the investments which are made during the year, prima facie, are not prejudicial to the Company's interest.

(c) The Company has not granted any loan during the year. Hence, reporting under clause 3(iii)(c) of the order is not applicable.

(d) No loan granted by the Company and there is no overdue amount remaining outstanding as at the balance sheet date. Hence, reporting under clause 3(iii)(d) of the order is not applicable.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on 31st March 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) In my opinion and according to information and explanations given to me, term loan has been applied for the purpose for which the loan was obtained.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the Company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, Internal audit system is not applicable on the Company. Hence, reporting under clause 3(xiv)(a) and (b) of the Order is not applicable.

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

xvi. (a) In my opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In my opinion, there is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash losses during the financial year covered by my audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditor of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion, Corporate Social Responsibility (CSR) is not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For KISHAN SETH & ASSOCIATES

Chartered Accountants
FRN– 038012N
Kishan Seth
(Proprietor)
Membership No. 535111
UDIN: 23535111BGVZCR6268

Date:
Place: Noida

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of **SMARTWEB INTERNET SERVICES LIMITED** ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to my, 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, 2023, 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 KISHAN SETH & ASSOCIATES

Chartered Accountants
FRN– 038012N
Kishan Seth
(Proprietor)
Membership No. 535111
UDIN: 23535111BGVZCR6268

Date:
Place: Noida

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Assets			
Non-current assets			
Property, plant and equipment	3	8,763	2,542
Right of use asset	4	107,308	-
Financial assets			
(i) Investments	5	346,852	183,128
(ii) Other financial assets	7	5,268	10
Other non-current assets	11	-	-
Non-current tax assets (net)	9	12,246	9,351
Deferred tax assets (net)	8	1,289	-
Total non-current assets (A)		**481,726**	**195,031**
Current assets			
Financial assets			
(i) Cash & cash equivalents	10	177,164	152,427
(ii) Other financial assets	7	147,444	11,207
Other current assets	11	2,598	1,332
Total current assets (B)		**327,206**	**164,966**
Total assets (A+B)		**808,932**	**359,997**
Equity and liabilities			
Equity			
Equity share capital	13	500	500
Instruments entirely equity in nature	14	551,492	401,492
Other equity	15	101,947	(56,817)
Total equity (C)		**653,939**	**345,175**
Non-current liabilities			
Financial liabilities			
(i) Borrowings	16	774	1,437
(ii) Lease liability	17	96,290	-
Total non current liabilities (D)		**97,064**	**1,437**
Current liabilities			
Financial liabilities			
(i) Lease liability	17	12,488	-
(ii) Trade payables	20		
- total outstanding dues of micro enterprises and small enterprises		-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		5,699	2,007
(iii) Other financial liabilities	21	670	565
Provisions	18	6,665	4,349
Other current liabilities	19	32,407	6,464
Total current liabilities (E)		**57,929**	**13,385**
Total equity and liabilities (C+D+E)		**808,932**	**359,997**

The accompanying notes 1 to 38 are integral part of the Financial Statements
As per our report of even date attached

For and on behalf of Kishan Seth & Associates
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Propreitor
Membership No.- 535111

Place: Noida

Date: May 22, 2023

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Nitin Gupta
Director & CFO
DIN:02702823

Chintan Thakkar
Director
DIN:00678173

Rashi Adlakha
Company Secretary
Membership No. - A38949

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Revenue from operations	22	442,853	154,156
Other income	23	7,436	5,846
I. Total income		**450,289**	**160,002**
Expenses			
Employee benefits expense	24	198,092	106,360
Finance costs	25	6,033	24
Depreciation and amortization expense	26	13,767	62
Administration and Other expenses	27	38,384	12,527
II. Total expenses		**256,276**	**118,973**
III. Profit before exceptional items and tax (I-II)		**194,013**	**41,029**
IV. Exceptional items		-	-
V. Profit/(loss) before tax		**194,013**	**41,029**
VI. Tax expenses:			
1) Current tax		50,154	10,312
2) Deferred tax	8	(1,289)	-
VII. Profit for the year		**145,148**	**30,717**
Other comprehensive income:			
(A) Items that will be reclassified to profit or loss			
Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) Items that will not be reclassified to profit or loss		-	
Actuarial gain/(loss) on provision for gratuity		(109)	(562)
Income tax relating to items that will be reclassified to profit or loss		-	141
(C) Gain on Investement in AIF basis FVTOCI		13,724	16,600
Other comprehensive income for the period, net of income tax		**13,615**	**16,179**
Total comprehensive income for the year		**158,763**	**46,896**
Earnings per share:	**28**		
Basic earning per share		2,903	614
Diluted earnings per share		3.61	0.79

The accompanying notes 1 to 38 are integral part of the Financial Statements

As per our report of even date attached

For and on behalf of Kishan Seth & Associates
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Propreitor
Membership No.- 535111

Place: Noida

Date: May 22, 2023

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Nitin Gupta
Director & CFO
DIN:02702823

Chintan Thakkar
Director
DIN:00678173

Rashi Adlakha
Company Secretary
Membership No. - A38949

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A)	CASH FLOW FROM OPERATING ACTIVITIES		
	Profit/(loss) before tax	**194,013**	**41,029**
	Adjustment to reconcile loss before tax to net cash flows:		
	Depreciation of property, plant and equipment	1,093	62
	Depreciation on right of use asset	12,674	-
	Interest expense on lease liability	5,908	-
	Interest expense on Car Loan	125	2
	Loss/(profit) on sale of property, plant and equipment (net)	49	-
	Unwinding of discount on security deposit	(278)	-
	Interest Income on Funds	(1,121)	(173)
	Acturial loss on Gratuity Valuation	(109)	(562)
	Interest income on bank deposits	(2,037)	(2,006)
	Operating profit/(loss) before working capital changes:	**210,317**	**38,352**
	Movements in working capital:		
	Decrease/(Increase) in trade receivables	-	-
	Decrease/(Increase) in other financial assets	(143,833)	(6,707)
	Decrease/(Increase) in other assets	(1,266)	-
	Increase/(Decrease) in other financial liabilities	105	(621)
	Increase/(Decrease) in provisions	2,316	(3,415)
	Increase/(Decrease) in other liabilities	25,943	5,002
	Increase/(Decrease) in trade payables	3,692	1,234
	Cash generated from operations	**97,274**	**33,845**
	Direct taxes paid (net of refunds)	(53,049)	(19,455)
	Net cash flow from/(used in) operating activities	**44,224**	**14,390**
B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of property, plant and equipment and intangible assets (net)	(7,363)	(2,603)
	Net Investment	(150,000)	-
	Interest received on bank deposits	2,080	4,036
	Maturity of Investment in fixed deposits	-	132,601
	Net cash flow from/(used in) investing activities	**(155,283)**	**134,034**
C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Car Loan	-	2,000
	Proceeds from issue of compulsorily convertible preference shares	150,000	-
	Repayment of borrowings	(663)	-
	Interest expense on borrowing	(125)	-
	Repayment of lease liabilities	(7,508)	-
	Interest expense on lease liabilities	(5,908)	-
	Net cash flow from/(used in) financing activities	**135,796**	**2,000**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	**24,737**	**150,424**
	Cash and cash equivalents at beginning of the year	152,427	2,003

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
	Cash and cash equivalents at end of the year	**177,163**	**152,427**
	Components of cash and cash equivalents as at end of the year:		
	Cash on hand	5	5
	Balance with banks:		
	- On Current accounts	171,164	152,422
	- Deposits with original maturity of less than 3 months	5,995	-
	Total cash and cash equivalents at the end of the year	**177,164**	**152,427**

Notes :

1 Reconciliation of liabilities arising from financing activities

(₹'000)

Particulars	Year Ended March 31, 2022	Cash Flows (Net)	Non cash changes	Year Ended March 31, 2023
Long term borrowings (including accrued finance costs)	401,492	150,000	-	551,492
Lease Liability	-	(13,416)	122,194	108,778
	401,492	136,584	122,194	660,270

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 integral part of the Financial Statements

The accompanying notes 1 to 38 are integral part of the Financial Statements

As per our report of even date attached

For and on behalf of Kishan Seth & Associates
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Propreitor
Membership No.- 535111

Place: Noida

Date: May 22, 2023

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Nitin Gupta
Director & CFO
DIN:02702823

Chintan Thakkar
Director
DIN:00678173

Rashi Adlakha
Company Secretary
Membership No. - A38949

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amount (₹ '000)
As at March 31, 2021	**500**
Changes in equity share capital during the year	-
As at March 31, 2022	**500**
Changes in equity share capital during the year	-
As at March 31, 2023	**500**

B. OTHER EQUITY

Particulars	Equity component of financial instruments	Reserves & Surplus	Total Amount (₹000)
		Retained Earnings	
Balance as at 31 March 2021	**401,492**	**(103,713)**	**297,779**
Profit/(Loss) for the year	-	30,717	30,717
Other comprehensive income (OCI)	-	16,179	16,179
Balance as at 31 March 2022	**401,492**	**(56,817)**	**344,675**
Add: Compulsory Convertible Debentures	150,000	-	150,000
Profit/(Loss) for the year	-	145,148	145,148
Other comprehensive income (OCI)	-	13,615	13,615
Balance as at 31 March 2023	**551,492**	**101,946**	**653,438**

The accompanying notes 1 to 38 are integral part of the Financial Statements
As per our report of even date attached

For and on behalf of Kishan Seth & Associates
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Propreitor
Membership No.- 535111

Place: Noida

Date: May 22, 2023

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Nitin Gupta
Director & CFO
DIN:02702823

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Rashi Adlakha
Company Secretary
Membership No. - A38949

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Smartweb Internet Services Limited (the Company) CIN : U72300DL2015PLC285618 is a public 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

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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.

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 upto two decimal points to the nearest thousand (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 (including derivative instruments) which are measured at fair value / amortised cost less diminution, if any;
- Defined benefit plans-plan assets measured at fair value; and
- Share based payments.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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.

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 experts which are stated as under, 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)
Building	60
Computers	3
Plant and Machinery	10
Furniture and Fixtures	8
Office Equipment	5
Vehicles	6

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 derecognition 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)
Enterprise resource planning software	5
Other software licenses	3

Assets costing less than or equal to ₹5,000 are fully amortised pro-rata from date of acquisition.

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 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.

2.6 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 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 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 period. 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 ₹ 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 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.

2.7 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 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

2.8 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 embodying economic benefits 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.

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.

2.9 NON-CURRENT ASSETS 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. The criteria for held for sale is considered to have met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. 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.

2.10 LEASES (AS LESSEE)

The Company's lease asset classes primarily consist of leases for buildings. 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 for 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 the lease; and

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

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Certain lease arrangements include 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 shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. 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.

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

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 year, adjusted for bonus elements in equity shares issued during the year

(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 other comprehensive income,
- those to be measured subsequently at fair value through profit or loss, and
- those to be 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.

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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.
- **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 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. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established.

(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.

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.

(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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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.

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 such write down.

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

d) Fair value loss of asset classified as held for sale

e) Gain on fair valuation of Investment reclassified as per Ind AS 109

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.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax Assets

c) Estimation of employee benefits

d) Share based payments

e) Impairment of trade receivable

f) Impairment of Investments in subsidiary/JVs and associates

2.17 ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. PROPERTY, PLANT AND EQUIPMENT

Amount (₹'000)

Particulars	Office and other equipments	Computers	Leasehold improvements	Furniture and fixtures	Vehicles	Total
Gross block						
As at April 1, 2021	**-**	**-**	**-**	**-**	**-**	**-**
Additions	247	-	-	-	2,357	2,604
Deletions	-	-	-	-	-	-
As at March 31, 2022	**247**	**-**	**-**	**-**	**2,357**	**2,604**
Additions	3,022	1,577	1,636	1,128	-	7,363
Deletions	(57)	-	-	-	-	(57)
As at March 31, 2023	**3,212**	**1,577**	**1,636**	**1,128**	**2,357**	**9,910**
Accumulated depreciation						
As at April 1, 2021	**-**	**-**	**-**	**-**	**-**	**-**
Additions	56	-	-	-	6	62
Deletions	-	-	-	-	-	-
As at March 31, 2022	**56**	**-**	**-**	**-**	**6**	**62**
Additions	313	276	79	51	374	1,093
Deletions	(8)	-	-	-	-	(8)
As at March 31, 2023	**361**	**276**	**79**	**51**	**380**	**1,147**
Net block						
As at March 31, 2022	**191**	**-**	**-**	**-**	**2,351**	**2,542**
As at March 31, 2023	**2,851**	**1,301**	**1,557**	**1,077**	**1,977**	**8,763**

4. RIGHT OF USE ASSET

Amount (₹'000)

Particulars	Building	Total
Opening Balance	-	-
Impact of adoption of Ind AS 116	-	-
Additions	**-**	**-**
Disposal / adjustments	-	-
Depreciation	-	-
At March 31, 2022	**-**	**-**
Additions	119,982	119,982
Disposal	-	-
Depreciation	(12,674)	(12,674)
At March 31, 2023	**107,308**	**107,308**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5. NON CURRENT INVESTMENTS

Particulars	As at March 31, 2023			As at March 31, 2022		
	Number of Share	Face Value per share (In ₹)	Amt (₹'000)	Number of Share	Face Value per share (In ₹)	Amt (₹'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			(32,109)			(32,109)
Investments in Debentures of Other Companies			**-**			**-**
All Check Deals Pvt. Limited			-			-
-0.0001% compulsorily convertible debentures into redeemable preference shares	353.55	100	35,355	353.55	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			(4,100)			(4,100)
			-			-
Investments in Debentures of Other Companies			**-**			**-**
Startup Investments (Holding) Ltd			-			-
11,40,442 nos 0.0001% compulsory convertible debentures into Compulsory Convertible Preference shares of Rs.100 each on or before 29/2/28	1140.44	100	114,044	1140.44	100	114,044
Add : Interest income on present value			-			-
Less : Equity component of debt instruments			-			-
			-			-
Investments in Units (fully paid up) (Fair Value through OCI) Unquoted			**-**			**-**
Investment in Units of IE Venture Fund I - Scheme of Info Edge Venture Fund	500.00	100	50,000			
Add: Gain on Investement IE Venture Fund-1 basis FVTOCI			44,070			19,084
Investment in Units of IE Venture Fund Follow On I - Scheme of IndoEdge Venture Fund	500.00	100	50,000	500.00	100	50,000
Add: Gain on Investement IE Venture Fund Follow On I basis FVTOCI			(9,833)			-
Investment in Units of IE Venture Investment Fund II - Scheme of Info Edge Capital	500.00	100	50,000	-	-	-
Add: Gain on Investement IE Venture Investment Fund II basis FVTOCI			(970)			-
Investment in Units of Capital 2B Fund I - Scheme of Capital 2B	500.00	100	50,000	-	-	-
Less: Loss on Investement Capital 2B Fund I basis FVTOCI			(458)			-
Total			**346,852**			**183,128**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

6. LOANS

Particulars (Unsecured, considered good unless otherwise stated)	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Inter Corporate loan	-	-	50,000	50,000
Less: Provision for Diminution	-	-	(50,000)	(50,000)
Total	**-**	**-**	**-**	**-**

7. OTHER FINANCIAL ASSETS

Particulars (Unsecured, considered good unless otherwise stated)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Security deposits	5,268	10
Startup Investments (Holding) Ltd	-	5,664
Deposits with banks with original maturity of more than three months but less than twelve months	145,198	2,578
Interest receivable from Related Party	2,246	1,238
Interest accrued on unsecured loan	256	256
Less: Provision for Diminution	(256)	(256)
IE Venture Fund I	-	1,684
Interest accrued but not due on fixed deposits	-	43
Total	**152,712**	**11,217**

Breakup of other financial assets:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Security deposits	5,268	10
Startup Investments (Holding) Ltd	-	-
Interest receivable from Related Party	-	-
Interest accrued but not due on fixed deposits	-	-
Total	**5,268**	**10**

Current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Startup Investments (Holding) Ltd	-	5,664
Deposits with banks with original maturity of more than three months but less than twelve months*	145,198	2,578
Interest receivable from Related Party	2,246	1,238
Interest accrued on unsecured loan	256	256
Less: Provision for Diminution	(256)	(256)
IE Venture Fund I	-	1,684
Interest accrued but not due on fixed deposits	-	43
*Includes ₹2,000 thousand (March 31, 2022 - ₹2,000 thousand) as charge with the bank		
Total	**147,444**	**11,207**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

8. DEFERRED TAX ASSETS (NET)

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred Tax Assets		
- Opening Balance	-	-
- Adjustment for the year	-	-
- credited/ (charged) through Profit and Loss	1,289	-
- credited/ (charged) through Other Comprehensive Income	-	-
Total	**1,289**	**-**

Significant components of deferred tax assets/(liabilities) are shown in the following table

Particulars	As at March 31, 2023 (₹'000)	(Charged)/ Credited to Profit & Loss	As at March 31, 2022 (₹'000)
Deferred Tax Assets			-
-Routed through Profit and Loss	-	-	-
-Provision for leave obligations	-	-	-
-Provision for Bonus	-	-	-
-Provision for gratuity	-	-	-
-'Property, plant & Equipment	(99,976)	(99,976)	-
-'Employee stock option scheme compensation(ESOP)	-	-	-
-Right to use of asset & finance lease liability	370,094	370,094	-
-Security Deposit & deferred rent expense	859,712	859,712	-
-Others	-	-	-
Total Deferred tax assets	**1,129,831**	**1,129,831**	**-**
Set-off of deemed tax liabilities oursuant to set-off provisions	-	-	-
-Routed through Profit and loss	-	-	-
- Fair valuation of investment	(159,012)	(159,012)	-
- Fair valuation of mutual funds	-	-	-
-Routed through Other Comprehensive Income	-	-	-
- Fair valuation of investment	-	-	-
Total	**1,288,843**	**1,288,843**	**-**

9. NON-CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance income tax	83,275	30,227
Less: Provision for tax	(71,029)	(20,876)
Total	**12,246**	**9,351**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

10. CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balances with banks		
- On current accounts	171,164	152,422
- Deposits with original maturity of less than 3 months	5,995	-
Cash on hand	5	5
Total	**177,164**	**152,427**

11. OTHER CURRENT ASSETS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance to suppliers	1,718	918
Prepaid expenses	880	414
Total	**2,598**	**1,332**

Breakup of other assets:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance to suppliers	-	-
Prepaid expenses	-	-
Total	**-**	**-**

Current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance to suppliers	1,718	918
Prepaid expenses	880	414
Total	**2,598**	**1,332**

12. EQUITY SHARE CAPITAL

Equity share capital	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Authorised capital		
50,000 nos Equity Shares of ₹10/- each	500	500
(March 31, 2022 - 50,000 nos Equity Shares)		
35,00,000 nos Preference Shares of ₹100/- each	350,000	350,000
(March 31, 2022- 35,00,000 nos Preference Shares)		
Issued, subscribed and paid-up capital		
50,000 Equity Shares of ₹10/- each, fully paid up	500	500
(March 31, 2022 -50,000 Equity Shares)		
34,06,100 nos Preference Shares of ₹100/- each	340,610	340,610
(March 31, 2022 -34,06,100 Equity Shares)		

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Equity shares of ₹10 each	Amount (₹'000)	No. of shares
As on March 31, 2021	**500**	**50,000**
Issued during the year	-	-
Outstanding as on March 31, 2022	**500**	**50,000**
Issued during the year	-	-
Outstanding as on March 31, 2023	**500**	**50,000**

Preference shares of ₹100 each	Amount (₹'000)	No. of shares
As on March 31, 2021	**350,000**	**3,500,000**
Issued during the year	-	-
Outstanding as on March 31, 2022	**350,000**	**3,500,000**
Issued during the year	-	-
Outstanding as on March 31, 2023	**350,000**	**3,500,000**

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

Equity shares of ₹10 each Info Edge (India) Ltd	As on March 31, 2023	
	% Holding	No. of shares
At the beginning of the year	97.99%	48,994
Addition during the year	-	-
Outstanding at the year end	**97.99%**	**48,994**

Preference shares of ₹10 each Info Edge (India) Ltd	As on March 31, 2023	
	% Holding	No. of shares
At the beginning of the year	97.32%	3,406,100
Addition during the year	-	-
Outstanding at the year end	**97.32%**	**3,406,100**

d. Shareholding of Promoters

Particulars Info Edge (India) Ltd	Shares held by the promoters at the year ended March 2023	
	% Holding	No. of shares
Equity	48,994	98%
Preference	**3,406,100**	**97%**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

13. INSTRUMENTS ENTIRELY EQUITY IN NATURE

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Equity component of compulsory convertible preference shares	351,492	351,492
Equity Component of Debt Instruments	200,000	50,000
Total	**551,492**	**401,492**

14. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Retained earnings		
Opening Balance	(56,817)	(103,713)
Add: Profit / (Loss) for the year	145,148	30,717
Other Comprehensive Income	13,615	16,179
Total	**101,946**	**(56,817)**

15. BORROWINGS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
INFO EDGE INDIA LIMITED		
34,06,100 (0.0001% compulsory convertible preference shares of ₹100/- each)	340,610	340,610
Add : Interest expense on Present value	10,882	10,882
Less: Equity Component	(351,492)	(351,492)
20,00,000 (0.0001% compulsory convertible debentures into compulsory convertible preference shares of ₹100/- each)	200,000	50,000
Less : Equity component of debt instruments	(200,000)	(50,000)
Car Loan	774	1,437
Total	**774**	**1,437**

Breakup of Borrowings:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Car Loan	774	1,437
Total	**774**	**1,437**

Current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Car Loan	663	-
Current maturities transferred to Other fnancial liabilities	(663)	-
Total	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

16. LEASE LIABILITY

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Lease liability	108,778	-
Total	**108,778**	**-**

Breakup of lease liability:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Non-current	96,290	-
Current	12,488	-
Total	**108,778**	**-**

The following is the movement in lease liabilities for the beginning and at the end of the year

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balance at the beginning	-	-
Additions	116,287	-
Deletions	-	-
Lease waivers during the year	-	-
Interest on lease liabilities accrued during the year	5,906	-
Payment of lease liabilities(including interest)	(13,416)	-
Balance at the end	**108,778**	**-**

The table below provides details regarding the contractual maturities of lease eliabilities on an undiscounted basis

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Less than one year	12,488	-
One to five years	60,918	-
More than five years	35,371	-

17. PROVISIONS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Prov-Gratuity	4,199	2,063
Prov-Leave Encashment	4,613	2,284
Prov-Bonus Management	-	1,251
Fair value of plan assets	(2,147)	(1,249)
Total	**6,665**	**4,349**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Breakup of provisions:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for gratuity	-	-
Prov-Leave Encashment	-	-
Fair value of plan assets	-	-
Total	**-**	**-**

Current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for gratuity	4,199	2,063
Prov-Leave Encashment	4,613	2,284
Prov-Bonus Management	-	1,251
Fair value of plan assets	(2,147)	(1,249)
Total	**6,665**	**4,349**

18. OTHER LIABILITIES

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Employee related payable	267	1,466
Statutory dues payable		
- GST payable	25,876	517
- Tax deducted at source payable	6,153	4,430
- Other statutory dues payable	111	51
Total	**32,407**	**6,464**

Breakup of other liabilities:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Labour Welfare Deduction	-	-
Employee related payable	-	-
Statutory dues payable	-	-
Total	-	-

Current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Labour Welfare Deduction	-	-
Employee related payable	267	1,466
Statutory dues payable	32,140	4,998
Total	**32,407**	**6,464**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

19. TRADE PAYABLES

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Total outstanding dues of creditors micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	5,699	2,007
Total	5,699	2,007

20. OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Current maturities of long term liabilities transferred from long term borrowings	663	563
Interest Accrued on Loan but not due	7	2
Total	**670**	**565**

Breakup of other financial liabilities:

Non-current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Interest Accrued on Loan but not due	-	-
Total	-	-

Current	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Current maturities of long term liabilities transferred from long term borrowings	663	563
Interest Accrued on Loan but not due	7	2
Total	**670**	**565**

21. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Sale of services		
Management Fees	380,678	154,156
Set up Fees	62,175	-
Total	**442,853**	**154,156**

22. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income		
- On bank deposits	2,037	2,006
- Others	1,121	173
Other non-operating income		
Unwinding of interest on security deposit	278	-
Support Services	4,000	3,667
Total	**7,436**	**5,846**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

23. EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Salaries, wages and bonus	189,608	102,849
Gratuity expenses	1,943	251
Contribution to provident and other funds	442	179
Staff welfare expenses	1,061	77
Leave Encashment	4,026	2,658
Leave Travel Allowance	1,012	346
Total	**198,092**	**106,360**

24. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest		
- On Car Loan	125	2
- On Lease Liability	5,906	-
- TDS	-	-
Others		
Bank and other charges	2	22
Total	**6,033**	**24**

25. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Depreciation on property, plant and equipment	1,093	62
Depreciation on right of use asset	12,674	-
Total	**13,767**	**62**

26. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Rent expense	266	24
Advertisement and sales promotion	1,600	-
Legal and professional fee*	20,456	10,589
Travelling and conveyance expense	4,697	280
IT related expenses	529	1
Office expenses	3,927	1
Repairs and maintenace expense	1,184	-
Insurance expense	248	213
Power and fuel charges	617	-
Rates and Taxes	879	24
Subscription & Fee	2,904	1,151
Loss on disposal of property, plant and equipment and intangible assets	49	-
Miscellaneous expenses	1,028	244
Total	**38,384**	**12,527**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

* Legal and professional fee includes payment to auditor:	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
- Statutory audit fee (excluding GST)	100	100
- Tax audit (excluding GST)	35	35
Total	**135**	**135**

27. EARNINGS PER EQUITY SHARE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit / (Loss) attributable to Equity Shareholders (Rs.) (₹000)	145,148	30,717
Basic		
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Basic EPS of ₹10 each	**2,903**	**614**
Diluted		
Weighted average number of CCPS outstanding during the year (Nos.)	39,061,000	39,061,000
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Weighted average number of CCD outstanding during the year (Nos.)	1,052,055	-
Weighted average number of convertible shares outstanding for diluted EPS	40,163,055	39,111,000
Diluted EPS of ₹10 each	**3.61**	**0.79**

28. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current tax on profit for the year	50,154	10,312
Total current tax expenses	**50,154**	**10,312**

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit/ (Loss) before tax	194,013	41,029
Tax @ 25.17%	**48,829**	**10,326**
Tax adjustment effect of amounts which are not deductible (taxable) in calculating taxable income:		
Other Line Item's	1,471	63
Tax adjustment effect of amounts which are deductible (non taxable) in calculating taxable income:		
Other Line Item's	147	77
Total	**50,154**	**10,312**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

29 (1). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

A) List of related parties

Holding Company

Info Edge (India) Limited

Fellow Subsidiary Company

Allcheckdeals India Pvt Ltd.

Startup Investments (Holding) Ltd

Trust

IE Venture Fund I - Scheme of Info Edge Venture Fund

IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund

IE Venture Investment Fund II - Scheme of Info Edge Capital

Capital 2B Fund I - Scheme of Capital 2B

Key Management Personnel (KMP) & Relatives

Mr. Nitin Gupta (CFO w.e.f 09-08-2022, Additional Director w.e.f 06-12-2022 and then regularised to WTD w.e.f 20-01-2023)

Ms. Kitty Agarwal (resigned as WTD w.e.f 20-01-2023)

Ms. Rashi Adlakha (CS w.e.f 01-08-2022)

Mr. Ankit Sharma (resigned as CFO w.e.f 09-08-2022)

Mr. Chintan Arvind Thakkar (Director)

Mr. Sanjeev Bikhchandani (Additional director w.e.f 06-12-2022 and then regularized to Director w.e.f 11-02-2023)

Ms. Sharmeen Khalid (resigned as Director w.e.f 01-03-2023)

B) Details of transactions with related party in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Controlled Trust	KMP & Relatives	Fellow Subsidiary	Total
1. Rent Expense	24	-	-	-	24
2. Investment in compulsory convertible debentures received	150,000	-	-	-	150,000
3. Support Services to Startup Investments (Holding) Ltd		-	-	4,000	4,000
4. Repayment of Management Fee and Setup Fee	-	479,966	-	-	479,966
5. Management fee from IE Venture Fund I - Scheme of Info Edge Venture Fund	-	150,000	-	-	150,000
6. Management fee and Setup fee from IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund	-	107,364	-	-	107,364
7. Management fee and Setup fee from IE Venture Investment Fund II - Scheme of Info Edge Capital	-	113,031	-	-	113,031
8. Management fee and Setup fee from Capital 2B Fund I - Scheme of Capital 2B	-	72,459	-	-	72,459
9. Interest Income from IE Venture Fund I - Scheme of Info Edge Venture Fund	-	93	-	-	93
10. Interest Income from IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund	-	167	-	-	167
11. Interest Income from IE Venture Investment Fund II - Scheme of Info Edge Capital	-	349	-	-	349
12. Interest Income from Capital 2B Fund I - Scheme of Capital 2B	-	507	-	-	507
13. Investment in units - IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund	-	50,000	-	-	50,000
14. Investment in units - IE Venture Investment Fund II - Scheme of Info Edge Capital	-	50,000	-	-	50,000

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FOR THE YEAR ENDED MARCH 31, 2023

Nature of relationship / transaction	Holding Company	Controlled Trust	KMP & Relatives	Fellow Subsidiary	Total
15. Investment in units - Capital 2B Fund I - Scheme of Capital 2B	-	50,000	-	-	50,000
16. Reimbursement of Expense to Sanjeev Bikhchandani	-	-	150	-	150
17. Remuneration to Kitty Agarwal (inlcuding reimbursement of expenses)	-	-	24,839	-	24,839
18. Remuneration of Nitin Gupta (inlcuding reimbursement of expenses)	-	-	10,353	-	10,353
19. Remuneration of Rashi Adlakha	-	-	876	-	876

C) Amount due to/from related parties as at March 31, 2023

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Controlled Trust	Fellow Subsidiary	KMP & Relatives	Total
Amount Receivable from IE Venture Fund I - Scheme of Info Edge Venture Fund	-	1,321	-	-	1,321
Amount Receivable from IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund	-	150	-	-	150
Amount Receivable from IE Venture Investment Fund II - Scheme of Info Edge Capital	-	314	-	-	314
Amount Receivable from Capital 2B Fund I - Scheme of Capital 2B	-	457	-	-	457

D) Disclosures of Loans or advances granted to Promoters, directors, KMPs and realted party

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage of total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties	-	-

21 (2) . RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022

A) List of related parties

Holding Company

Info Edge (India) Limited

Fellow Subsidiary Company

Allcheckdeals India Pvt Ltd.

Startup Investments (Holding) Ltd

Trust

Info Edge Venture Fund

Key Management Personnel (KMP) & Relatives

Mr. Chintan Thakkar

Mr. Murlee Manohar Jain

Mrs. Jaya Bhatia

Mr. Ankit Sharma (CFO)

Ms. Kitty Agarwal

Mrs. Sharmeen Khalid

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

B) Details of transactions with related party in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Controlled Trust	Fellow Subsidiary	KMP & Relatives	Total
1. Rent Expense	24	-	-	-	24
2. Interest Expense	-	-	-	-	-
2. Advance for Business Operation	-	-	5,664	-	5,664
3. Repayment of Management Fee	-	126,443	-	-	126,443
4. Management fee from Info Edge Venture Fund	-	154,156	-	-	154,156
5. Interest from Info Edge Venture Fund	-	96	-	-	96
6. Remuneration to Kitty Agarwal	-	36,149	-	-	36,149

C) Amount due to/from related parties as at March 31, 2022

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Controlled Trust	Fellow Subsidiary	KMP & Relatives	Total
Amount Receivable from Info Edge Venture Fund	-	2,922	-		2,922

D) Disclosures of Loans or advances granted to Promoters, directors, KMPs and realted party

Type of borrower	Amount of loan or advance in the nature of loan outstanding	Percentage of total loans and advances in the nature of loans
Promoter	-	-
Directors	-	-
KMPs	-	-
Related Parties	5,664	100

30. EMPLOYEE BENEFITS

A. Defined Contribution Plans

The Company has a defined contribution plan in respect of provident fund. The minimum amount of contribution to be made by the employer is set at a rate of 12% of wages, subject to ceiling of ₹1800 per month as defined under the Employees Provident Fund Scheme,1952. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Employers' Contribution to Provident Fund	442	179

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 23)

B. Other Long term benefits

Leave obligations

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

The amount of the provision for ₹4613 thousands (Previous year - ₹2284) 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-23	31-Mar-22
Current leave obligations expected to be settled with in the next twelve months	2,757	704

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Assumption used by the Actuary

Particulars	Leave Encashment / Compensated Absences	
	2022-23	2021-22
Promoter	7.30%	6.25%
Directors	10% for First 5 years,	10% for First 5 years,
KMPs	& 8% thereafter	& 8% thereafter
Related Parties	5,664	100

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	
	2022-23	2021-22
Discount Rate (per annum)	7.30%	6.25%
Rate of increase in Compensation levels	10% for First 5 years,	10% for First 5 years,
Total	& 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	2022-23 (₹000)	2021-22 (₹000)
Present Value of Obligation at the beginning of the year	**2,063**	**1,225**
Interest Cost	129	70
Current Service Cost	1,892	212
Remeasurment due to		
-Actuarial loss/(gain) arising from change in financial assumptions	(344)	(79)
-Actuarial loss/(gain) arising from change in demographic assumptions	-	-
-Actuarial loss/(gain) arising on account of experience changes	459	635
Present Value of Obligation at the end of the year	**4,199**	**2,063**

Changes in the Fair value of Plan Assets	2022-23 (₹000)	2021-22 (₹000)
Fair Value of Plan Assets at the beginning of the year	**1,249**	**539**
Investment Income	78	31
Actuarial Gains/(Losses)	6	(6)
Contributions made by the Company	813	685
Benefits Paid	-	-
Fair Value of Plan Assets at the end of the year	**2,147**	**1,249**

* on account of inter group transfer

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	2022-23 (₹000)	2021-22 (₹000)
Present Value of funded obligation at the end of the year	**(4,199)**	**(2,063)**
Fair Value of Plan Assets as at the end of the year	2,147	1,249
Deficit of funded plan	**(2,052)**	**(813)**

*included in Provision for employee benefits (refer Note 23)

Expense recognised in the Statement of Profit and Loss	2022-23 (₹000)	2021-22 (₹000)
Current Service Cost	1,892	212
Past Service Cost	-	-
Interest Cost	51	39
(Gains)/Loss on Settlement	-	-
Total	**1,943**	**251**

Amount recorded in Other comprehensive Income (OCI)	2022-23 (₹000)	2021-22 (₹000)
Remeasurments during the year due to		
-changes in financial assumptions	344	79
-Changes in demographic assumptions	-	
-Experience adjustments	(459)	(635)
-Actual return on plan assets less interest on plan assets	6	(6)
Amount recognised in OCI during the year	**(109)**	**(562)**

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, 2023	March 31, 2022		March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
Discount Rate	0.50%	0.50%	Decrease by	(3.80%)	(3.90%)	Increase by	4.00%	4.20%
Salary growth rate	0.50%	0.50%	Increase by	1.60%	1.20%	Decrease by	(1.60%)	(1.20%)

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 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, 2023 %	As at March 31, 2022 %	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Insurer managed funds	100%	100%	2,147	1,249
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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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, 2023 is Nil. The weighted average duration of the defined benefit obligation is 8 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-23					
Defined benefit obligation (gratuity)	18.08	-	1,675.95	6,598.59	8,292.62
31-Mar-22					
Defined benefit obligation (gratuity)	7.44	-	632.502	3,026.46	3,666.40

31. a) During the year ended 31st March 2023, Company has been appointed as Investment manager of following Alternative Investment Fund namely Info Edge Capital ("IEVF II) and Capital 2B ("Capital 2B") 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.

During the year Company has entered into a contribution agreement with IEVF II and Capital 2B trustees namely M/s Credentia Trusteeship Ltd, a Third Party Independent SEBI registered Debenture Trustee and has invested ₹5 crores each in IEVF II and Capital 2B. The Company has also invested ₹5 crores in IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund.

b) Following are the details of the funds received by the Company for further advancing to the Ultimate beneficiaries:

Amount (₹'000)

Name of the funding party	Date of Funds received	Amount of funds Advanced	Date on which funds are further advanced invested by Intermediaries to other intermediaries or Ultimate Beneficiaries	Ultimate Beneficiary
Info Edge (India) Limited	19-Jul-22	50,000	20-Jul-22	IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund
Info Edge (India) Limited	19-Jul-22	50,000	20-Jul-22	IE Venture Investment Fund II - Scheme of Info Edge Capital
Info Edge (India) Limited	19-Jul-22	50,000	20-Jul-22	Capital 2B Fund I - Scheme of Capital 2B

The Company has complied with the relevant provisions of the Foreign Exchange Management Act, 1999 (42 of 1999) and the Companies Act for the above transactions and the transactions are not violative of the Prevention of Money-Laundering Act, 2002 (15 of 2003).

Name of the entity	Registered Address	Government identification Number (PAN)	Relationship with the Company
IE Venture Fund Follow On I - Scheme of Info Edge Venture Fund	GF-12A, 94, Meghdoot building, Nehru Place, Delhi-110019	AABTI9963R	Controlled Trust
IE Venture Investment Fund II - Scheme of Info Edge Capital	GF-12A, 94, Meghdoot building, Nehru Place, Delhi-110019	AABTI9856M	Controlled Trust
Capital 2B Fund I - Scheme of Capital 2B	GF-12A, 94, Meghdoot building, Nehru Place, Delhi-110019	AACTC9627K	Controlled Trust
Info Edge (India) Limited	GF-12A, 94, Meghdoot building, Nehru Place, Delhi-110019	AAACI1838D	Holding company

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

32. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

33. TRADE PAYABLE AGEING SCHEDULE

Year Ended March 31, 2023

	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	5,699	-	-	-	5,699
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

Financial assets measured at fair value at March 31, 2022

	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	2,007	-	-	-	2,007
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

34. The Social Security 2020 (Code), which received the President Assent on September 28, 2020 subsumes nine laws relating to social security retirement and employee benefits, including the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Payment of Gratuity Act, 1972. The effective date of the Code is yet to be notified. The Company will assess and record the impact of the Code, if any, when it comes into effect.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

35. FINANCIAL RATIOS

S.No.	Ratios	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
1	Trade receivable Turnover Ratio	Net Credit Sales1	Avg Trade receivable	Not applicable	Not applicable	-	-
2	Trade payable turnover ratio	Net Credit Purchase[2]	Avg Trade payable	9.89	8.99	10%	Increase in ratio due to increase in purchase with lesser trade paybale
3	Net capital turnvoer ratio	Net Sales[3]	Working capital	Not applicable	Not applicable	-	-
4	Inventory Turnover Ratio	Not applicable	Not applicable	Not applicable	Not applicable	-	-
5	Debt service coverage ratio	Earning available for debt service	Debt service	Not applicable	Not applicable	-	-
6	Current Ratio	Current Assets	Current Liabilties	5.65	12.32	-54%	Decrease in ratio due to significant increase in current liabilites as compared to current asset
7	Debt Equity Ratio	Total Liabilities (Total Debt)	Total Equity (Shareholder's Equity)	0.00	0.00		-
8	Net profit ratio	Net Profit(before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	-	-
9	Return on equity	Net profit after taxes-preference dividend (if any)	Average Shareholder's equity	29.1%	9.5%	204%	Increase in ratio due to increase in profit for FY23
10(a)	Return on Investment (Treasury Investment)	Net Income	Weighted Average Investment	3.19%	2.72%	17%	-
10(b)	Return on Investment (Other Investment carried at fair value)	Net Income	Weighted Average Investment	10.98%	33.20%	(67%)	-
11	Return on Capital employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	29.7%	11.8%	153%	Increase in ratio due to increase in profit for FY23

Notes:

1 Net Credit sales here means total credit billing less sales return

2 Net Credit purchase here means total expenses on credit terms

3 Net capital turnvoer ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities

4 Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.

5 Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings)

6 Current ratio is calculated on Current asset over current liability.

7 Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).

8 Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.

9 Return on equity is computed on Net profit after tax on Average shareholder's equity

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

10 Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over Weighted Average Investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

11 Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)

36. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

(₹000)

Particulars	Year ended March 31, 2023 (₹'000)		Year ended March 31, 2022 (₹'000)	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets				
Cash and cash equivalents	-	177,164	-	152,427
Loans/Receivable	-	-	-	-
Other financial assets	-	152,712	-	11,217
Total Financial Assets	**-**	**329,876**	**-**	**163,644**
Financial Liabilities				
Borrowings	-	774	-	1,437
Trade payables	-	5,699	-	2,007
Other financial liabilities	-	670	-	565
Total Financial Liabilities	**-**	**7,143**	**-**	**4,009**

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, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Financial assets measured at fair value at March 31, 2022

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (i.e. unquoted mutual funds) 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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) 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.

37. 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

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.

(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.

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Financial assets measured at fair value at March 31, 2023

March 31, 2023	Contractual cash flows (₹000)				
	Total	6 months or less	6-12 months	1-2 years	More than 2 yrs
Non-derivative financial liabilities					
Trade payables	5,699	5,699	-	-	-
Borrowings	1,444	332	337	712	62

March 31, 2022	Contractual cash flows (₹000)				
	Total	6 months or less	6-12 months	1-2 years	More than 2 yrs
Non-derivative financial liabilities					
Trade and other payables	2,007	2,007	-	-	-
Borrowings	2,002	251	314	663	774

The amount disclosed in the above table represent the contractual undiscounted cash flows. Balances due within 6 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)

Particulars	March 31, 2023	March 31, 2022
Fixed-rate instruments		
Financial assets	145,198	2,578
Financial liabilities	1,444	2,002
Total	**146,642**	**4,580**

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

38 : RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023 :

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

NOTES TO THE FINANCIAL STATEMENTS

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The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company's financial statements

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Company is currently assessing the impact of the amendments.

As per our report of even date

For and on behalf of Kishan Seth & Associates
ICAI Firm Registration Number: 038012N
Chartered Accountants

Kishan Seth
Propreitor
Membership No.- 535111

Place: Noida

Date: May 22, 2023

For and on behalf of Board of Directors
Smartweb Internet Services Limited
CIN: U72300DL2015PLC285618

Nitin Gupta
Director & CFO
DIN:02702823

Chintan Thakkar
Director
DIN:00678173

Rashi Adlakha
Company Secretary
Membership No. - A38949

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing all kind and types of internet, computer, electronic and related services.

The Company made a total comprehensive income of ₹505.44 Million in FY23 as compared to a total comprehensive income of ₹551.49 Million in FY22.

SHARE CAPITAL

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

The authorized share capital of the Company as on March 31, 2023 is ₹10 Million divided into 50,000 equity shares of ₹10/- each and 95,000 preference shares of ₹100/- each.

The paid up share capital of the Company as on March 31, 2023 is ₹8.5 Million divided into 50,000 equity shares of ₹10/- each and 80,000 preference shares of ₹100/- each.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under section 134(3) of the Companies Act, 2013 ('the Act') the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

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 Act 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 re-appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting for carrying out the audit of the financial statements for the financial years 2021-22 to 2025-26.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act, by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Ms. Jaya Bhatia, who was appointed as an Additional Director w.e.f. January 24, 2022, was regularized as a Director pursuant to your approval in the 7th Annual General Meeting of the Company held on August 24, 2022.

Mr. Sanjeev Bikhchandani, Mr. Chintan Thakkar and Ms. Jaya Bhatia are Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Mr. Sanjeev Bikhchandani (DIN: 00065640) 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, 2022, August 09, 2022, November 07, 2022 and February 07, 2023.

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 FY23:

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
Ms. Jaya Bhatia	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan or guarantee during the year under review.

The details of the investments made by the Company is given in Note No. 4 to the financial statements.

Further, during FY21 the Company had extended a loan of ₹60 Million to Printo document Services Pvt. Ltd. Furthermore, during FY23 such loan including interest was converted into 9,847 equity shares and such equity shares were transferred by the Company to Startup Investments (Holding) Limited, fellow subsidiary of the Company, for an aggregate consideration of about ₹69.74 Million.

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. 21 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 Act, are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of Info Edge (India) Limited, holding company of the Company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act, 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, 2023 and of the profit of the Company for that year;

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; and

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: May 22, 2023	DIN: 00065640	DIN: 00678173

Annexure A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, If any	
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, KMPs or the management, their relatives are present under Note No. 21 to Financial Statements as part 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: May 22, 2023

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, 2023, 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 notes to the standalone financial statements, including 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit including other comprehensive income, its cash flows and changes in equity 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 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 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 including other 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 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 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, 2020 ("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.

   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration not paid by the Company to its directors during the year.

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

      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.

iv. As per the management representation we report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:23086441BGVHPD6612

Date: May 22, 2023
Place: Noida

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

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

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. The company does not have any Property, Plant & Equipment & Intangible assets. Accordingly, clause 3(i) of the order is not applicable.

ii. (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in, companies, firms, Limited Liability Partnerships, and any other parties, during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In my opinion, the investments which are made during the year, prima facie, are not prejudicial to the Company's interest.

(c) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not granted any loan during the year.

Further, during the year, the Company has converted the loan (including interest) given to Printo Document Services Private Limited into investments aggregating to ₹69,740 (thousands).

(d) No loan granted by the Company and there is no overdue amount remaining outstanding as at the balance sheet date. Hence, reporting under clause 3(iii)(d) of the order is not applicable.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. 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, 2023 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 March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In our opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) According to the information and explanations given to us and as fully explained in Note 28 to the standalone Ind-AS financial statements, based on the management internal legal counsel assessment, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and thereby filed an application during financial year 2022-2023 intimating the Reserve Bank of India. The said application is under process by the Reserve Bank of India. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India.

Hence, the reporting under paragraph clause 3(xvi)(b) of the Order are not applicable to the Company

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3(xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3(xvi) (d) of the order are not applicable to the company

xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:22086441BGVHPD6612

Date: May 22, 2023
Place: Noida

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(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, 2023 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, 2023, 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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN:22086441BGVHPD6612

Date: May 22, 2023
Place: Noida

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note No.	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
ASSETS			
Non-current assets			
Property, plant and equipment	3	-	-
Financial assets			
(i) Investment	4	2,504,226	2,003,441
(ii) Other Financial Asset	6 (b)	150	6,583
Non-current tax assets (net)	5	-	36
Current Assets			
Financial assets			
(i) Cash and cash equivalents	6 (a)	69,771	107
(ii) Other financial assets	6 (b)	14,453	72,796
Other Current Asset	7	2	152
Total Assets		**2,588,602**	**2,083,115**
EQUITY & LIABILITIES			
EQUITY			
Equity Share capital	8	500	500
Other equity	9	2,587,925	2,082,488
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	10	-	-
Deferred tax liabilities (net)	11	-	-
Current Liabilities			
Financial liabilities			
(i) Trade payables	12		
-total outstanding dues of micro enterprises and small enterprises		-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises		109	107
Current tax liabilities (net)	13	50	-
Other current liabilities	14	18	20
Total Liabilites		**2,588,602**	**2,083,115**

The accompanying notes 1 to 29 are 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 of
Startup Internet Services Limited
CIN:-U72200DL2015PLC285985

Sanjeev Mitla
Partner
Membership No.- 086441

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note No	Year Ended March 31, 2023 Amount (₹'000)	Year Ended March 31, 2022 Amount (₹'000)
Other Income	15	6,737	7,725
I. Total Income		**6,737**	**7,725**
Expenses			
Administration and other expenses	16	523	370
II. Total Expense		**523**	**370**
III. Profit before tax (I-II)		**6,214**	**7,355**
IV. Income tax expense			
(1) Current tax expense	24	1,562	1,849
(2) Deferred tax		-	(2)
V. Profit for the year (III-IV)		**4,652**	**5,508**
Other comprehensive income			
(A) Items that will be reclassified to profit or loss			
Income tax relating to items that will not be reclassified to profit or loss		-	-
(B) Items that will not be reclassified to profit or loss		-	-
Actuarial gain/loss on provision for gratuity			
Income tax relating to items that will be reclassified to profit or loss			
Gain on financial assets measured at Fair value through OCI		500,785	545,986
(VI) Other comprehensive income for the year, net of income tax		**500,785**	**545,986**
VII. Total comprehensive income for the year (V+VI)		**505,437**	**551,494**
Earning per equity share:			
Basic EPS of ₹10 each (₹)-after exceptional item	17	93.04	110.15
Basic EPS of ₹10 each (₹)-before exceptional item	17	93.04	110.15
Diluted EPS of ₹10 each (₹)-after exceptional item	17	0.03	0.06
Diluted EPS of ₹10 each (₹)-beofre exceptional item	17	0.03	0.06

The accompanying notes 1 to 29 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 of Startup Internet Services Limited
CIN:-U72200DL2015PLC285985

Sanjeev Mitla
Proprietor
Membership No.- 086441

Chintan Thakkar
(Director)
DIN:00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Profit / (Loss) before exceptional items and tax	6,214	7,355
	Adjustments for:		
	Interest received on Fixed Deposits	(364)	(1,177)
	Interest others	(6,373)	(6,548)
	Operating profit / (loss) before working capital changes	**(523)**	**(370)**
	Adjustments for changes in working capital :		
	(Increase)/Decrease In Other Financial Assets	65,019	133,435
	Increase/(Decrease) In Trade Payables	2	50
	Increase/(Decrease) In Other Current Liabilities	(2)	3
	Decrease/(Increase) In Other Current Asset	150	(152)
	Cash generated from / (used in) operating activities	**64,646**	**132,966**
	- Income Taxes (Paid) / Received (Net of TDS)	(1,477)	(1,826)
	Cash generated from / (used in) operating activities	**63,169**	**131,140**
B.	**Cash flow from Investing activities:**		
	Interest received on Fixed Deposits	122	1,177
	Purchase of investment	(69,740)	-
	Proceed from sale of investment	69,740	-
	Interest others	6,373	6,548
	Purchase of Property, Plant & Equipment and Intangibles	-	-
	Investment in Units	-	(1,300,000)
	Net Cash generated/(used) from/in investing activities	**6,495**	**(1,292,275)**
C.	**Cash flow from financing activities:**		
	Proceeds from issue of Compulsory Convertible Debentures	-	1,160,000
	Net Cash generated from financing activities	**-**	**1,160,000**
	Net Increase/(Decrease) in Cash & Cash Equivalents	**69,664**	**(1,135)**
	Opening Balance of Cash and cash equivalents	**107**	**1,242**
	Closing Balance of Cash and cash equivalents	**69,771**	**107**
	Cash and cash equivalents comprise		
	Cash in hand	4	4
	Balance with Scheduled Banks		
	-in current accounts (net)	69,767	103
	Total	**69,771**	**107**

Notes :

1 Reconciliation of liabilities arising from financing activities

Particulars	Year Ended March 31, 2022 (₹'000)	Cash Flows	Non Cash Changes Finance Cost	Year Ended March 31, 2023 (₹'000)
Borrowings	358,168	-	-	358,168

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 under Section 133 of the Companies Act, 2013. [Companies (Indian Accounting Standards) Rules, 2015], as amended.

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

For and on behalf of Board of Directors of
Startup Internet Services Limited
CIN:-U72200DL2015PLC285985

Sanjeev Mitla
Partner
Membership No.- 086441

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amount (₹'000)
As at March 31, 2021	**500**
Changes in equity share capital	-
As at March 31, 2022	**500**
Changes in equity share capital	-
As at March 31, 2023	**500**

B. OTHER EQUITY

Particulars	Equity component of Preference Shares	Reserves & Surplus	Total (₹'000)
		Retained Earnings	
Balance as at March 31, 2021	**358,168**	**12,826**	**370,994**
Profit / (Loss) for the year	-	5,508	5,508
Other comprehensive income (OCI) for the year		5,45,986	545,986
Equity Component of Debentures	1,151,832	-	1,151,832
Equity Component of Preference Shares (Refer note 10 - Borrowings)	8,168	-	8,168
Balance as at March 31, 2022	**1,518,168**	**564,320**	**2,082,488**
Profit / (Loss) for the year	-	4,652	4,652
Other comprehensive income (OCI) for the year		500,785	500,785
Equity Component of Debentures	-	-	-
Equity Component of Preference Shares	-	-	-
Balance as at March 31, 2023	**1,518,168**	**1,069,757**	**2,587,925**

The accompanying notes 1 to 29 are 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 of
Startup Internet Services Limited
CIN:-U72200DL2015PLC285985

Sanjeev Mitla
Partner
Membership No.- 086441

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Startup Internet Services Limited (the Company) CIN : U72200DL2015PLC285985 is a public 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 .

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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 from time to time] 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 non-current 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 upto two decimal points to the nearest thousand (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 certain financial assets and liabilities. 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 non-current classification of assets and liabilities.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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.

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 experts which are stated as under, 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)
Office Equipment	5

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 derecognition 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)
Other software licenses	3

Assets costing less than or equal to ₹5,000 are fully amortised pro-rata from date of acquisition.

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 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

2.6 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 embodying economic benefits 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.

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.

2.7 LEASES (AS LESSEE)

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 current guidance under Ind AS 17 Leases. 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.

2.8 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.

2.9 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 year, adjusted for bonus elements in equity shares issued during the year.

(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.

2.10 FINANCIAL INSTRUMENTS

(i) Classification

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

- those to be measured subsequently at fair value through other comprehensive income,
- those to be measured subsequently at fair value through profit or loss, and
- those to be 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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.

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.

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.
- **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 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. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established.

(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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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.

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.

2.11 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

2.12 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.

2.13 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 such write down.

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

d) Fair value loss of asset classified as held for sale.

2.14 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 have been discussed in their respective policies.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax Assets

c) Impairment of Investments in subsidiary/JVs and associates

d) Estimation of significant influence in investments

2.15 ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. PROPERTY, PLANT & EQUIPMENT

Amount (₹'000)

Particulars	Office equipment	Total
Gross carrying amount		
As at April 1, 2021	**127**	**127**
Additions	-	-
Disposals	11	11
As at March 31, 2022	**116**	**116**
Accumulated depreciation		
As at April 1, 2021	111	111
Depreciation charged during the year	5	5
Disposals	-	-
As at March 31, 2022	**116**	**116**
Net carrying amount as at March 31, 2022	**-**	**-**
Gross carrying amount		
As at April 1, 2022	116	116
Additions	-	-
Disposals	-	-
As at March 31, 2023	**116**	**116**
Accumulated depreciation		
As at April 1, 2022	116	116
Depreciation charged during the period	-	-
Disposals	-	-
As at March 31, 2023	**116**	**116**
Net carrying amount as at March 31, 2023	**-**	**-**

4. NON-CURRENT INVESTMENTS

Particulars	As at March 31, 2023			As at March 31, 2022		
	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	14,500,000	100	1,450,000	1,500,000	100	150,000
Addition during the year	-		-	13,000,000	100	1,300,000
Add: Gain on fair valuation routed through OCI			1,054,226			553,441
Total			**2,504,226**			**2,003,441**

5. NON-CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance Tax	-	6,403
Less: provision for tax	-	(6,368)
Total	**-**	**36**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

6 (A). CASH & CASH EQUIVALENTS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(a) Cash in Hand	4	4
(b) Balance with Bank - Current Account (net)	69,767	103
Total	**69,771**	**107**

6 (B). OTHER FINANCIAL ASSETS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Interest Accrued On Fixed Deposits	-	71	314	-
Balance in fixed deposit accounts with original maturity more than 12 months	-	6,502	6,697	1,351
Inter corporate Deposit (refer note 21)	-	-	-	66,418
Security Deposit	150	10	-	-
Amount recoverable from controlled trust (refer note 21)	-	-	7,442	5,027
Total	**150**	**6,583**	**14,453**	**72,796**

7 OTHER CURRENT ASSETS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Amount Recoverable in cash or kind	2	152
Total	**2**	**152**

8. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'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 ₹10/- each, fully paid up		
(Previous Year - 50,000 Equity Shares of ₹10/- each)	500	500
Total	**500**	**500**

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'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**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'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 period/ 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 ₹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 22-23		FY 21-22	
	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%
(excluding Six shares held by nominee shareholders)				
Total	**49,994**	**99.99%**	**49,994**	**99.99%**

d. Details of share held by promoters

Particulars	FY 22-23		FY 21-22		% Change
	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%	0.00%
(excluding Six shares held by nominee shareholders)					
Total	**49,994**	**99.99%**	**49,994**	**99.99%**	**0.00%**

Particulars	FY 21-22		FY 20-21		% Change
	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%	0.00%
(excluding Six shares held by nominee shareholders)					
Total	**49,994**	**99.99%**	**49,994**	**99.99%**	**0.00%**

9. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Profit & Loss Account				
Opening Balance	564,320	-	12,826	-
Add: Retained earning for the year	4,652	-	5,508	-
Other comprehensive income (OCI)	500,785	1,069,757	545,986	564,320
Equity Component of Preference Shares	-	8,168	-	8,168
Equity Component of Debentures	-	1,510,000	-	1,510,000
Total	**-**	**2,587,925**	**-**	**2,082,488**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

10. BORROWINGS

Particulars	Non-current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
80,000 Preference Shares of ₹100/- each	8,000	8,000
(0.0001% compulsory convertiable preference shares 80,000 nos. Previous Year -80,000 nos Compusolry Redeemable Preference Shares)	-	
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	350,000
Less: Equity Component of Debentures	(350,000)	(350,000)
0.0001% compulsory convertible debentures into compulsorily convertible preference shares 3,000,000 nos of face value of ₹100/- each.	300,000	300,000
Less: Equity Component of Debentures	(300,000)	(300,000)
0.0001% compulsory convertible debentures into compulsorily convertible preference shares 8,600,000 nos of face value of ₹100/- each.	860,000	860,000
Less: Equity Component of Debentures	(860,000)	(860,000)
Total borrowings	**-**	**-**

11. DEFERRED TAX LIABILITIES (NET)

Particulars	Non-current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'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)
Total	**-**	**-**

12. TRADE PAYABLES

Particulars	Non-current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade Payables		
-total outstanding dues of micro enterprises and small enterprises	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	109	107
Total	**109**	**107**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Trade Payable Ageing Schedule

Year ended March 31, 2023

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	109	-	-	-	109
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

Year ended March 31, 2022

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	107	-	-	-	107
(iii) Disputed Dues-MSME	-	-	-	-	-
(iv) Disputed Dues-Others	-	-	-	-	-

13. CURRENT TAX LIABILITES (NET)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for tax	7,930	-
Less:Advance Tax	(7,880)	-
Total	**50**	**-**

14. OTHER CURRENT LIABILITIES

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
TDS Payable	18	20
Total	**18**	**20**

15. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest received on fixed deposits	364	1,177
Interest Others	6,373	6,548
Total	**6,737**	**7,725**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

16. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Legal and Professional Charges*	256	250
Rent Expense	28	28
Subscription & Fee	239	92
Total	**523**	**370**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

Auditor's Remuneration

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Audit Fees(Excluding GST)	100	100
Total	**100**	**100**

17. BASIC & DILUTED EARNINGS PER SHARE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit attributable to Equity Shareholders (₹'000)	4,652	5,508
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Basic EPS of ₹10 each (₹)	**93.04**	**110.15**
Basic EPS of ₹10 each (₹)-before exceptional item	93.04	110.15
Diluted EPS		
Weighted average number of potential shares outstanding during the year (Nos.)	151,800,000	88,528,767
Total Weighted average number of Shares outstanding during the year (Nos.)	151,850,000	88,578,767
Diluted EPS of ₹10 each (₹)	**0.03**	**0.06**

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. During the year ended March 31, 2023 Company has issued Nil (Previous year : 11,600,000 nos) of Compulsorily convertible debentures having face value of ₹100/- each convertible in Compulsorily convertible preference shares to Holding company.

19. During the year ended March 31, 2023 Company has contributed Nil (Previous year : ₹130 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

20. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 Amount (₹'000)	Year ended March 31, 2022 Amount (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

21 (1) . RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

(A) List of Related Parties

Holding Company

Info Edge (India) Limited

Controlled Trust

Info Edge Venture Fund

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani

Mr. Chintan Thakkar

Mrs. Jaya Bhatia

B) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Jointy Controlled Entity	Controlled Trust	Fellow Subsidiaries	Total
Rent Expense	28	-	-	-	28
Interest from Info Edge Venture Fund	-	-	2,683	-	2,683
Interest on Loan to Printo Document Services Private Limited	-	3,690	-	-	3,690
Conversion of loan including interest thereon into equity shares	-	69,740	-	-	69,740
Sale of investment to startup Investment Holding Limited	-	-	-	69,740	69,740

C) Amount due to/from related parties as at March 31, 2023

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Controlled Trust	Jointy Controlled Entity	Total
Amount Receivable from Info Edge Venture Fund	-	7,442	-	7,442

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

21 (2) . RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH' 31, 2022

(A) List of Related Parties

Holding Company

Info Edge (India) Limited

Controlled Trust

Info Edge Venture Fund

Key Management Personnel (KMP) & Relatives

Mr. Sanjeev Bikhchandani

Mr. Chintan Thakkar

Ms. Jaya Bhatia

Mr. Murlee Manohar Jain resigned wef 31.03.22

B) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Controlled Trust	KMP & Relatives	Total
Issue of Debentures	1,160,000	-	-	1,160,000
Rent Expense	28	-	-	28
Interest on Loan to Printo Document Services Private Limited	-	-	4,800	4800
Interest from Info Edge Venture Fund	-	1,748	-	1748
Units Purchased	-	1,300,000	-	1,300,000

C) Amount due to/from related parties as at March 31, 2022

Amount (₹'000)

Nature of relationship / transaction	Holding Company	Trust	Jointy Controlled Entity	Total
Amount Receivable from Info Edge Venture Fund	-	5,027	-	5,027
Amount Receivable from Printo Document Services Private Limited	-	-	66,418	66,418

22. 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.

23. 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 and previous year.

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, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Current tax for the year	1,562	1,849
Deferred Tax	-	-
Total current tax expenses	**1,562**	**1,849**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit /(Loss) before tax	6,214	7,355
Tax @ 25.17% (Previous Year 25.17%)	**1,564**	**1,851**
Tax adjustment effect in calculating taxable income:		
Tax adjustment effect of amounts which are deductible (non taxable) in calculating taxable income:		
Depreciation as per Income Tax Act	(2)	(2)
Total	**1,562**	**1,849**

25. FINANCIAL RATIOS

S. No.	Ratio	Numerator	Denominator	Year Ended March 31, 2023	Year Ended March 31, 2022	% change	Reason for variance
1	Trade receivable Turnover Ratio	Net Credit Sales[1]	Avg Trade receivable	Not applicable	Not applicable	-	-
2	Trade payable turnover ratio	Net Credit Purchase[2]	Avg Trade payable	4.6	4.2	10%	Insignificant variance < 25%
3	Net capital turnvoer ratio	Net Sales[3]	Working capital	Not applicable	Not applicable	-	-
4	Inventory Turnover Ratio	Not applicable	Not applicable	Not applicable	Not applicable	-	-
5	Debt service coverage ratio	Earning available for debt service *	Debt service	Not applicable	Not applicable	-	-
6	Current Ratio	Current Assets	Current Liabilties	475.9	575.2	(17%)	Insignificant variance < 25%
7	Debt Equity Ratio	Total Liabilities (Total Debt)	Total Equity (Shareholder's Equity)	-	-		Borrowings is Nil
8	Net profit ratio	Net Profit(before Comprehensive Income)	Net revenue from operations	Not applicable	Not applicable	-	-
9	Return on equity	Net profit after taxes-preference dividend (if any)	Average Shareholder's equity	0.20%	0.45%	(56%)	Decrease due to increase in fair valuation of investment made in units
10(a)	ROI (Treasury Investment)	Net Income	Weighted Average Investment	4.85%	1.59%	205%	Due to increase in interest accrued
10(b)	ROI (Other Investment carried at fair value)	Net Income	Weighted Average Investment	34.54%	74.80%	(54%)	Increase due to increase in fair valuation of investment made in units
11	Return on Capital employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	(0.03%)	(0.02%)	41%	Decrease due to subscription and fee cost

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Notes:

1 Net Credit sales here means total credit billing less sales return.

2 Net Credit purchase here means total expenses on credit terms.

3 Net capital turnvoer ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities

4 Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.

5 Debt service coverage ratio is computed on Earning available for debt service (Net profit after taxes + Non-cash operating expenses like depreciation, ESOP, Interest and other adjustments) over debt service (Interest & Lease liabilities+Borrowings)

6 Current ratio is calculated on Current asset over current liability.

7 Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).

8 Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.

9 Return on equity is computed on Net profit after tax on Average shareholder's equity.

10 Return on Investment is computed on Income earned on Investment (including gain recorded in exceptional item & other comprehensive income) over Weighted Average Investment. Return on Investment is calculated for treasury funds (including Fixed deposit & Mutual fund) and for financial investments which are valued at mark to market.

11 Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax).

26. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Fair value Hierarchy

a) Financial instruments by category

Amount (₹'000)

Particulars	March 31, 2023			March 31, 2022		
	Fair value through profit or loss	Fair Value through OCI	Amortised cost	Fair value through profit or loss	Fair Value through OCI	Amortised cost
Financial Assets						
Investments in units*	-	2,504,226	-	-	2,003,441	-
Cash and cash Equivalents	-	-	69,771	-	-	107
Other bank balances	-	-	-	-	-	-
Other financial assets	-	-	14,603	-	-	79,379
Total Financial Assets	**-**	**2,504,226**	**84,374**	**-**	**2,003,441**	**79,486**
Financial Liabilities						
Trade payables	-	-	109	-	-	107
Financial liabilities - Non - Current	-	-	-	-	-	-
Total Financial Liabilities	**-**	**-**	**109**	**-**	**-**	**107**

* Excluding investments in subsidiaries, joint ventures and associates measured at cost in accordance with Ind AS-27.

Fair value hierarchy

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, 2023

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments in units	-	-	2,504,226	2,504,226
Financial Liabilities				
Other financial liabilities - Current	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Financial assets measured at fair value at March 31, 2022

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments in units	-	-	2,003,441	2,003,441
Financial Liabilities				
Other financial liabilities - Current	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed mutual funds that have quoted price and are valued using the closing NAV.

Level 2 hierarchy includes the fair value of financial instruments that are not traded in an active market (i.e. unquoted mutual funds) 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 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.

27. 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 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 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.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

Amount (₹'000)

March 31, 2023	Contractual cash flows				
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Trade and other payables	109	109	-	-	-
Other financial liabilities	-	-	-	-	-

March 31, 2022	Contractual cash flows				
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Trade and other payables	107	107	-	-	-
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 (₹'000)

Particulars	March 31, 2023	March 31, 2022
Fixed-rate instruments		
Financial assets	6,697	7,853
Financial liabilities	-	-
Total	**6,697**	**7,853**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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.

28. Company's previous year financial statements includes an unrealized notional gain upon fair valuation of financial investment as stipulated under IND AS 109 amounting to ₹545,986 thousand (credited to Other Comprehensive Income). Based on internal legal counsel assessment, the company believes that such notional unrealized gain is not required to be considered to calculate Financial Income with respect to threshold notified by Reserve Bank of India vide Press Release 1998-99/ 1269 dated April 8, 1999 issued under section 45-I(a) of the Reserve Bank of India Act, 1934, commonly known as 50:50 rule, to determine the requirement of registration as Non-Banking Financing Company. As a matter of abundant precaution,during current period, the company has intimated to the Reserve Bank of India about the same clearly spelling out the rationale for such assessment and shall abide by RBI's further guidance on the matter, if and when received.

29. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023.

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates. The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.The amendments are not expected to have a material impact on the Company's financial statements.

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures. The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107. The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.The Company is currently assessing the impact of the amendments

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
Startup Internet Services Limited
CIN:-U72200DL2015PLC285985

Sanjeev Mitla
Partner
Membership No.- 086441

Chintan Thakkar
(Director)
DIN:-00678173

Jaya Bhatia
(Director)
DIN:-09195219

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of being a holding and investment Company and management consultancy activities including provision of advice, guidance or operational assistance to businesses.

The Company reported total comprehensive loss of ₹916.27 Million in FY23 as compared to total comprehensive income of ₹4,760.61 Million in FY22.

SHARE CAPITAL

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

The authorized share capital of the Company as on March 31, 2023 is ₹250 Million divided into 50,000 equity shares of ₹10/- each and 2,495,000 preference shares of ₹100/- each.

The paid up share capital of the Company as on March 31, 2023 is ₹243.73 Million divided into 50,000 equity shares of ₹10/- each and 2,432,346 preference shares of ₹100/- each.

During the year under review, the Company issued and allotted 30,000,000-0.0001% Compulsorily Convertible Debentures of ₹100/- each to Info Edge (India) Ltd., holding company of the Company for ₹3,000 Million.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

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 Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

The Company has one subsidiary as on the date of this report:

INTERNATIONAL EDUCATIONAL GATEWAY PVT. LTD. (UNIVARIETY)

Univariety is engaged in educational business of providing products and services and counselling to students, schools, colleges and educator. 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.

The Company, during the year under review, has invested ₹40 Million in Univariety by subscribing 3,789 Compulsorily Convertible Preference Shares. Consequently, Univariety has become subsidiary of the Company. The Company has invested an aggregate amount of ₹305.01 Million in Univariety for a stake of 53.55 % on fully converted and diluted basis.

Details of Joint Venture(s)/Associate(s) and Investee Company (ies) are:

INVESTEE COMPANIES

Your Company has the following investments:

PB FINTECH LTD. (PB FINTECH/POLICYBAZAAR)

PB Fintech (Formerly known as Etechaces Marketing & Consulting Pvt. Ltd.) doing business as www.policybazaar.com, develops and publishes an online financial services platform. The Company offers a consumer centric platform by partnering with financial services companies such as insurance companies to help customers select products/ schemes that best suit their requirements.

The Company as on March 31, 2023, holds a stake of 1.92 % in Policybazaar on fully converted and diluted basis.

PRINTO DOCUMENT SERVICES PVT. LTD. (PRINTO)

Printo is a print-on-demand platform for personal and business print and corporate merchandise in India. The Company provides business cards, business stationary, ID cards/accessories, flyers/leaflets, posters, standees, brochures, signage, stickers, calendars and diaries; gift products; personalized greeting cards; photo books; Tshirts and apparel; and marketing collaterals. It retails its products online and via retail stores.

The Company, during the year under review has further invested ₹39.98 Million in Printo by way of subscription of 1,870 Compulsorily Convertible Preference Equity Shares and ₹69.74 Million by way of secondary acquisition of 9,847

Equity Shares from Startup Internet Services Limited, fellow subsidiary of the Company. The Company as on March 31, 2023 holds a stake of 33.63% in Printo on a fully converted and diluted basis.

HAPPILY UNMARRIED MARKETING PVT. LTD. (HUM)

The business of HUM generates revenues from design and sale of fun creative products and also a men's grooming range ('Ustra') and has a large addressable market.

The Company during the year under review has invested ₹75 Million in HUM by way of subscription of 875 Non-cumulative Compulsorily Convertible Preference Shares.

The Company as on March 31, 2023 holds a stake of 30.48% on a fully converted and diluted basis.

Further, subsequent to the end of the year under review and upto the date of this report, the Company has extended an inter-corporate loan to HUM amounting to ₹10 Million.

NOPAPERFORMS SOLUTIONS 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 as on March 31, 2023, holds a stake of 48.10% 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.

The Company, during the year under review has further invested ₹93.13 Million in Gramophone by subscribing 10,315 Compulsorily Convertible Preference Shares. The Company has invested an aggregate amount of ₹624.95 Million for a stake of 34.40% on fully converted and diluted basis.

BIZCRUM INFOTECH PVT. LTD. (SHOEKONNECT/BIJNIS)

ShoeKonnect is a B2B marketplace ('ShoeKonnect' mobile app, and it's website www.shoekonnect.com) that enables footwear brands, manufacturers, wholesalers and retailers to connect, communicate & transact with each other for conducting and expanding their business. The platform facilitates catalogue/inventory uploading, order placement, order receipt, delivery scheduling and payment management amongst manufacturers, wholesalers and retailers.

The Company has invested an aggregate amount of ₹635.58 Million for a stake of 27.58% on fully converted and diluted basis.

Further, in the backdrop of various factors including continuing cash burn, limited availability of cash in proportion to unspecified liabilities with respect to buyback obligations (including liquidation preference) of Bijnis towards investors under the shareholders agreement, the investments in Bijnis have been fully impaired during the year under review.

MEDCORDS HEALTHCARE SOLUTIONS PVT. LTD. (MEDCORDS)

Medcords (operated through a website www.medcords.com and its app 'Medcords') is a cloud- based ML powered ecosystem that connects and enables various stakeholders of the healthcare ecosystem. The ecosystem facilitates, among other things, remote consultations and follow-up consultations with doctors, and intelligent digitization of users' medical records and on-demand availability of such records. The venture aims to create IP out of medical data and advanced analytics to create efficient healthcare decision systems for doctors, hospitals, government, etc. They currently have a web-app for doctors and android apps for pharmacies and patients.

The Company has invested an aggregate amount of ₹96.38 Million for a stake of 14.24% on fully converted and diluted basis.

SHOP KIRANA E TRADING PVT. LTD. (SHOPKIRANA)

Shopkirana is engaged in the business of developing a B2B e-Commerce platform for ordering, delivery, payments and related products/services among various stakeholders in grocery/FMCG supply chain. Shopkirana helps retailers with simple and efficient M-distribution platform by ensuring the most competitive prices, quick delivery and single sourcing channel for retailers while brands have visibility and direct connect to retailers for promotions or product launch.

During the year under review, the Company has further invested ₹133.48 Million in Shopkirana by way of secondary acquisition of 3,530 Ordinary Shares. The Company till March 31, 2023 has invested an aggregate amount of ₹1271.72 Million for a stake of 26.41% 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.

During the year under review, the Company has further invested ₹23.08 Million in Shipsy by way of secondary acquisition of 62 Equity Shares. The Company till March 31, 2023 has invested aggregate amount of ₹683.87 Million for a stake of 22.58% on fully converted and diluted basis.

LQ GLOBAL SERVICES PVT. LTD. (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 has invested an aggregate amount of ₹40 Million for a stake of 23.07% on fully converted and diluted basis.

SUNRISE MENTORS PVT. LTD. (SUNRISE)

Sunrise is engaged in the business of providing online education and operates an e-learning platform - codingninjas.com.

During the year under review, the Company has invested an aggregate amount of ₹70 Million in Sunrise by subscribing 2,356 Compulsorily Convertible Preference Shares.

Further, during the year under review, Info Edge (India) Ltd., holding company of the Company has acquired 22,836 Compulsorily Convertible Preference Shares and 27,089 Equity Shares of Sunrise for an aggregate consideration of about ₹1,353.92 Million, via a mix of primary and secondary acquisition. Post this investment, the holding company's stake in Sunrise increased to 54.64% on a fully converted & diluted basis and consequently Sunrise has become fellow subsidiary of the Company.

The Company as on March 31, 2023 holds a stake of 1.37% on fully converted and diluted basis.

INFO EDGE VENTURE FUND I

During the year under review, the Company has acquired 2,000,000 Class A Units, having face value of ₹100/- each for a consideration of an amount not exceeding ₹200 Million of IE Venture Fund I, a scheme of Info Edge Venture Fund, a trust Registered with SEBI as Category II AIF, under the SEBI (Alternative Investment Funds Regulations) 2012.

The Company has invested an aggregate amount of ₹1,100 Million out of its total committed contribution of ₹1,300 Million.

IE VENTURE FUND FOLLOW-ON I

The Company during the year under review, has acquired 10,000,000 Class A Units, having face value of ₹100/- each of IE Venture Fund Follow-on I, a scheme of Info Edge Venture Fund, a Category II AIF, under the SEBI (Alternate Investment Funds) Regulations, 2012 for a consideration of an amount not exceeding ₹1,000 Million.

The Company has invested an aggregate amount of ₹1,000 Million out of its total committed contribution of ₹1,550 Million.

IE VENTURE INVESTMENT FUND II

The Company during the year under review, has acquired 3,000,000 Class A Units, having face value of ₹100/- each of IE Venture Investment Fund II, a scheme of Info Edge Capital, a trust organized in India and registered with SEBI as a Category II AIF, under the SEBI (Alternate Investment Funds) Regulations, 2012 for consideration of an amount not exceeding ₹300 Million.

The Company has invested an aggregate amount of ₹300 Million out of its total committed contribution of ₹4,625 Million.

Investments in following companies were fully provisioned for/ written off in the previous years:

a) VCare Technologies Pvt. Ltd.

b) Unnati Online Pvt. Ltd.

c) Wishbook Infoservices Pvt. Ltd.

d) Kinobeo Software Pvt. Ltd.

e) Green leaves Consumer Services Pvt. Ltd.

f) Rare Media Company Pvt. Ltd.

g) Mint Bird Technologies Pvt. Ltd.

STATUTORY AUDITORS

M/s. Kishan Seth & Associates (FRN:038012N), Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the financial years 2021-22 to 2025-26.

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

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 Act 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. Hitesh Oberoi and Mr. Sanjeev Bikhchandani are the Directors, Mr. Chintan Thakkar is Director and Chief Executive Officer, Mr. Mohit Kumar and Mr. Amit Sharma are Company Secretary and Chief Financial Officer, respectively of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Mr. Hitesh Oberoi (DIN: 01189953) 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 12 (Twelve) times during the year on May 24, 2022, June 27, 2022, July 21, 2022, August 09, 2022, August 18, 2022, August 23, 2022, August 30, 2022, September 28, 2022, November 07 2022, January 23, 2023, February 03, 2023 and February 07, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Sanjeev Bikhchandani	Director	12	12
Mr. Chintan Thakkar	Director	12	12
Mr. Hitesh Oberoi	Director	12	12

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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, the Company did not provide any guarantee.

The details of investments made and loans extended by the Company during the year are as follows:

- 62 equity shares through secondary acquisition of LLAMA Logisol Private Limited for an aggregate consideration of about ₹23.08 Million.
- 1,870 Compulsorily Convertible Preference Shares by way of primary acquisition and 9,847 Equity Shares through secondary acquisition of Printo Document Services Private Limited for an aggregate consideration of about ₹39.98 Million and ₹69.74 Million respectively.
- 3,789 Compulsorily Convertible Preference Shares of International Educational Gateway Private Limited for an aggregate consideration of about ₹40 Million.
- 3,530 Ordinary Shares by way of secondary acquisition of Shop Kirana E Trading Private Limited for an aggregate consideration of about ₹133.48 Million.
- 2,356 Compulsorily Convertible Preference Shares of Sunrise Mentors Private Limited for an aggregate consideration of about ₹70 Million.
- 875 Non-cumulative Compulsorily Convertible Preference Shares of Happily Unmarried Marketing Private Limited for an aggregate consideration of about ₹75 Million.
- 10,000,000, Class A Units of IE Venture Fund Follow-on I, a scheme of Info Edge Venture Fund, a Category II AIF, registered under the SEBI (Alternate Investment Funds) Regulations, 2012 for consideration of about ₹1,000 Million.
- 2,000,000, Class A Units of IE Venture Fund I, a scheme of Info Edge Venture Fund, a trust registered with SEBI as Category II AIF, under the SEBI (Alternative Investment Funds) Regulations, 2012, for consideration of ₹200 Million.
- 3,000,000 Class A Units of IE Venture Investment Fund II, a scheme of Info Edge Capital, a trust registered with SEBI as a Category II AIF, under the SEBI (Alternate Investment Funds) Regulations, 2012 for consideration of about ₹300 Million.
- 10,315 Compulsorily Convertible Preference Shares of Agstack Technologies Private Limited for an aggregate consideration of about ₹93.13 Million.

Further, subsequent to the end of the year under review and upto the date of this report, the Company had disbursed an inter-corporate loan to HUM amounting to ₹10 Million.

Also, during the year under review, SIHL has availed an inter-corporate loan of ₹200 Million from Info Edge (India) Ltd., holding company of the Company which was repaid during the year.

The details of the investments made by the Company are given under 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. 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the holding company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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; and

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 and CEO)
Date: May 24, 2023	DIN: 01189953	DIN: 00678173

ANNEXURE A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note No. 17 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

Hitesh Oberoi
(Director)
DIN: 01189953

Chintan Thakkar
(Director and CEO)
DIN: 00678173

Place: Noida
Date: May 24, 2023

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF STARTUP INVESTMENTS (HOLDING) LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

I have audited the accompanying standalone financial statements of STARTUP INVESTMENTS (HOLDING) LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In my opinion and to the best of my information and according to the explanations given to me, 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit, total comprehensive income, its cash flows and changes in equity for the year ended on that date.

Basis for Opinion

I conducted my audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). My responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of my report.I am 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 my audit of the financial statements under the provisions of the Act and the Rules thereunder, and I have fulfilled my other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

KEY AUDIT MATTERS

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

I have determined the matter described below to be the key audit matter to be communicated in my report.

Sr.No.	Key Audit Matter	Auditor's Response
	Impairment of Investments During the current year, impairment indicators were identified by the management on the investments in Bizcrum InfoTech Private Limited (ShoeKonnect) amounting to ₹635,577 thousands. As at March 2023, the Company has also made general provision for diminution in carrying value of investment of ₹100,000 thousands. As a result, an impairment assessment was required to be performed by the Company by comparing the carrying value of these investments to their recoverable amount to determine whether impairment was required to be recognized. For the purpose of the above impairment testing, value in use has been determined by forecasting and discounting future cash flows. Furthermore, the value in use is highly sensitive to changes in some of the inputs used for forecasting the future cash flows. Further, the determination of the recoverable amount of the investments involved judgment due to inherent uncertainty in the assumptions supporting the recoverable amount of these investments. Accordingly, the impairment of investments was determined to be a key audit matter in my audit of the standalone financial statements.	**Principal Audit Procedures Performed** • I evaluated the Company's valuation methodology applied in determining the recoverable amount. In making this assessment, I also assessed the objectivity and independence of Company's specialists involved in the process. • I evaluated the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal value used. • I also assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. • I discussed potential changes in key drivers as compared to previous year / actual performance with management to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable. • I tested the arithmetical accuracy of the models.

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 my auditor's report thereon.

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

In connection with my audit of the standalone financial statements, my 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 my knowledge obtained during the course of my audit or otherwise appears to be materially misstated.

If, based on the work I have performed, I conclude that there is a material misstatement of this other information; I am required to report that fact. I 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 including other 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

My 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 my 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, I exercise professional judgment and maintain professional skepticism throughout the audit. I 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 my 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, I am also responsible for expressing my opinion on whether the Company has adequate 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 I conclude that a material uncertainty exists, I am required to draw attention in my auditor report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify my opinion. My conclusions are based on the audit evidence obtained up to the date of my auditor 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.

I 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 I identify during my audit.

I also provide those charged with governance with a statement that I 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 my independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, I 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.

I describe these matters in my auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, I determine that a matter should not be communicated in my 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, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, I 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 my audit I report that:

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

    b) In my opinion, proper books of account as required by law have been kept by the Company so far as it appears from my 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 my opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

    e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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 my separate Report in "Annexure B". My report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

    g) In my opinion and to the best of my information and according to the explanations given to me, the managerial remuneration not paid by the Company to its directors during the year.

    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 my opinion and to the best of my information and according to the explanations given to me:

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

    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.

    iv. As per the management representation I report,

        a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

        b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

        c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to my notice that has caused me to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

    v. No dividend has been declared or paid during the year by the Company.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGYZCX5755

Date: May 24, 2023
Place: Delhi

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of my report to the Members of STARTUP INVESTMENTS (HOLDING) LIMITED of even date)

To the best of my information and according to the explanations provided to me by the Company and the books of account and records examined by me in the normal course of audit, I state that:

i. The Company does not have any Property, Plant and Equipment and Intangible Assets. Accordingly, clause 3(i) of the order is not applicable.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. The Company has made investments in, companies during the year, in respect of which:

(a) The Company has not provided any loans or advances in the nature of loans or stood guarantee, or provided security to any other entity during the year, and hence reporting under clause 3(iii)(a) of the Order is not applicable.

(b) In my opinion, the investments made during the year are, prima facie, not prejudicial to the Company's interest.

(c) The Company has not granted any loan during the year. Hence, reporting under clause 3(iii)(c) of the order is not applicable.

(d) No loan granted by the Company and there is no overdue amount remaining outstanding as at the balance sheet date. Hence, reporting under clause 3(iii)(d) of the order is not applicable.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.

The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties.

iv. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees and securities provided, as applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. According to the information and explanations given to me, no undisputed amounts payable in respect of aforesaid dues were in arrears, as at March 31, 2023 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 me, the Company has no dues outstanding which are disputed as on March 31, 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the Company.

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

xiii. In my opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In my opinion, Internal audit system is not applicable on the Company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) According to the information and explanations given to me and as fully explained in Note 25 to the standalone Ind-AS financial statements, based on the management internal legal counsel assessment, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) and thereby filed an application during financial year 2022-2023 intimating the Reserve Bank of India. The said application is under process by the Reserve Bank of India. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) In my opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(b) of the Order are not applicable to the Company

(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph clause 3 (xvi)(c) of the Order are not applicable to the Company.

(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph clause 3 (xvi) (d) of the order are not applicable to the company

xvii. The Company has not incurred cash loss during the current financial year however cash losses of ₹(92,962) thousands was incurred in the immediately preceding financial year.

xviii. There has been no resignation of the statutory auditor of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and my knowledge of the Board of Directors and Management plans and based on my examination of the evidence supporting the assumptions, nothing has come to my attention, which causes me to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. I, however, state that this is not an assurance as to the future viability of the Company. I further state that my reporting is based on the facts up to the date of the audit report and I neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In my opinion, Corporate Social Responsibility (CSR) is not applicable to the Company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

For **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGYZCX5755

Date: May 24, 2023
Place: Delhi

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of my 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")

I have audited the internal financial controls over financial reporting of **STARUP INVESTMENTS (HOLDING) LIMITED** ("the Company") as of March 31, 2023 in conjunction with my 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

My responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on my audit. I conducted my 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 I 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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My 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.

I believe that the audit evidence I have obtained, is sufficient and appropriate to provide a basis for my 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 my opinion, to the best of my information and according to the explanations given to me, 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, 2023, 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 **KISHAN SETH & ASSOCIATES**
Chartered Accountants
FRN– 038012N

Kishan Seth
(Proprietor)
Membership No.535111
UDIN: 23535111BGYZCX5755

Date: May 24, 2023
Place: Delhi

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
ASSETS			
Non-current assets			
Financial assets			
(i) Investments	3(a)	12,737,736	11,697,118
(ii) Other financial assets	3(c)	150	10
Total non-current assets		**12,737,886**	**11,697,128**
Current assets			
Financial assets			
(i) Cash and cash equivalents	3(b)	1,405	214
(ii) Other financial assets	3(c)	1,380,160	209,360
Other current assets	6(a)	592	203
Non current asset classified as held for sale	6(b)	-	188,280
Total current assets		**1,382,157**	**398,057**
Total assets		**14,120,043**	**12,095,185**
EQUITY & LIABILITIES			
Equity			
Equity share capital	7	500	500
Other equity	8	13,723,092	11,639,359
Total equity		**13,723,592**	**11,639,859**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	9(a)	-	-
Deferred tax liabilities	5	317,512	371,323
Total non-current liabilities		**317,512**	**371,323**
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		1,260	109
Current tax liabilites (net)	4	11,960	12,112
Provisions	10	65,460	65,460
Other current liabilities	11	259	6,322
Total current liabilities		**78,939**	**84,003**
Total liabilities		**396,451**	**455,326**
Total equity and liabilities		**14,120,043**	**12,095,185**

The accompanying notes 1 to 27 are in integral part of the Financial Statements.
As per our report of even date

For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place: Noida
Date: May 24, 2023

For and on behalf of Board of Directors
Startup Investments (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
Membership No.- A57372

Place: Noida
Date: May 24, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Other income	12	58,777	10,968
Total Income		**58,777**	**10,968**
Expenses			
Employee benefits expense	13	-	65,460
Finance costs	14	5,479	1
Administration and other expenses	15	6,412	38,469
Total Expenses		**11,891**	**103,930**
Profit/(loss) before exceptional items and tax		**46,886**	**(92,962)**
Exceptional items- Gain/(Loss)	18	(735,577)	7,383,772
Profit before tax		**(688,691)**	**7,290,810**
Tax expense			
(1) Current tax		13,180	2,646
(2) Deferred tax charge	5	-	655,588
Total tax expense		**13,180**	**658,234**
Profit for the year		**(701,871)**	**6,632,576**
Other comprehensive income (OCI)			
(A) Items that will not be reclassified to profit or loss			
Loss on financial assets measured at Fair value through OCI		(268,207)	(2,156,230)
Income tax relating to this		53,811	284,265
Other comprehensive income/(loss) for the year, net of income tax		**(214,396)**	**(1,871,965)**
Total comprehensive income/(loss) for the year		**(916,267)**	**4,760,611**
Earnings per share:	**16**		
Basic -Profit for the year (after exceptional item)		(14,037.42)	132,651.52
Basic -Profit for the year (before exceptional item)		674.12	(1,912.16)
Diluted - Profit for the year (after exceptional item)		(14,037.42)	8.71
Diluted - Profit for the year (before exceptional item)		0.03	(1,912.16)

The accompanying notes 1 to 27 are in integral part of the Financial Statements.
As per our report of even date

For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place: Noida
Date: May 24, 2023

For and on behalf of Board of Directors
Startup Investments (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
Membership No.- A57372

Place: Noida
Date: May 24, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities:**		
	Profit before exceptional items and tax	46,886	(92,962)
	Adjustments for:		
	Interest income from financial assets measured at amortised cost		
	-on fixed deposit	(45,251)	(9,998)
	- on other financial assets	(7,498)	-
	Operating loss before working capital changes	**(5,863)**	**(102,960)**
	Adjustments for changes in working capital :		
	-(Increase) in other current financial assets	-	(873)
	-(Increase) in other non Current financial assets	(140)	-
	-(Increase) in other current assets	(388)	(111)
	-(Decrease) in trade payables	1,151	(92)
	-Increase in provisions	-	65,460
	-(Increase)/decrease in other current liabilities	(6,063)	6,300
	Cash used in operating activities	**(11,303)**	**(32,276)**
	- Income Taxes Paid (net)	(13,332)	(3,099)
	Net cash flow used in operating activities	**(24,635)**	**(35,375)**
B.	**Cash flow from investing activities:**		
	Amount paid for Investment in subsidiaries & joint ventures and others	(2,044,403)	(2,460,049)
	Proceeds from sale of investment in joint venture and others	188,279	26,715
	(Investment)/ maturity of fixed deposits	(1,126,634)	288,947
	Interest received	8,584	9,919
	Net cash flows used in investing activities	**(2,974,174)**	**(2,134,468)**
C.	**Cash flow from financing activities:**		
	Proceeds from issue of debentures	3,000,000	2,170,000
	Net cash flows from financing activities	**3,000,000**	**2,170,000**
	Net increase in cash & cash equivalents	**1,191**	**157**
	Opening balance of cash and cash equivalents	**214**	**57**
	Closing balance of cash and cash equivalents	**1,405**	**214**
	Cash and cash equivalents comprise		
	Cash on hand	8	8
	Balance with banks		
	-in current accounts	1,397	206
	Total cash and cash equivalents	**1,405**	**214**

Notes :

1 Reconciliation of liabilities arising from financing activities

Particulars	Year Ended March 31, 2022 (₹'000)	Cash flows (net)	Non cash changes	Year Ended March 31, 2023 (₹'000)
Long term borrowings (including current maturities)	9,058,738	3,000,000		12,058,738

2 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.

3 Figures in brackets indicate cash outflow.

4 The accompanying notes 1 to 27 are in integral part of the Financial Statements.

As per our report of even date
For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place: Noida
Date: May 24, 2023

For and on behalf of Board of Directors
Startup Investments (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
Membership No.- A57372

Place: Noida
Date: May 24, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount (₹'000)
As at April 01, 2021		**500**
Changes in equity share capital	7	-
As at March 31, 2022		**500**
Changes in equity share capital	7	-
As at March 31, 2023		**500**

B. OTHER EQUITY

Amount (₹'000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Equity instruments through other comprehensive income*	Total
		Retained Earnings		
Balance as at April 01, 2021	**6,888,738**	**(2,179,990)**	**-**	**4,708,748**
Profit for the year	-	6,632,576	-	6,632,576
Other Comprehensive Income/(loss) for the year	-	328,608	(22,00,573)	(1,871,965)
Equity Component of Debt Instrument transfer during the year	2,170,000	-		2,170,000
Balance as at March 31, 2022	**9,058,738**	**4,781,194**	**(2,200,573)**	**11,639,359**

Amount (₹'000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus	Equity instruments through other comprehensive income*	Total
		Retained Earnings		
Balance as at April 01, 2022	**9,058,738**	**4,781,194**	**(2,200,573)**	**11,639,359**
Loss for the year	-	(701,871)	-	(701,871)
Equity Component of Debt Instrument transfer during the year	3,000,000	-	-	3,000,000
Other Comprehensive Income/(loss) for the year	-	202,167	(416,563)	(214,396)
Balance as at March 31, 2023	**12,058,738**	**4,281,490**	**(2,617,136)**	**13,723,092**

* Excluding investment in units

The accompanying notes 1 to 27 are in integral part of the Financial Statements.
As per our report of even date

For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place: Noida
Date: May 24, 2023

For and on behalf of Board of Directors
Startup Investments (Holding) Limited
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Chintan Thakkar
(Director)
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Amit Sharma
Chief Financial Officer

Mohit Kumar
Company Secretary
Membership No.- A57372

Place: Noida
Date: May 24, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 registered office of the Company 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 are approved for issue by the Company's Board of Directors on May 24, 2023.

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.

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 from time to time] 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 to the nearest 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 which are measured at fair value / amortised cost less diminution, if any;

B. 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, controlled trust, 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, controlled trust, 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 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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.

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 specific to the liability. The increase in the provision due to the passage of time is recognized as a finance cost.

D. NON-CURRENT ASSETS 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. The criteria for held for sale is considered to have met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. 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.

E. 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.

F. 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
  - ➢ Profit after exceptional items and tax
  - ➢ Profit before exceptional items and after tax
- 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

G. FINANCIAL INSTRUMENTS

(i) Classification

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

- those to be measured subsequently at fair value through other comprehensive income,
- those to be measured subsequently at 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 through other comprehensive income. For investments in equity instruments in subsidiaries, associates and jointly control entities these are carried at cost less diminution, if any. However, the gains or losses with respect to Investment in

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Units of Controlled Trust and other investments that are not held for trading are recognised 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.

Upon initial recognition, the Company elects to classify irrevocably its equity investments, on instrument to instrument basis, as equity instruments designated at fair value through OCI that are not held for trading. For other investments which are required to be carried at fair value are routed through Profit & loss account.

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.

- **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 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. The investment in Controlled Trust & financial Investment which are not held for trade is subsequently measured at fair value through Other Comprehensive Income. Upon initial recognition, the Company elects to classify irrevocably its equity investments, on instrument to instrument basis, as equity instruments designated at fair value through OCI that are not held for trading. Gains and losses on these financial assets are never recycled to profit or loss.

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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

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.

(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. Interest income is included in finance income in the statement of profit and loss.

H. 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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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 recognised in profit or loss in the year in which they arise.

Translation of foreign operations

The financial statements of foreign operations are translated using the principles and procedures mentioned above, since these businesses are carried on as if it is an extension of the Company's operations.

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 third party or 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

d) Fair value loss of asset classified as held for sale

e) Gain on fair valuation of Investment reclassified as per Ind AS 109

J. 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.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of Deferred tax asset and liability

c) Impairment of Investments in subsidiary/JVs and associates

K. ESTIMATION OF IMPAIRMENT ON NON-CURRENT INVESTMENT-

The Company carries reviews its carrying value of investments carried at amortised cost annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

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. FINANCIAL ASSETS

(a) Non current investments

Particulars	As at March 31, 2023				March 31, 2022			
	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								
Cost, less impairment (if any)								
Smartweb Internet Services Limited	1,000	10	10	-	1,000	10	10	-
1,000 nos. (March 31, 2022 - 1,000 nos) Equity Share of ₹10/- fully paid up								
Investments in equity instruments of jointly controlled company								
Cost, less impairment (if any)								
Unquoted								
Happily Unmarried Marketing Private Limited	275	10	3,506	-	275	10	3,506	-
275 nos (March 31, 2022- 275 nos) Equity Share of ₹10/- fully paid up								
Medcords Healthcare Solutions Pvt Ltd	10	10	67	-	10	10	67	-
10 nos (March 31, 2022 - 10) Equity shares of ₹10/- fully paid up								
Shop Kirana E Trading Private Limited	6,170	1	146,739	-	2,640	1	13,259	-
6,170 nos (March 31, 2022 - 2,640) Equity shares of Re 1/- (March 2022-₹10/-) fully paid up								

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				March 31, 2022			
	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	10	10	245	-	10	10	245	-
10 nos (March 31, 2022 - 10) Equity shares of ₹10/- fully paid up								
Less: Impairment for diminution in carrying value of investment	-	-	(245)	-	-	-	-	
LQ Global Services Private Limited	10	10	9		10	10	9	-
10 nos (March 31, 2022 - 10) Equity shares of ₹10/- fully paid up								
Llama Logisol Private Limited (Shipsy)	841	10	55,698	-	779	10	32,618	-
841 nos (March 31, 2022- 779) Equity shares of ₹10/- fully paid up								
Agstack Technologies Private Limited (Gramophone)	10	10	76	-	10	10	76	-
10 nos (March 31, 2022- 10) Equity shares of ₹10/- fully paid up								
Printo Document Services Private Limited	13,264	10	119,740	325,835	-	-	-	49,780
13,264 nos (March 31, 2022- Nil) Equity shares of ₹10/- fully paid up								
Investments in preference shares of subsidiary and fellow subsidiary companies								
Sunrise Mentors Private Limited	2,356	10	69,994	-	-	-	-	
2,356 nos (March 31, 2022 - Nil nos) compulsory convertible preference shares	-	-	-	69,994	-	-	-	-
Investments in preference shares of jointly controlled companies								
Cost, less impairment (if any)								
Unquoted								
Happily Unmarried Marketing Private Limited	14,545	10	395,241	-	13,670	10	320,243	-
14,545 nos (March 31, 2022 - 13,670 nos) 0.1% optionally convertible cumulative redeemable preference shares of ₹10/- fully paid up								
Add/(Less) : Profit/(Loss) on measurement at FVTPL	-	-	216,480	-	-	-	216,480	-
Add/(Less) : Diminution in value of investment	-	-	(32,241)	-	-		- (32,241)	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				March 31, 2022			
	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)
Kinobeo Software Private Limited	107,801	10	270,338		107,801	10	270,338	-
107,801 nos (March 31, 2022 - 107,801 nos) 0.1% optionally convertible cumulative redeemable preference shares of ₹10/- fully paid up								
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	6,000,000	10	60,000		6,000,000	10	60,000	-
6,000,000 nos (March 31, 2022 - 6,000,000 nos) Optionally convertible cumulative redeemable preference shares of ₹10/- fully paid up								
Add/(Less) : Profit/(Loss) on measurement at FVTPL	-	-	41,400	-	-	-	41,400	-
Add/(Less) : Diminution in value of investment	-	-	(101,400)	-	-	-	(101,400)	-
Unnati Online Private Limited	39,998,395	1	39,998		39,998,395	1	39,998	
39,998,395 nos (March 31, 2022 - 39,998,395) Preference Share of Re 1/- fully paid up								
Add/(Less) : Profit/(Loss) on measurement at FVTPL	-	-	34,879	-	-	-	34,879	-
Add/(Less) : Diminution in value of investment			(74,877)				(74,877)	
Vcare Technologies Private Limited	400,000	100	40,000	-	400,000	100	40,000	-
400,000 nos (March 31, 2022 - 400,000 nos) 0.01% optionally convertible cumulative redeemable preference shares of ₹100/- fully paid up								
Add/(Less) : Profit/(Loss) on measurement at FVTPL	-	-	41,608	-	-	-	41,608	-
Add/(Less) : Diminution in value of investment	-	-	(81,608)	-	-	-	(81,608)	-
Rare Media Company Private Limited	1,086,504	100	108,650	-	1,086,504	100	108,650	-
1,086,504 nos (March 31, 2022 - 1,086,504 nos) 0.01% optionally convertible cumulative redeemable preference shares of ₹100/- fully paid up								
Add/(Less) : Profit/(Loss) on measurement at FVTPL	-	-	44,480	-	-	-	44,480	-
Add/(Less) : Diminution in value of investment	-	-	(153,130)	-	-	-	(153,130)	-
Wishbook Infoservices Private Limited	282,258	1	59,000		282,258	1	59,000	-
282,258 nos (March 31, 2022 - 282,258 nos) Compulsorily convertible preference shares of Re 1/- fully paid up								
Add/(Less) : Diminution in value of investment	-	-	(59,000)	-	-	-	(59,000)	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				March 31, 2022			
	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)
NoPaperForms Solutions Private Limited	33,663,826	10	336,638	-	33,663,826	10	336,638	-
33,663,826 nos (March 31, 2022 - 33,663,826 nos) 0.01% Compulsorily convertible preference shares of ₹10/- fully paid up								
International Educational Gateway Private Limited	22,313	100	3,05,006	-	18,524	100	265,008	-
22,213 nos (March 31, 2022 - 18,524 nos) 0.01% Series 'A' Compulsorily convertible preference shares of ₹100/- fully paid up								
Add/(Less) : Diminution in value of investment	-	-	(45,475)		-	-	(45,475)	-
Agstack Technologies Private Limited (Gramophone)	6,463,278	10	624,872	-	6,452,963	10	531,738	-
6,463,278 nos (March 31, 2022 - 6,452,963 nos) 0.01% Compulsorily convertible preference shares of ₹10/- fully paid up								
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	11,998,335	10	119,983	-	11,998,335	10	119,983	-
11,998,335 nos (March 31, 2022 - 11,998,335) Compulsorily convertible preference shares of ₹10/- fully paid up								
Less: Impairment for diminution in carrying value of investment	-	-	(119,982)	-	-	-	-	-
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	5,683	100	512,022	-	5,683	100	512,022	-
5,683 nos (March 31, 20202 - 5,683) Compulsorily convertible preference shares of ₹100/- fully paid up								
Less: Impairment for diminution in carrying value of investment	-	-	(512,022)	-	-	-	-	-
Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	103	310	3,328	-	103	310	3,328	-
103 nos (March 31, 2022 - 103) Compulsorily convertible preference shares of ₹310/- fully paid up								
Less: Impairment for diminution in carrying value of investment	-	-	(3,328)	-	-	-	-	-
Medcords Healthcare Solutions Pvt Ltd	6,775	100	96,317	-	6,775	100	96,317	-
6,775 nos (March 31, 2022 - 6,775) Compulsorily convertible preference shares of ₹100/- fully paid up								

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				March 31, 2022			
	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)
Shop Kirana E Trading Private Limited	54,503	1	1,124,977	-	54,503	1	1,124,977	-
54,503 nos (March 31, 2022 - 54,503) - 0.01% Compulsorily convertible preference shares of Re 1/- (March 2022- ₹10/-) fully paid up								
Printo Document Services Private Limited	25,507	10	267,703	-	23,637	10	227,724	-
25,507 nos (March 31, 2022 - 23,637) Preference Share of ₹10/- fully paid up								
Add/(Less) : Diminution in value of investment			-				-	
LQ Global Services Private Limited	21,623	10	39,989	-	21,623	10	39,989	-
21,623 nos (March 31, 2022- 21,623) -0.01% Cumpulsorily convertible preference shares of ₹10/- fully paid up								
Llama Logisol Private Limited (Shipsy)	2,005	10	49,992	-	2,005	10	49,992	-
2,005 nos (March 31, 2022- 2,005) (0.01%) Cumpulsorily convertible preference shares of ₹10/- fully paid up								
Llama Logisol Pvt Ltd (Shipsy)								
2,786 nos (March 31, 2022- 2,786) (0.01%) Cumpulsorily convertible preference shares of ₹100/- fully paid up	2,786	100	578,178	-	2,786	100	578,178	-
	-	-	-	3,957,678	-	-	-	4,344,901
Investments in debentures of subsidiary and fellow subsidiary companies								
Cost, less impairment (if any)								
Unquoted								
NewInc Internet Services Limited	70,000	100	7,000	-	50,000	100	5,000	-
70,000 nos (March 31, 2022 - 70,000) 0.0001% Compulsory convertible debentures of ₹100/- each								
Add: Addition during the year	-	-	-	-	20,000	100	2,000	-
Add/(Less) : Diminution in value of investment	-	-	(2,500)	4,500	-	-	(2,500)	4,500
Investments in debentures of jointly controlled company								
Cost, less impairment (if any)								
Unquoted								
Green Leaves Consumer Services Private Limited	1,740,000	100	174,000	-	1,740,000	100	174,000	-
1,740,000 nos (March 31, 2022 - 1,740,000 nos) Compulsory convertible debentures of ₹100/- each								
Add/(Less) : Profit/(Loss) on measurement at FVTPL	-	-	6,480	-			6,480	-
Add/(Less) : Diminution in value of investment	-	-	(180,480)	-			(180,480)	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023				March 31, 2022			
	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)	Number of Share	Face Value per share (In ₹*)	Amount (₹'000)	Amount (₹'000)
Printo Document Services Private Limited	3,417	10	50,000		3,417	10	50,000	
3,417 nos (March 31, 2022- 3,417 nos) Compulsory convertible debenture of ₹10 each								
Less: Conversion of debtures into equity shares	-	-	(50,000)	-	-	-	-	50,000
Investments in Units (fully paid up) (Fair Value through FVTOCI)								
Unquoted								
Info Edge Venture Fund 11,000,0000 units (March 31, 2022- 9,000,000 units)	11,000,000	100	1,100,000	-	9,000,000	100	900,000	-
Add : Gain on fair valuation routed through FVTOCI	-	-	799,757	-	-	-	343,515	-
IE Venture Fund Follow On- I 10,000,0000 units (March 31, 2022- Nil units)	10,000,000	100	1,000,000	-	-	-	-	
Add : loss on fair valuation routed through FVTOCI	-	-	(228,735)		-	-	-	-
IE Venture Investment Fund II 3,000,0000 units (March 31, 2022- 3,000,000 units)	3,000,000	100	300,000		-	-	-	
Add : loss on fair valuation routed through FVTOCI	-	-	(25,341)	2,945,681	-	-	-	1,243,515
Investments in Equity shares (fully paid up) (Fair Value through OCI)								
Quoted								
PB Fintech Limited(formerly known as PB Fintech Private Limited and eTechAces Marketing and Consulting Private Limited								
8,662,500 nos (March 31, 2022- 8,662,500 nos) Equity Share of 2/- fully paid up (Refer note no.18 and 19)	25	2	1,298		25	2	1,298	-
Add: Bonus issued during the year	12,475	2	-	-	12,475	2	-	-
Add : Conversion of preference share into equity shares	8,650,000	2	1,195,336	-	8,650,000	2	1,195,336	-
Add : Gain on fair valuation routed through profit or loss	-	-	7,292,616	-	-	-	7,292,616	-
Add/Less : Loss on fair valuation routed through other comprehensive income	-	-	(2,955,212)	5,534,038	-	-	(2,484,838)	6,004,412
General provision for Impairment	-	-	-	(100,000)	-	-	-	-
	-	**-**	**-**	**12,737,736**	**-**	**-**	**-**	**11,697,118**
* Unless otherwise stated								
Aggregate amount of quoted investments & market value thereof	**-**	**-**	**-**	**5,534,038**	**-**	**-**	**-**	**-**
Aggregate amount of unquoted investments	**-**	**-**	**-**	**7,203,698**	**-**	**-**	**-**	**11,697,118**
Aggregate amount for impairment in value of investments	**-**	**-**	**-**	**872,529**	**-**	**-**	**-**	**872,529**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(b) Cash & cash equivalents

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash on hand	8	8
Balances with bank		
-in current account	1,397	206
Total	**1,405**	**214**

(c) Other financial assets

Particulars (Unsecured, considered good unless otherwise stated)	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Security deposits	150	10	-	-
Balance in fixed deposit accounts with Banks (original maturity more than 12 months)	-	-	1,326,749	200,114
Interest accrued on fixed deposits	-	-	38,881	1,465
Amount receivable from Controlled trust(refer note 18)	-	-	14,530	7,781
Total	**150**	**10**	**1,380,160**	**209,360**

4. NON-CURRENT/CURRENT TAX LIABILITIES (NET)

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for Tax	-	-	45,818	32,639
Less: Advance tax (including TDS receivable)	-	-	(33,858)	(20,527)
Total	**-**	**-**	**11,960**	**12,112**

5 DEFERRED TAX ASSET/(LIABILITY)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset /(liability)		
- Opening balance	(371,323)	-
- Adjustment for the year:		
- credited/(charged) through profit or loss	-	(655,588)
- credited/(charged) through other comprehensive income	53,811	284,265
Total	**(317,512)**	**(371,323)**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Components of deferred tax asset/(liability) are shown in the following table:

Particulars	As at March 31, 2023 (₹'000)	(Charged)/ credited to profit or loss (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax liabilities			
-Routed through profit or loss			
-Fair valuation of Investment	(655,588)	-	(655,588)
-Routed through other comprehensive income			
-Fair valuation of Investment	338,076	53,811	284,265
Total	**(317,512)**	**53,811**	**(371,323)**

6(a). Other non-current/current assets

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good unless otherwise stated)				
Amount recoverable in cash or in kind for value to be received	-	-	5	203
Balance with GST authorities	-	-	587	-
Less: GST payable	-	-	-	-
	-	**-**	**592**	**203**

6(b). Non current asset classified as held for sale

Particulars	Non-current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Investments in equity shares				
Bizinbiz Technologies Pvt Ltd.				
Nil nos (March 31, 2022- 1 nos.) Equity shares of ₹10/- fully paid up	-	-	-	46
Mirana Innovations Pvt. Ltd.	-	-	-	2
Nil nos (March 31, 2022- 1 nos.) Equity shares of ₹10/- fully paid up				
Investments in preference shares				
Bizinbiz Technologies Pvt Ltd.	-	-	-	128,236
Nil nos (March 31, 2022- 2,802 nos.) -0.01% Cumpulsorily convertible preference shares of ₹100/- fully paid up				
Mirana Innovations Pvt. Ltd.	-	-	-	59,996
Nil nos (March 31, 2022- 35,648 nos) -0.01% Cumpulsorily convertible preference shares of ₹100/- fully paid up				
	-	**-**	**-**	**188,280**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

7. EQUITY SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Authorised Capital		
50,000 Equity Shares of ₹10/- each		
(March 2022 - 50,000 Equity Shares of ₹10/- each)	500	500
24,95,000 0.0001% Cumulative Convertiable Preference Shares of ₹100/- each		
(March 2022 - 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	500	500
(March 2022 - 50,000 Equity Shares of ₹10/- each fully paid)		
2,432,346 0.0001% Cumulative Convertiable Preference Shares of ₹100 each, fully paid up , (March 2022 - 2,432,346) maturity not exceeding 20 years from the date of issue	243,235	243,235
Less : Transfer to other equity on account of IND AS adjustment	(243,235)	(243,235)
Total	**500**	**500**

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

Particulars	As at March 31, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'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, 2023 No. of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No. of Shares	As at March 31, 2022 (₹'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's equity shares is having a par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share.

c. Terms/Rights attached to preference shares

Each convertible preference share has a par value of ₹100 and is convertible at the option of the shareholders into Equity shares on the basis of one equity share for every one preference shares held.

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity shares of ₹10 each fully paid				
Info Edge (India) Limited (excluding 6 shares held by Nominee of shareholders)	49,994	99.99%	49,994	99.99%
	49,994	**99.99%**	**49,994**	**99.99%**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Preference shares of ₹100 each fully paid				
Info Edge (India) Limited	2,432,346	100.00%	2,432,346	100.00%
	2,432,346	**100.00%**	**2,432,346**	**100.00%**

e. Shares held by promoter & promoter group at the end of the year

Name of promoter	As at March 31, 2023		As at March 31, 2022		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	49,994	99.99	49,994	99.99	-
Total	**49,994**	**99.99**	**49,994**	**99.99**	

Name of promoter	As at March 31, 2022		As at March 31, 2021		% change duing the year
	No of Shares	% Holding	No of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	49,994	99.99	49,994	99.99	-
Total	**49,994**	**99.99**	**49,994**	**99.99**	

8. OTHER EQUITY

	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Retained earnings				
Opening Balance	4,781,194	-	(2,179,990)	-
Add: Net profit after tax transferred from Statement of Profit and Loss	(701,871)	-	6,632,576	-
Add: Other Comprehensive Income for the year, net of Income tax	202,167	4,281,490	328,608	4,781,194
Equity instruments through other comprehensive income (net of income tax)				
Opening Balance	(2,200,573)	-	-	-
Add : Other comprehensive (loss)/income for the year, net of Income tax	(416,563)	(2,617,136)	(2,200,573)	(2,200,573)
Equity Component of financial liability - Debentures				
Compulsory convertiable debtures	11,736,173	-	8,736,173	-
Interest on financial liability	69,193	11,805,366	69,193	8,805,366
Equity Component of financial liability - Preference shares				
Compulsory convertiable preference shares	243,235	-	243,235	-
Interest on financial liability	10,137	253,372	10,137	253,372
		13,723,092		**11,639,359**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Nature and purpose of reserve

a) Equity instruments through other comprehensive income

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within the Equity instruments through Other Comprehensive Income within equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are derecognised.

9. FINANCIAL LIABILITIES

(a) Borrowings

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Debentures issued to holding company				
Info Edge (India) Limited	8,622,129	6,452,129	-	-
(0.0001% compulsory convertible debentures into compulsory convertiable preference shares 8,62,21,295 nos (March 31, 2022 - 6,45,21,295 nos) of face value of ₹100/- each, maturity not exceeding 10 years from the date of issue				
Add: Addition during the year				
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 30,000,000 nos (March 31, 2022 - 21,700,000) of face value of ₹100/- each, maturity not exceeding 10 years from the date of issue	3,000,000	2,170,000	-	-
Less : Equity component of debt instruments	(11,691,322)	(8,691,322)	-	-
Add: Interest Expense on financial liability	69,193	69,193	-	-
Smartweb Internet Services Limited	114,044	114,044	-	-
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 11,40,442 nos (March 31, 2022 - 11,40,442) of face value of ₹100/- each, maturity not exceeding 10 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) Limited				
24,32,346 nos (March 31, 2022 - 24,32,346 nos) 0.0001% Cumulative Redeemable Preference Shares into compulsorily convertible preference shares of ₹100 each, fully paid up, 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	**-**	**-**	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(b) Trade payables

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	1,260	109
Total	**-**	**-**	**1,260**	**109**

Trade payable Ageing Schedule

Year ended March 31, 2023

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	1,260	-	-	-	1,260
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

Year ended March 31 2022

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	108	1	-	-	109
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

10. PROVISIONS

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for employee benefits				
-Accrued bonus & incentives	-	-	65,460	65,460
Total	**-**	**-**	**65,460**	**65,460**

11. OTHER LIABILITIES

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
TDS payable	-	-	259	658
Payable to fellow subsidiaries	-	-	-	5,664
Total	**-**	**-**	**259**	**6,322**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

12. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income from financial assets measured at amortised cost		
- on fixed deposits with banks	45,251	9,998
- on other financial assets	7,498	970
Warehousing Fees	6,010	-
Miscellaneous income	18	-
Total	**58,777**	**10,968**

13. EMPLOYEE BENEFIT EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Salaries, wages and bonus	-	65,460
Total	**-**	**65,460**

14. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Bank charges	-	1
Interest on borrowings	5,479	-
Total	**5,479**	**1**

15. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Legal and professional charges*	5,906	38,341
Rent	25	28
Miscellaneous expenses	481	100
Total	**6,412**	**38,469**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

As auditor:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Statutory audit fees	100	100
Total	**100**	**100**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

16. EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit attributable to equity shareholders (Profit after exceptional items and tax)	(701,871)	6,632,576
Profit /(loss) attributable to equity shareholders (Profit/(loss) before exceptional items and after tax)	33,706	(95,608)
Basic		
Weighted average number of equity shares outstanding during the year (nos.)	50,000	50,000
Basic EPS of ₹10 each (₹) -after exceptional item	**(14,037.42)**	**132,651.52**
Basic EPS of ₹10 each (₹) -before exceptional item	**674.12**	**(1,912.16)**
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	50,000	50,000
Add: Weighted average number potential equity shares	1,057,550,419	7,61,334,273
Weighted average number of shares outstanding for diluted EPS	**1,057,600,419**	**7,61,384,273**
Diluted EPS of ₹10 each (₹)-after exceptional item	**(14,037.42)**	**8.71**
Diluted EPS of ₹10 each (₹)-before exceptional item	**0.03**	**(1,912.16)**

Note: As at March 2023, Nil nos. options (March 2022- 761,334,273 nos) in respect of shares were excluded from weighted average number of ordinary shares for the computation of diluted earnings per share as these were anti dilutive while calcuating DEPS (before exceptional item).

Note: As at March 2023, 1,057,550,419 nos. options (March 2022- Nil nos) in respect of shares were excluded from weighted average number of ordinary shares for the computation of diluted earnings per share as these were anti dilutive while calcuating DEPS (after exceptional item).

17(1). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

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

Mr. Amit Sharma

Mr. Mohit Kumar

Fellow subsidiary company

Smartweb Internet Services Limited

NewInc Internet Services Limited

Sunrise Mentors Private Limited (w.e.f October 21,2022)

Controlled Trust

Info Edge Venture Fund

IE Venture Investment Fund II

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

b) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	Fellow Subsidiary Company	Jointly Controlled Entity	Controlled Trust	Total
1	Rent Expense	25	-	-	-	25
2	Investment in preference shares of Agstack Technologies Private Limited	-	-	93,134	-	93,134
3	Investment in preference shares of Printo Document Services Private Limited	-	-	39,979	-	39,979
4	Investment in equity shares of Llama Logisol Private Limited	-	-	23,080	-	23,080
5	Investment in units of Info Edge Venture Fund	-	-	-	200,000	200,000
6	Investment in units of IE Venture Fund Follow On- I (scheme of IE Venture Fund-I)	-	-	-	1,000,000	1,000,000
7	Investment in units of IE Venture Investment Fund II	-	-	-	300,000	300,000
8	Issue of debentures to holding company	3,000,000	-	-	-	3,000,000
9	Consultancy services from fellow subsidiaries (Smartweb Internet Services Limtied)	-	4,180	-	-	4,180
10	Investment in preference shares of International Educational Gateway Private Limited	-	-	39,998	-	39,998
11	Investment in preference shares of Sunrise Mentors Private Limited	-	-	69,994	-	69,994
12	Investment in preference shares of Happily Unmarried Marketing Private Limited	-	-	74,998	-	74,998
13	Investment in equity shares of Shopkirana E Trading Private Limited	-	-	133,480	-	133,480
14	Purchase of shares of Printo Document Services Private Limited from Startup Internet Services Limited*	-	69,740	-	-	69,740
15	Interest income from IE Venture fund-I	-	-	-	2,035	2,035
16	Interest income from IE Venture Fund Follow On- I (scheme of IE Venture Fund-I)	-	-	-	3,338	3,338
17	Interest income from IE Venture Investment Fund II	-	-	-	2,125	2,125
18	Loan taken from holding company	200,000	-	-	-	200,000
19	Interest on loan taken from holding company	5,479	-	-	-	5,479
20	Transfer of warehousing investment to IE Venture Investment Fund II	-	-	-	188,279	188,279
21	Repayment of loan taken from holding company including interest (net of TDS)	204,932	-	-	-	204,932
22	Warehousing fees from IE Venture fund-I	-	-	-	6,010	6,010

* Startup Internet Services Limited is a wholly owned subsidiary of holding company (Info Edge (India) Limited

c) Amount due to/from related parties as at March 31, 2023

Nature of relationship / transaction	Holding Company	Fellow Subsidiary Company	Jointly Controlled Entity	Controlled Trust	Total
Interest income accured from IE Venture fund-I	-	-	-	9,614	9,614
Interest income accrued from IE Venture Fund Follow On- I	-	-	-	3,004	3,004
Interest income accrued from IE Venture Investment Fund II	-	-	-	1,912	1,912

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

17(2). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022

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

Mr. Amit Sharma

Mr. Mohit Kumar

Fellow subsidiary company

Smartweb Internet Services Limited

NewInc Internet Services Limited

Associate Company

PB Fintech Limited (formerly known as PB Fintech Private Limited and eTechAces Marketing and Consulting Private Limited) till November 14, 2021

Controlled Trust

Info Edge Venture Fund (AIF)

b) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	Subsidiary Company	Jointly Controlled Entity	Controlled Trust	Total
1	Rent Expense	28	-	-	-	28
2	Investment in preference shares of Agstack Technologies Private Limited	-	-	272,995	-	272,995
3	Investment in preference shares of Printo Document Services Private Limited	-	-	40,000	-	40,000
4	Investment in preference shares of Llama Logisol Private Limited	-	-	389,388	-	389,388
5	Investment in preference shares of Bizcrum Infotech Pvt. Ltd. (ShoeKonnect)	-	-	372,661	-	372,661
6	Investment in debentures of New Inc	-	-	2,000	-	2,000
7	Investment in units of AIF	-	-	-	600,000	600,000
8	Issue of debentures to holding company	2,170,000	-	-	-	2,170,000
9	Consultancy services from fellow subsidiaries	-	6,293	-	-	6,293
10	Investment in preference shares of International Educational Gateway Private Limited	-	-	60,002	-	60,002
11	Investment in preference shares of Shopkirana	-	-	534,723	-	534,723
12	Interest income from AIF	-	-	-	970	970

c) Amount due to/from related parties as at March 31, 2022

Nature of relationship / transaction	Holding Company	Fellow Subsidiary Company	Jointly Controlled Entity	Controlled Trust	Total
Interest accured from AIF	-	-	-	7781	7,781
Amount due to fellow subsidiary for counsultancy services	-	5,664	-	-	5,664

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

18. EXCEPTIONAL ITEMS-GAIN/(LOSS) INCLUDE :

Particulars	March 31, 2023 (₹'000)	March 31, 2022 (₹'000)
Provision/ Impairment for diminution in carrying value of investment :		
-International Educational Gateway Private Limited	-	(45,475)
- Bizcrum Infotech Private Limited (ShoeKonnect) (refer note below)	(635,577)	-
General provision for diminution in carrying value of investments	**(100,000)**	**-**
Reversal of provision for diminution in carrying value of investment :		
-Printo Document Services Private Limited	-	119,358
Gain on transfer of Investment		
-Printo Document Services Private Limited	-	17,273
Gain on Fair valuation of Investment (refer note no. 19)		
PB Fitnech Limited	-	7,292,616
Total	**(735,577)**	**7,383,772**

Note: The company has written off its investment in CCPS and Equity shares of Bizcrum Infotech Private Limited amounting to ₹635,577 thousands. Following the principles of conservatism and prudence and after due consideration of factors including continuing cash burn, limited availability of cash in proportion to unspecified liabilities with respect to buyback obligations (including liquidation preference) of the Company towards investors under the Shareholders Agreement and uncertainty of future capital raise in such a situation, in the subjective judgement of the management, the investment has lost its inherent value. However, we will continue to evaluate the position and work with the other shareholders to remedy the situation.

19. During the previous year ended March 31, 2022, PB Fintech Limited (formerly known aseTechAces Marketing and Consulting Private Limited and later known as PB Fintech Private Limited), had come out with initial public offer ("IPO") of its equity shares and such shares have been listed on NSE & BSE on November 15, 2021.

Effective listing date, PB Fintech Limited had ceased to be an associate (i.e .Jointly Controlled entity) and hence has been reclassified as financial investment which will be fair valued at each reporting date in accordance with Ind AS109. Accordingly, unrealised mark to market gain of ₹7,292,616 thousand till date of listing of PB Fintech Limited had been credited to P&L through exceptional item in previous year ended March 31, 2022. Unrealised loss from date of listing till year ended March 31, 2022 (₹2,484,838 thousands) and unrealised loss for year ended March 31,2023 (₹470,374 thousands) has been taken to Other Comprehensive Income in accordance with one time irrevocable option available under IND AS.

20. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Amount (₹'000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

21. COMMITMENTS

Amount (₹'000)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Capital Contribution Commitment to Capital 2B	1,812,500	-
Capital Contribution Commitment to IE VENTURE FUND FOLLOW ON I	550,000	-
Capital Contribution Commitment to IE Venture Investment Fund II	4,325,000	-
Capital Contribution Commitment to IE VENTURE FUND I	200,000	400,000

22. 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	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Tax		
Current tax on profit for the year	13,180	2,646
Total current tax expenses	**13,180**	**2,646**
Deferred Tax	-	655,588
Total	**13,180**	**658,234**

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit before exceptional item and tax	46,886	(92,962)
Tax at the Indian tax rate of 25.168% (March 31, 2022 : 25.168%)	**11,800**	**(23,397)**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Investement related expenses	1,380	26,043
Tax effect of amounts which are taxable under different sections i.e. different rates		
DTA created on fair valuation of Investment	-	655,588
Total	**13,180**	**658,234**

23. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

(Amount ₹'000)

Particulars	March 31, 2023			March 31, 2022		
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost	Fair value through profit or loss	Fair value through other comprehensive income	Amortised cost
Financial Assets						
Investments						
- Equity shares	-	5,534,038	-	-	6,004,412	-
Cash and cash Equivalents	-	-	1,405	-	-	214
Other financial assets	-	-	1,380,310	-	-	209,370
Total Financial Assets	**-**	**5,534,038**	**1,381,715**	**-**	**6,004,412**	**209,584**
Financial Liabilities						
Trade payables	-	-	1,260	-	-	109
Total Financial Liabilities	**-**	**-**	**1,260**	**-**	**-**	**109**

*Excluding investments in subsidiaries, joint ventures and associates measured at cost in accordance with Ind AS-27

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

Financial assets measured at fair value at March 31, 2023

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Equity shares	5,534,038	-	-	5,534,038

Financial assets measured at fair value at March 31, 2022

(₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Equity shares	6,004,412	-	-	6,004,412

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date.

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

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 unlisted compound instruments.

There are no transfers between any of these levels 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) 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.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(e) Valuation processes

The Company uses third party valuers to perform the valuations of the unquoted equity shares, preference shares and debentures required for financial reporting purposes for Level 3 purposes other than investment in compulsorily redeemable preference shares and debentures (Debt instruments) which are done by Finance department of the company.

The main Level 3 inputs for these unlisted securities are derived and evaluated as below.

• Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

- Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies to the extent available.

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 (c) and (e) above.

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 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 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.

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

(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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

March 31, 2023	Contractual cash flows				Amount (₹'000)
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Trade payables	1,260	1,260	-	-	-

March 31, 2022	Contractual cash flows				Amount (₹'000)
	Total	6 months or less	6-12 months	1-2 years	More than 2 years
Non-derivative financial liabilities					
Trade payables	109	109	-	-	-

(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

Particulars	March 31, 2023	March 31, 2022
Fixed-rate instruments		
Financial assets	1,326,749	200,114
Financial liabilities	-	-
Total	**1,326,749**	**200,114**

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. Company's previous year financial statements includes an unrealized notional gain upon fair valuation of financial investment (i.e. equity shares held in PB Fintech Limited) as stipulated under IND AS 109 amounting to ₹7,292,616 thousand (credited to Exceptional Items which forms part of Profit after Tax) and unrealised notional loss (net of fair valuation gain of investment in units of AIF ₹2,156,230 thousands (credited to Other Comprehensive Income). Based on internal legal counsel assessment, the company believes that such notional unrealized gain is not required to be considered to calculate Financial Income with respect to threshold notified by Reserve Bank of India vide Press Release 1998-99/ 1269 dated April 8, 1999 issued under section 45-I(a) of the Reserve Bank of India Act, 1934, commonly known as 50:50 rule, to determine the requirement of registration as Non-Banking Financing Company. As a matter of abundant precaution,during current period, the company has intimated to the Reserve Bank of India about the same clearly spelling out the rationale for such assessment and shall abide by RBI's further guidance on the matter, if and when received.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

26. FINANCIAL RATIOS

S. No.	Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
1	Current ratio	Current Assets	Current Liabilities	17.51	4.74	269.50%	Significant increase in ratio is on account of increase in the fixed deposit balances from ₹200,114 thousand to ₹1,326,749 thousand in FY 2022-23
2	Debt-Equity ratio	Total Debt	Shareholder's Equity	Not Applicable	Not Applicable	Not Applicable	-
3	Debt Service Coverage ratio	Earnings available for debt service	Debt service	Not Applicable	Not Applicable	Not Applicable	-
4	Return on equity ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	(0.06)	0.81	106.82%	Ratio has significantly decline due to change in profit before tax from ₹7,290,810 thousands(FY 21-22) to loss of ₹588,691 thousand on account of exceptional gain of ₹7,383,772 thousands in FY 21-22 as against loss of ₹735,577 thousand in FY 22-23).
5	Inventory Turnover ratio	Current Assets	Average Inventory	Not Applicable	Not Applicable	Not Applicable	-
6	Trade receivable Turnover ratio	Net Credit billing	Average Trade receivables	Not Applicable	Not Applicable	Not Applicable	-
7	Trade payable Turnover ratio	Net Credit Purchases	Average Trade payables	9.33	245.63	(96.20%)	Ratio has decline due to decrease in credit purchases from ₹38,441 thousand to ₹5,087 thousand
8	Net Capital Turnover ratio	Net Sales	Working capital	Not Applicable	Not Applicable	Not Applicable	-
9	Net Profit ratio	Net Profit (before Comprehensive Income)	Net revenue from operations	Not Applicable	Not Applicable	Not Applicable	-
10	Return on Capital Employed	Earning before Interest and tax (excluding Interest Income)	Capital employed	(4.42%)	51.22%	108.62%	Mainly driven by decrease in Profit before tax from ₹7,290,810 thousands (FY 21-22) to ₹48,156 thousand on account of exceptional gain recorded in FY 21-22 of ₹7,383,772 thousands as against loss of ₹735,577 thousand in FY 22-23 .
11	a) Return on Investment-Treasury	Investment income	Weighted average Investment	6.18%	2.80%	120.60%	Increase in ratio is mainly on account of higher interest rates on fixed deposit.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

S. No.	Ratio	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
	b) Return on Investment-Financial investment carried at Mark to Market	Investment income (including unrealized gain through P&L or OCI)	Weighted average Investment	(6.93%)	590.65%	(101.17%)	Mainly driven by gain/ on fair valuation booked of ₹7,292,616 thousands in exceptional item and unrealised loss of ₹24,84,838 thousands in OCI FY 21-22 as against Nil in FY 22-23

Return on Investment is calculated for treasury funds (Fixed deposit) and for financial investments which are valued at mark to market.

Notes:

1. Current ratio is calculated on Current asset over current liability.
2. Debt Equity ratio is not applicable to the company as there is no debt.
3. Debt service coverage ratio is is not applicable as Company does not have any debt obligations.
4. Return on equity is computed on Net profit after tax over Average shareholder's equity
5. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
6. Trade receivables turnover ratio is not applicable as Company does not have any debtors.
7. Trade payable turnover ratio is computed on expenses over average trade payable
8. Net capital turnvoer ratio is is not applicable as Company does not have any sales during the periods.
9. Net profit ratio is is not applicable as Company does not have any sales during the periods.
10. Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax-Equity instrument through OCI)
11. Return on Investment is computed on Investment income over the weighted average investment.

27. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023 :

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company's financial statements

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after April 1, 2023.

The Company is currently assessing the impact of the amendments.

As per our report of even date

For Kishan Seth & Associates
Registration Number: 038012N
Chartered Accountants

Kishan Seth
Proprietor
Membership No.- 535111

Place: Noida
Date: May 24, 2023

For and on behalf of Board of Directors
Startup Investments (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
Membership No.- A57372

Place: Noida
Date: May 24, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing SaaS based sourcing and screening recruitment solutions and providing end-to end recruitment solutions with configurable plug and play modules.

The Company made a total comprehensive income of ₹24.13 Million in FY23 as compared to a total comprehensive loss of ₹85.04 Million in FY22.

SHARE CAPITAL

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

The authorized share capital and paid up share capital of the Company as on March 31, 2023 is ₹2 Million and ₹1.53 Million respectively.

During the year under review, the Company issued and allotted 200,000 -0.0001% Compulsorily Convertible Debentures of ₹100/- each to Info Edge (India) Ltd., holding company of the Company for an aggregate consideration of ₹20 Million.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies Act, 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

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 Act, 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 6th Annual General Meeting (AGM) of the Company for carrying out the audit of the financial statements of the Company from the conclusion of 6th AGM until the conclusion of 11th AGM of the Company for the financial years 2021-22 to 2025-26.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under section 141(3)(g) of the Act.

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 Act by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, Mr. Amit Sharma, who was appointed as an Additional Director w.e.f. January 24, 2022, was regularized as a Director pursuant to your approval in the 7th Annual General Meeting of the Company held on August 24, 2022.

Mr. Rajesh Kumar Aggarwal, Ms. Jaya Bhatia and Mr. Amit Sharma are the Directors of the Company as on the date of this report.

As per the Act, not less than 2/3rd (two-third) of the total number of Directors shall be liable to retire by rotation. Accordingly, pursuant to the Act, Ms. Jaya Bhatia (DIN: 09195219) is liable to retire by rotation and, being eligible, offers herself for re-appointment.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 5 (Five) times during the year on May 24, 2022, August 09, 2022, November 07, 2022, November 23, 2022, and February 07, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Rajesh Kumar Aggarwal	Director	5	5
Ms. Jaya Bhatia	Director	5	5
Mr. Amit Sharma	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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loans, guarantees 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. 21 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the holding company at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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

The Company takes its best efforts to conserve the energy consumed. The Company has no foreign collaboration and has not exported or imported any goods or services.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

For the FY23, the provisions of CSR pursuant to Section 135 of the Act were not applicable on the Company.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ('IBC Code') during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Sections 134(3)(c) and 134(5) of the Act 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, 2023 and of the profit of the Company for that year;

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; and

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

	Rajesh Kumar Aggarwal	**Jaya Bhatia**
Place: Noida	(Director)	(Director)
Date: May 22, 2023	02397913	09195219

Annexure A
Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, If any	
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, KMPs or the Management, their relatives are present under Note No. 21 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

	Rajesh Kumar Aggarwal	**Jaya Bhatia**
Place: Noida	(Director)	(Director)
Date: May 22, 2023	02397913	09195219

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ZWAYAM DIGITAL PRIVATE LIMITED

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of ZWAYAM DIGITAL PRIVATE LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2023, 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 notes to the standalone financial statements, including 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 (as amended) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its Profit including total comprehensive income, its cash flows and changes in equity 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 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 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 including other 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 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 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, 2020 ("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.
   e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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) In our opinion and to the best of our information and according to the explanations given to us, the managerial remuneration paid by the Company to its directors during the year is 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. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements, if any.
      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.

iv. As per the management representation we report,

a) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) No funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

c) Based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN No- 23086441BGVHPE2488.

Date: May 22, 2023
Place: Noida

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ZWAYAM DIGITAL PRIVATE LIMITED of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) According to the information and explanations given to us and based on the examination, the company does not have any intangible assets.

(b) These Property, Plant and Equipment have been physically verified by the management at reasonable interval and 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 (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), held by the Company .

(d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.

ii. (a) The Company does not have any inventory. Hence, reporting under clause 3(ii)(a) of the Order is not applicable.

(b) The Company has not been sanctioned working capital limits in excess of ₹5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets. Hence, reporting under clause 3(ii)(b) of the Order is not applicable.

iii. In our opinion and according to information and explanations given to us, during the year the Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. Hence, reporting under clause 3(iii) of the order are not applicable to the company.

iv. In our opinion and according to the information and explanations given to us and based on examination of the records of the company, the company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

v. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

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

vii. In respect of statutory dues:

(a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Service Tax, Value added Tax, Goods and service tax, Cess and any other statutory dues. 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, 2023 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 2023 in accordance with the relevant provisions of the Companies Act, 2013 and rules made there under.

viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

ix. (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any lender.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds raised on short- term basis by the Company. Hence, reporting under clause 3(ix)(d) of the order is not applicable.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

(f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associates companies, and hence reporting on clause 3(ix)(f) of the Order is not applicable.

x. (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

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

xi. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) No whistle blower policy has been implemented by the company.

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

xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable 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. In our opinion, Internal audit system is not applicable on the company. Hence, reporting under clause 3(xiv) of the Order is not applicable.

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

xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii. The Company has not incurred cash loss in the Current financial year however cash losses of ₹ (78,533) thousands was incurred in the immediately preceding financial year .

xviii. There has been no resignation of the statutory auditors of the Company during the year.

xix. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In our opinion, Corporate Social Responsibility (CSR) is not applicable to the company. Accordingly, reporting under clause 3(xx) of the Order is not applicable for the year.

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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN No- 23086441BGVHPE2488.

Date: May 22, 2023
Place: Noida

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of ZWAYAM DIGITAL 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 **ZWAYAM DIGITAL PRIVATE LIMITED** ("the Company") as of March 31, 2023 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, 2023, 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

Sanjeev Mitla
(Partner)
Membership No.086441
UDIN No- 23086441BGVHPE2488.

Date: May 22, 2023
Place: Noida

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Note No.	As at March 31, 2023 Amount (₹'000)	As at March 31, 2022 Amount (₹'000)
ASSETS			
Non-current assets			
Property, plant and equipment	3(a)	918	504
Right of use asset	3(b)	22,123	-
Finanical assets			
(i) Other financial assets	4(d)	6,319	-
Deferred tax assset (net)	5	71	-
Non-current tax assets (net)	4(a)	48,547	12,020
Total non-current assets		**77,978**	**12,524**
Current assets			
Financial assets			
(i) Trade receivables	4 (b)	1,014	5,061
(ii) Cash and cash equivalents	4(c)	54,748	36,746
(iii) Other financial assets	4(d)	19,502	31,097
Other current assets	6	4,635	3,143
Total current assets		**79,899**	**76,047**
Total assets		**157,877**	**88,571**
EQUITY & LIABILITIES			
Equity			
Equity share capital	7	1,532	1,532
Other equity	8	75,553	13,885
Total equity		**77,085**	**15,417**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Borrowings	9(a)	-	-
(ii) Lease liability	9(c)	5,973	-
Total non-current liabilities		**5,973**	**-**
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		6,446	8,281
(ii) Lease liability	9(c)	16,384	-
Provisions	10	36,440	21,393
Other current liabilities	11	15,549	43,480
Total current liabilities		**74,819**	**73,154**
Total liabilities		**80,792**	**73,154**
Total equity and liabilities		**157,877**	**88,571**

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
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors of
Zwayam Digital Private Limited
CIN: U74910KA2015PTC080548

Sanjeev Mitla
Partner
Membership No.- 086441

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note No	Year Ended March 31, 2023 Amount (₹'000)	Year Ended March 31, 2022 Amount (₹'000)
Income			
Revenue from operations	12	385,336	116,299
Other income	13	3,249	277
Total Income		**388,585**	**116,576**
Expenses			
Employee benefits expense	14	275,112	152,263
Finance costs	15	1,502	3,145
Depreciation and amortisation expense	16	11,289	244
Advertising and promotion cost	17	-	207
Network, internet and other direct charges	18	61,490	12,308
Administration and other expenses	19	12,378	31,798
Total Expenses		**361,771**	**199,965**
Profit/(loss) before exceptional items and tax		**26,814**	**(83,389)**
Exceptional items		-	-
Profit/(loss) before tax		**26,814**	**(83,389)**
Tax expense			
(1) Current tax		1,308	-
(2) Deferred tax (Charge/credit)		(71)	-
Total tax expense		**1,237**	**-**
Profit/ (loss) for the year		**25,577**	**(83,389)**
Other comprehensive income (OCI)			
(A) Items that will not be reclassified to profit or loss			
Remeasurement gain of post employment benefit obligation		(1,448)	(1,646)
Income tax relating to this		-	-
Other comprehensive income/(loss) for the year, net of income tax		**(1,448)**	**(1,646)**
Total comprehensive income/(loss) for the year		**24,129**	**(85,035)**
Earnings per share:	20		
Basic earnings per share (face value ₹10)		167.00	(544.47)
Diluted earnings per share (face value ₹10)		1.72	(544.47)

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
Registration Number: 000643N/N500012
Chartered Accountants

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors of
Zwayam Digital Private Limited
CIN: U74910KA2015PTC080548

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 Amount (₹'000)	Year Ended March 31, 2022 Amount (₹'000)
A.	**Cash flow from operating activities:**		
	Profit/(loss) before exceptional items and tax	26,814	(83,389)
	Adjustments for:		
	Depreciation and amortisation expense	11,289	244
	Interest on borrowings	-	3,145
	Interest income from financial assets measured at amortised cost		
	-on fixed deposit	(573)	(181)
	Interest on income tax refund	-	(93)
	Interest on lease liability	1,502	-
	Unwinding of discount on security deposit	(347)	-
	Share based payment to employees	17,539	7,250
	Bad debt/provision for doubtful debts (net)	-	4,612
	Liability written back	2,329	-
	Operating profit/(loss) before working capital changes	**58,553**	**(68,412)**
	Adjustments for changes in working capital :		
	- Decrease in trade receivables	1,718	9,311
	- Decrease in Other current financial assets	-	2,525
	- (Increase) in Other non-current finacial assets	(7,074)	-
	- (Increase) in other current assets	(1,492)	(1,940)
	- (Decrease)/Increase in trade payables	(1,835)	1,068
	- (Decrease) in non-current provisions	-	(3,468)
	- Increase/ (Decrease) in current provisions	13,599	19,032
	- (Decrease) in other current liabilities	(27,931)	(10,764)
	Cash generated/used in operating activities	**35,538**	**(52,648)**
	- Income taxes paid (Net)	(37,835)	(8,508)
	Net cash flows used in operating activities	**(2,297)**	**(61,156)**
`			
B.	**Cash flow from investing activities:**		
	Puchase of property, plant and equipment	(642)	(17)
	Maturity/ (investment) in fixed deposits	11,649	(30,939)
	Interest received on income tax refund	-	93
	Interest received from fixed deposit	519	23
	Net cash from/(used) in investing activities	**11,526**	**(30,840)**
C.	**Cash flow from financing activities:**		
	Proceeds from borrowings	20,000	140,000
	Repayment of borrowings	-	(13,479)
	Loan from holding company	-	107,319
	Repayment of loan to holding company	-	(107,319)
	Interest on loan from holding company	-	(3,145)
	Payment of principapl portion of lease liabilities	(9,725)	-
	Interest paid on lease liability	(1,502)	-
	Net cash flows from financing activities	**8,773**	**123,376**

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 Amount (₹'000)	Year Ended March 31, 2022 Amount (₹'000)
	Net increase in cash & cash equivalents	**18,002**	**31,380**
	Opening balance of cash and cash equivalents	**36,746**	**5,366**
	Closing balance of cash and cash equivalents	**54,748**	**36,746**
	Cash and cash equivalents comprise		
	Cash on hand	-	-
	Balance with banks		
	in current accounts	54,748	36,746
	in fixed deposits accounts with original maturity of less than 3 months	-	-
	Total cash and cash equivalents (refer note 4 (c))	**54,748**	**36,746**

Notes :

1 Reconciliation of liabilities arising from financing activities

Particulars	Year Ended March 31,2022 Amount (₹'000)	Cash Flows (net)	Non cash changes	Year Ended March' 31' 2023 Amount (₹'000)
Borrowings (including current maturities and interest on borrowings)	140,000	20,000	-	160,000
Lease liability	-	(11,227)	33,584	22,357

2 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.

3 Figures in brackets indicate cash outflow.

4 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
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors of
Zwayam Digital Private Limited
CIN: U74910KA2015PTC080548

Sanjeev Mitla
Partner
Membership No.- 086441

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

STATEMENTS OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

Particulars	Note	Amount (₹'000)
As at April 01, 2021		**1,532**
Changes in equity share capital during the year	7	-
As at March 31, 2022		**1,532**
Changes in equity share capital during the year	7	-
As at March 31, 2023		**1,532**

B. OTHER EQUITY

Amount (₹' 000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus			Total
		Employee stock options outstanding	Security Premium Reserve	Retained Earnings	
Balance as at April 01, 2021	**-**	**-**	**150,462**	**(198,792)**	**(48,330)**
Loss for the year	-	-	-	(83,389)	(83,389)
Other Comprehensive Income for the year, net of Income tax	-	-	-	(1,646)	(1,646)
Total Comprehensive Income for the year	**-**	**-**	**-**	**(85,035)**	**(85,035)**
Options granted during the year	-	4,550	-	-	4,550
Equity Component of Debt Instrument transfer during the year	140,000	-	-	-	140,000
Adjustment on account of ESOP cancellation	-	2,700	-	-	2,700
Balance as at March 31, 2022	**140,000**	**7,250**	**150,462**	**(283,827)**	**13,885**

Amount (₹' 000)

Particulars	Equity component of compound financial instruments	Reserves & Surplus			Total
		Employee stock options outstanding	Security Premium Reserve	Retained Earnings	
Balance as at April 01, 2022	**140,000**	**7,250**	**150,462**	**(283,827)**	**13,885**
Profit for the year	-	-	-	25,577	25,577
Other Comprehensive Income for the year	-	-	-	(1,448)	(1,448)
Total Comprehensive Income for the year	**-**	**-**	**-**	**24,129**	**24,129**
Options granted during the year	-	17,539	-	-	17,539
Equity Component of Debt Instrument transfer during the year	20,000	-	-	-	20,000
Balance as at March 31, 2023	**160,000**	**24,789**	**150,462**	**(259,698)**	**75,553**

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
Registration Number: 000643N/N500012
Chartered Accountants

For and on behalf of Board of Directors of
Zwayam Digital Private Limited
CIN: U74910KA2015PTC080548

Sanjeev Mitla
Partner
Membership No.- 086441

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

Place: Noida
Date: May 22, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. CORPORATE INFORMATION

Zwayam Digital Private Limited (the Company) CIN : U74910KA2015PTC080548 is a private 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.

The financial statements are approved for issue by the Company's Board of Directors on May 22, 2023.

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 from time to time] and other relevant provisions of the Act.

For all the periods upto and including the year ended March 31, 2021, 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, 2022 are the first financial statement prepared in accordance with Ind AS. Refer Note 33 for an explanation of how the transition from previous accounting standards (GAAP) to Ind AS has affected the Company's financial position, financial performance and cash flows

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 upto two decimal points to the nearest Million (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 (including derivative instruments) which are measured at fair value / amortised cost less diminution, if any;
- Defined benefit plans-plan assets measured at fair value; and
- Share based payments.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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, 2020 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 experts which are stated as under, 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
Furniture and Fixtures	8
Office Equipment	5

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

2.3 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.

2.4 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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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 recognised in profit or loss in the year in which they arise.

Translation of foreign operations

The financial statements of foreign operations are translated using the principles and procedures mentioned above, since these businesses are carried on as if it is an extension of the Company's operations.

2.5 REVENUE RECOGNITION

The Company follows Ind AS 115 "Revenue from Contracts with Customers" using the modified retrospective approach. Revenue is recognised 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 from the following sources viz.

a) Recruitment solutions through its career web sites:-

Revenue is received primarily in the form of fees, which is recognized prorata over the subscription / advertising / service agreement, usually ranging between one to twelve months.

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.

2.6 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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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 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 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 period. 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 ₹ 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 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.

(vi) Share based payments

Share-based compensation benefits are provided to employees via the Info Edge Limited Employee Option Plan and share-appreciation rights. These are equity settled schemes.

Employee options

The fair value of options granted under the Info Edge Employees' Stock Option Scheme is recognised as an employee benefits expense with a corresponding increase in equity. The

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

total amount to be expensed is determined by reference to the grant date fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Share appreciation rights

Share appreciation rights granted are considered to be towards equity settled share based transactions and as per IND AS 102, cost of such options are measured at fair value as at the grant date. Company's share appreciation rights are recognised as employee benefit expense over the relevant service period.

2.7 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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries, controlled trust, 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, controlled trust, 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 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.

2.8 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 embodying economic benefits 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.

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognized as a finance cost.

2.9 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

2.10 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 year, adjusted for bonus elements in equity shares issued during the year

(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.

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.

2.11 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 to be 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 financial assets measured at fair value, gains and losses are recorded either through profit or loss. 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 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 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

(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.

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.

(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

2.12 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.

2.13 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 third party or 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 such write down

2.14 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.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable

b) Estimation of employee benefits

c) Share based payments

d) Impairment of trade receivable

e) Impairment of Investments in subsidiary/JVs and associates

f) Estimation of significant influence in investments

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3(A). PROPERTY, PLANT & EQUIPMENT

Amount (₹'000)

Particulars	Leasehold improvements	Computers	Furniture and fixtures	Office equipment	Total
Gross carrying amount at cost					
As at April 1, 2021	30	120	697	87	934
Additions	-	-	-	17	17
Disposals	-	-	-	-	-
As at March 31, 2022	**30**	**120**	**697**	**104**	**951**
Accumulated depreciation					
As at April 1, 2021	13	61	90	39	203
Depreciation charged during the year#	16	58	217	(47)	244
Disposals	-	-	-	-	-
As at March 31, 2022	**29**	**119**	**307**	**(8)**	**447**
Net carrying amount	**1**	**1**	**390**	**112**	**504**
Gross carrying amount at cost					
As at April 1, 2022	30	120	697	104	951
Additions	-	124	-	518	642
Disposals	-	-	-	-	-
As at March 31,2023	**30**	**244**	**697**	**622**	**1,593**
Accumulated depreciation					
As at April 1, 2022	29	119	307	(8)	447
Depreciation charged during the year	-	6	135	87	228
Disposals	-	-	-	-	-
As at March 31,2023	**29**	**125**	**442**	**79**	**675**
Net carrying amount	**1**	**119**	**255**	**543**	**918**

Reversal of depreciation is on account of excess charged in previous period.

3(B). RIGHT OF USE ASSET

Amount (₹'000)

Particulars	Building
Gross carrying amount at cost	
As at April 1, 2022	-
Additions	33,184
Disposals	-
As at March 31,2023	**33,184**
Accumulated depreciation	
As at April 1, 2022	-
Depreciation charged during the year	11,061
Disposals	-
As at March 31,2023	**11,061**
Net carrying amount	**22,123**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

4(A). NON-CURRENT TAX ASSETS (NET)

Particulars	Non-current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Advance tax (including TDS receivable)	49,855	12,020
Less: Provision for tax	(1,308)	-
Total	**48,547**	**12,020**

4(B) TRADE RECEIVABLES

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured Considered good	1,014	5,061
Trade Receivables which have significant increase in credit risk	37	5,117
Allowance for bad and doubtful debts		
Trade Receivables which have significant increase in credit risk	(37)	(5,117)
Total	**1,014**	**5,061**

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.

Trade Receivables -Ageing Schedule

Year ended March 31, 2023

Amount (₹' 000)

Particulars	Undue amount	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Grand Total
(i) Undisputed trade receivable -Considered Good	466	2,305	-	-	-	-	2,771
(ii) Undisputed trade receivable - which have significant increase in credit risk	-	37	-	-	-	-	37
(iii) Undisputed trade receivable - credit impared	-	-	-	-	-	-	-
(iv) Disputed trade receivable considered as Good	-	-	-	-	-	-	-
(v) Disputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivable - credit impared	-	-	-	-	-	-	-
Deferred sales revenue adjustment							(1,757)
Grand Total	**466**	**2,342**	**-**	**-**	**-**	**-**	**1,051**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Year ended March 31, 2022

Amount (₹' 000)

Particulars	Undue amount	Less than 6 months	6 months -1 year	1-2 years	2-3 Years	More than 3 years	Grand Total
(i) Undisputed trade receivable -Considered Good	3,041	2,020	-	-	-	-	5,061
(ii) Undisputed trade receivable - which have significant increase in credit risk	-	109	3,320	980	708	-	5,117
(iii) Undisputed trade receivable - credit impared	-	-	-	-	-	-	-
(iv) Disputed trade receivable considered as Good	-	-	-	-	-	-	-
(v) Undisputed trade receivable - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Undisputed trade receivable - credit impared	-	-	-	-	-	-	-
Grand Total	**3,041**	**2,129**	**3,320**	**980**	**708**	**-**	**10,178**

4(C) CASH & CASH EQUIVALENTS

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash on hand	-	-
Balances with banks:		
-In current accounts	54,748	36,746
Total	**54,748**	**36,746**

4(D) OTHER FINANCIAL ASSETS

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good)				
Security deposits	6,319	-	-	-
Interest accrued on fixed deposits	-	-	212	158
Balance in fixed deposit accounts with original maturity more than 12 months*	-	-	19,290	30,939
* Includes ₹1,500 thousand (March 31, 2022 -₹1,500 thousand) as margin money with bank				
Total	**6,319**	**-**	**19,502**	**31,097**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5. DEFERRED TAX ASSET/(LIABILITY)

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset/(liability)		
- Opening balance	-	-
- Adjustment for the year:		
- credited/(charged) through profit or loss	71	-
- credited/(charged) through Other comprehensive income	-	-
Total	**71**	**-**

Significant components of deferred tax assets/(liabilities) are shown in the following table:

Particulars	As at March 31, 2023 (₹'000)	(Charged)/ credited to profit or loss (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset			
-Routed through profit or loss			
-Provision for leave obligations	(69)	(69)	-
-Provision for bonus	(943)	(943)	-
-Provision for doubtful debts	683	683	-
-Others	400	400	-
Total deferred tax assets	**71**	**71**	**-**
Net deferred tax asset/(liability)	**71**	**71**	**-**

6. OTHER NON-CURRENT/CURRENT ASSETS

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
(Unsecured, considered good unless otherwise stated)				
Amount recoverable in cash or in kind or for value to be received	-		4,635	3,143
Total	**-**	**-**	**4,635**	**3,143**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

7. SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
AUTHORISED CAPITAL		
200,000 Equity Shares of ₹10/- each		
(March 2022 - 200,000 Equity Shares of ₹10/- each)	2,000	2,000
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
153,156 Equity Shares of ₹10/- each, fully paid up	1,532	1,532
(March 2022- 153,156 Equity Shares of ₹10/- each fully paid)		
Total	**1,532**	**1,532**

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

Particulars	As at March 31, 2023 No of Shares	As at March 31, 2023 (₹'000)	As at March 31, 2022 No of Shares	As at March 31, 2022 (₹'000)
Equity Shares				
At the beginning of the year	153,156	1,532	153,156	1,532
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	**153,156**	**1,532**	**153,156**	**1,532**

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, 2023		As at March 31, 2022	
	No. of Shares	% Holding	No. of Shares	% Holding
Equity Shares of ₹10 each fully paid				
-Info Edge (India) Limited (excluding 6 shares held by Nominee of shareholders)	153,150	99.99%	153,150	99.99%
Total	**153,150**	**99.99%**	**153,150**	**99.99%**

d. Shares held by promoter & promoter group at the end of the year

Name of Promoter	As at March 31, 2023		As at March 31, 2022		% change duing the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	153,150	99.99	153,150	99.99	-
Total	**153,150**	**99.99**	**153,150**	**99.99**	

Name of Promoter	As at March 31, 2022		As at March 31, 2021		% change duing the year
	No. of Shares	% Holding	No. of Shares	% Holding	
Equity shares of ₹10 each fully paid					
-Info Edge (India) Limited	153,150	99.99	-	-	99.99%
-Nicel karappamveetil Mohamed Ibrahim	-	-	28,162	18.39	(18.39%)
-Joseph Puthenparambil John	-	-	35,250	23.02	(23.02%)
Total	**153,150**	**99.99**	**63,412**	**41.41**	

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

8. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)		As at March 31, 2022 (₹'000)	
Securities premium account				
Opening Balance	150,462		150,462	-
Add : Addition during the year	-	150,462	-	150,462
Retained earnings				
Opening Balance	(283,827)	-	(198,792)	-
Add: Net profit after tax transferred from Statement of Profit and Loss	25,577	-	(83,389)	-
Add: Other Comprehensive Income for the year, net of Income tax	(1,448)	(259,698)	(1,646)	(283,827)
Stock options outstanding account				
Opening Balance	7,250	-	-	-
Add: Transfer during the year	20,880	-	7,250	-
Less: Stocks options cash settled	(3,341)	24,789	-	7,250
Equity Component of financial liability - Debentures	160,000	160,000	140,000	140,000
Total		**75,553**		**13,885**

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.

b) Stock options outstanding account

The stock options based payment reserve is used to recognise the grant date fair value of options issued to employees under Employee stock option plan.

c) Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

9. FINANCIAL LIABILITIES

(a) Borrowings

Particulars	Non-Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Info Edge India Ltd	140,000	140,000
Add: Addition during the year	20,000	
(0.0001% compulsory convertible debentures into compulsorily convertible preference shares 200,000 nos (March 31, 2022 -1,400,000 nos) of face value of ₹100/- each, maturity not exceeding 10 years from the date of issue	(160,000)	(140,000)
Less : Equity component of debt instruments	-	-
Liability component of debentures		
Total	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(b) Trade payables

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade payables				
-total outstanding dues of micro enterprises and small enterprises	-	-	-	-
-total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	6,446	8,281
Total	**-**	**-**	**6,446**	**8,281**

Trade payable Ageing Schedule

Year ended March 31 2023

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	6,389	57	-	-	6,446
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

Year ended March 31 2022

Amount (₹'000)

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) MSME	-	-	-	-	-
ii) Others	8,281	-	-	-	8,281
iii) Disputed dues-MSME	-	-	-	-	-
iv) Disputed dues-Others	-	-	-	-	-

(c) Lease liability

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Lease liability	5,973	-	16,384	-
Total	**5,973**	**-**	**16,384**	**-**

The following is the movement in lease liabilities for the beginning and at the end of the year

Particulars	As at March 31, 2023 (₹'000)
Balance at the beginning	-
Additions	32,082
Deletions	-
Interest on Lease liabilities accrued during the year	1,502
Payment of lease liabilities (including interest)	11,227
Balance at the end	**22,357**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at March 31, 2023 (₹'000)
Less than one year	17,539
One to five years	6,038
More than five years	-

10. PROVISIONS

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provision for employee benefits				
- Gratuity (refer note 23)	-	-	5,056	7,952
- Leave obligations (refer note 23)	-	-	2,730	1,505
-Accrued bonus & incentives	-	-	28,654	11,936
Total	**-**	**-**	**36,440**	**21,393**

11. OTHER CURRENT LIABILITIES

Particulars	Non-Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Income received in advance (deferred sales revenue) (refer note 32)	-	-	2,542	28,213
Advance from customers (refer note 32)	-	-	166	195
Employee benefits payable	-	-	164	156
Others				
TDS payable	-	-	5,442	4,759
- GST				
GST payable	-	-	8,282	7,281
Less: Balance with GST authorities	-	-	(1,934)	(613)
-EPF payable	-	-	656	3,265
Other statutory dues	-	-	231	224
Total	**-**	**-**	**15,549**	**43,480**

12. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Sale of services	385,336	116,299
Total	**385,336**	**116,299**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

13. OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income from financial assets measured at amortised cost		
- on fixed deposits with banks	573	181
- on other financial assets	-	-
Interest income on inter corporate deposit	-	-
Dividend income from current investment	-	-
Profit on sale of Non Current Investment (net)	-	-
Profit on sale of long term investment (net)	-	-
Profit on sale of current investment (net)	-	-
Profit on sale of fixed assets (net)	-	-
Profit on sale of shares	-	-
Miscellaneous income	-	-
Interest on reinstatement of Investment-Pref(Debt Portion)	-	-
Interest on reinstatement of Security Deposit	-	-
Interest from ESOP Trust	-	-
Excess Provision Written Back	-	-
Net gain/(loss) on financial assets mandatorily measured at FVTPL	-	-
Interest received on Income tax refund	-	93
Unwinding of discount on security deposits	347	-
Liability written back	2,329	-
Miscellaneous income	-	3
Total	**3,249**	**277**

14. EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Salaries, wages and bonus	235,261	107,060
Contribution to provident and other funds	6,817	6,685
Sales incentives	-	-
Staff welfare and benefits	5,534	1,443
Share based payments to employees (refer note 22)	20,880	34,471
Other employee related expenses	6,620	2,604
Total	**275,112**	**152,263**

15. FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Bank charges	-	-
Interest expense on financial liabilities at amortized cost	-	-
Interest expense on financial liabilities - preference shares	-	-
Interest expense on financial liabilities - debentures	-	-
Interest on Lease liability	1,502	-
Interest expense -others	-	3,145
Total	**1,502**	**3,145**

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FOR THE YEAR ENDED MARCH 31, 2023

16. DEPRECIATION AND AMORTISATION

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Depreciation of Property, plant and equipment (refer note 3(a))	228	244
Depreciation on right to use asset (refer note 3(b))	11,061	-
Total	**11,289**	**244**

17. ADVERTISING AND PROMOTION COST

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Advertisement expenses		
Promotion & marketing expenses	-	207
Total	**-**	**207**

18. NETWORK, INTERNET AND OTHER DIRECT CHARGES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Internet and server charges	58,963	12,308
Others	2,527	-
Total	**61,490**	**12,308**

19. ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Collection & bank related charges		
Rent	1,655	260
Repair and maintaince (machinery)	583	4,579
Legal and professional charges*	1,085	15,916
Bad debts/provision for doubtful debts (net)	-	4,612
Travelling and conveyance	2,613	1,790
Expenditure towards Corporate Social Responsibility activities (Refer Note 32)		
Insurance		
Collection & bank related charges	8	17
Communication expenses	66	26
Loss on sale of fixed assets (net)		
Rates & taxes	3,600	2,665
Miscellaneous expenses	2,768	1,933
Total	**12,378**	**31,798**

*Note : The following is the break-up of Auditors remuneration (exclusive of Goods and service tax)

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FOR THE YEAR ENDED MARCH 31, 2023

As auditor:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
As auditors		
Goods & services tax	-	-
-Audit Fees	135	135
-Tax Audit Fees	35	-
Total	**170**	**135**

20. EARNINGS PER SHARE (EPS):

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit/(loss) attributable to equity shareholders	25,577	(83,389)
Basic		
Weighted average number of equity shares outstanding during the year (nos.)	153,156	153,156
Basic EPS of ₹10 each (₹)	**167.00**	**(544.47)**
Diluted		
Weighted average number of Equity Shares outstanding during the year (Nos.)	153,156	153,156
Add: Weighted average number of potential equity shares	14,706,849	-
Weighted average number of shares outstanding for diluted EPS	**14,860,005**	**153,156**
Diluted EPS of ₹10 each (₹)	**1.72**	**(544.47)**

Note: As at March 2023, Nil nos. options (March 2022- 5,049,180 nos) in respect of shares were excluded from weighted average number of ordinary shares for the computation of diluted earnings per share as these were anti dilutive.

21(1). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2023

a) List of related parties

Holding company
Info Edge (India) Limited

Key management personnel (KMP) & relatives
Mr. Rajesh Kumar Aggarwal
Ms. Jaya Bhatia
Mr. Amit Sharma

b) Details of transactions with related party for year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
1	Rent Expense	24	-	24
2	Service Rendered	328,648	-	328,648
3	Issue of Debentures to Info Edge (India) Limtied	20,000	-	20,000

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

21(2). RELATED PARTY DISCLOSURES FOR THE YEAR ENDED MARCH 31, 2022

a) **List of related parties**

Holding company
Info Edge (India) Limited

Key management personnel (KMP) & relatives
Mr. Rajesh Kumar Aggarwal (w.e.f June 11, 2021)
Ms. Jaya Bhatia (w.e.f June 11, 2021)
Mr. Murlee Manohar Jain (appointed w.e.f June 11, 2021 and resigned w.e.f March 31, 2022)
Mr. Amit Sharma (w.e.f January 24, 2022)
Mr. Nicel Karapamveetil Mohamed (resigned w.e.f June 11, 2021)
Mr. Joseph P John (resigned w.e.f June 11, 2021)
Mr. Rajeev Kumar Mendiratta (resigned w.e.f June 11, 2021)

b) **Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:**

Amount (₹'000)

S. no.	Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
1	Rent Expense	19	-	19
2	Service Rendered	60,454	-	60,454
3	Issue of Debentures to Info Edge (India) Limtied	140,000	-	140,000
4	Loan taken from Info Edge India Limtied	107,319	-	107,319
5	Interest on loan taken from Info Edge (India) Limited	3,145	-	3,145
6	Repayment of loan taken from Info Edge India Limtied	110,150	-	110,150
7	Repayment of loan to Nicel Karapamveetil Mohamed	-	1,935	1,935
8	Repayment of loan to Joseph P John	-	11,535	11,535
9	Remuneration paid to Joseph P John	-	1,689	1,689
10	Remuneration paid to Nicel Karapamveetil Mohamed	-	596	596

22. SHARE BASED PAYMENTS

The ESOP scheme as is applicable to the employees of Holding Company was made effective to the employees of Company from FY'22. The employee stock option plan is designed to provide incentives to employees generally at and above the designation of managers to deliver long-term returns. Under the plan, participants are granted options have a vesting period of maximum 4 years from the date of grant . Participation in the plan is at the board appointed committee of Holding Company discretion and no individual has a contractual right to participate in the plan or to receive any guaranteed benefits.

Stock Appreciation Rights (SARs) pertaining to shares of holding company have been granted to employees. The Cost of such options is cash settled by the company in favour of parent company at the time of exercise of options by the employee. The scheme provides for equity/cash settled (In case of options surrendered) grants to employees of Holding company and Subsidiary Companies whereby the employees can purchase equity shares by exercising SARs/ESOPs/RSUs as vested at the exercise price specified in the grant, there is no option of cash settlement. The SARs till March 31, 2023 have a vesting period of maximum 4 years from the date of grant.

Set out below is a summary of SAR/options granted under the plan:

Particulars	March 31, 2023		March 31, 2022	
	Weighted Average exercise price per share option (₹)	Number of options	Weighted Average exercise price per share option (₹)	Number of options
Opening balance	**5,695**	**13,500**	**-**	**-**
Granted during the year	4,195	9,200	5,693	14,000
Exercised during the year *	-	-	-	-
Forfeited during the year	5,595	2,200	5,652	500
Expired during the year	-	-	-	-
Closing balance	**5,032**	**20,500**	**5,695**	**13,500**
Vested and exercisable	-	3,330	-	-

*The weighted average share price at the date of exercise of options exercised during the year ended March 31, 2022 was Nil (March 31, 2021 - Nil).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Share options outstanding at the end of the year have the following exercise price range :

Exercise price (₹) (Range)	March 31, 2023	March 31, 2022
0-300	-	-
300-600	-	-
600-900	-	-
900-above	20,500	13,500
Total	**20,500**	**13,500**
Weighted average remaining contractual life of options outstanding at end of year	5.08	5.80

Fair value of SAR/options granted

The fair value at grant date is determined using the Black Scholes Model which takes into account the exercise price, term of option, the share price at grant date, and expected price volatility of the underlying share, the expected dividend yield and the risk free interest rate for the term of option.

Model inputs for Options/SAR granted during the year are as follows:-

Options are granted for no consideration and vest upon completion of service for a period of three years. Vested options are exercisable for a period of four years after vesting.

Particulars	March 31, 2023	March 31, 2022
Fair Value of options (₹ per share)	1,902.27	2,264.71
Share price at measurement date (₹ per share)	4,194.76	5,693.20
Expected volatility (%)	43.26%	41.80%
Dividend yield (%)	0.31%	0.15%
Risk-free interest rate (%)	7.09%	5.47%
Expected Life (Years)	4.10	4.10

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information.

Expense arising from share-based payment transactions (refer Note 14)

Total expenses arising from share-based payment transactions recongnised in profit or loss as part of employee benefit expense were as follows:

Amount (₹'000)

Particulars	March 31, 2023	March 31, 2022
Total employee share-based payment expense (Stock appreciation rights)	-	-
Total employee share-based payment expense (Employee Stock Options)	20,880	4,550
Total employee share-based payment expense	**20,880**	**4,550**

23. 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. The minimum amount of contribution to be made by the employer is set at a rate of 12% of wages, subject to ceiling of ₹1800 per month as defined under the Employees Provident Fund Scheme,1952. The contributions are made to registered provident fund administered by the Government. The obligation of the Company 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Employers' Contribution to Provident Fund	3,204	4,558

Included in 'Contribution to provident and other funds' under Employee Benefits Expense (Refer Note 14)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

B. Other Long term benefits

Leave obligations

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

The amount of the provision for ₹2,730 thousands (Previous year -₹1,505 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.

Amount (₹'000)

Particulars	March 31, 2023	March 31, 2022
Current leave obligations expected to be settled with in the next twelve months	989	597

Assumption used by the Actuary

	Leave Encashment / Compensated Absences	
Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Discount Rate (per annum)	7.30%	6.25%
Rate of increase in Compensation levels	10% for First 5 years, & 8% thereafter	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 unfunded plan till 31st March 2023 and from 1st April 2023 the gratuity is funded plan and the Company makes contribution to recognised funds in India.

Assumption used by the Actuary

	Gratuity	
Particulars	**Year ended March 31, 2023**	**Year ended March 31, 2022**
Discount Rate (per annum)	7.30%	6.25%
Rate of increase in Compensation levels	10% for First 5 years, & 8% thereafter	10% for First 5 years, & 8% thereafter

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

Changes in the Present Value of Obligation	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Present Value of Obligation at the beginning of the year	**7,952**	**4,183**
Interest Cost	497	203
Current Service Cost	3,111	1,920
Benefits paid	(133)	-
Remeasurment due to		
-Actuarial loss/(gain) arising from change in financial assumptions	(993)	(497)
-Actuarial loss/(gain) arising from change in demographic assumptions		
-Actuarial loss/(gain) arising from change in demographic assumptions	-	684
-Actuarial loss/(gain) arising on account of experience changes	2,441	1,458
Present Value of Obligation at the end of the year	**12,875**	**7,952**

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FOR THE YEAR ENDED MARCH 31, 2023

Changes in the Fair value of Plan Assets	2022-23 (₹'000)	2021-22 (₹'000)
Fair Value of Plan Assets at the beginning of the year	**-**	**-**
Investment Income	-	-
Actuarial Gains/(Losses)	-	-
Actuarial Gains/(Losses)	-	-
Contributions made by the Company	7,952	-
Benefits Paid	(133)	-
Fair Value of Plan Assets at the end of the year	**7,819**	**-**

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	2022-23 (₹'000)	2021-22 (₹'000)
Present Value of funded obligation at the end of the year	**(12,875)**	**-**
Present Value of unfunded obligation at the end of the year 2021-22	**-**	**(7,952)**
Fair Value of Plan Assets as at the end of the year	7,819	-
Deficit of funded plan	**(5,056)**	**-**
Deficit of unfunded plan	**-**	**(7,952)**
*included in Provision for employee benefits (refer Note 10)		

The present value of the defined benefit obligation relates primarily to active employees.

Expense recognised in the Statement of Profit and Loss	2022-23 (₹'000)	2021-22 (₹'000)
Current Service Cost	3,111	1,920
Past Service Cost	-	-
Interest Cost	497	203
(Gains)/Loss on Settlement	-	-
Total Expenses recognized in the Statement of Profit and Loss #	**3,608**	**2,123**

[#]Included in 'Contribution to provident and other funds' under 'Employee benefits expense' (refer Note 14)

Amount recorded in Other comprehensive Income (OCI)	2022-23 (₹'000)	2021-22 (₹'000)
Opening amount recognised in OCI	-	-
Remeasurments during the year due to		
-changes in financial assumptions	(993)	(497)
-Changes in demographic assumptions	-	684
-Experience adjustments	2,441	1,458
-Actual return on plan assets less interest on plan assets	-	-
-Adjustment to recognise the effect of asset ceiling	-	-
Amount recognised in OCI during the year	**1,448**	**1,646**

*included in Provision for employee benefits (refer Note 10)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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, 2023	March 31, 2022		March 31, 2023	March 31, 2022		March 31, 2023	March 31, 2022
Discount Rate	0.50%	0.50%	Decrease by	(7.20%)	-8.30%	Increase by	8.20%	(9.60%)
Salary growth rate	0.50%	0.50%	Increase by	5.10%	8.40%	Decrease by	(5.20%)	(8.00%)

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 in 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, 2023 %	As at March 31, 2022 %	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Insurer managed funds	100%	-	7,819	-
Total	**100%**	**-**	**7,819**	**-**

(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 from 1st April 2023. Last year it was unfunded. 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 from April 1, 2023.Last year it was unfunded.

(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, 2024 is ₹8,007 thousands.

The weighted average duration of the defined benefit obligation is 8 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)
March 31, 2023					
Defined benefit obligation (gratuity)	1,900	-	4,773	18,991	25,664
March 31, 2022					
Defined benefit obligation (gratuity)	741	-	2,589	11,990	15,320

24. During the previous year ended March 31, 2022, the company 100% share capital had been acquired by Info Edge (India) Limited.

25. During the year ended March 31, 2023, the Company has issued 200,000 nos (March 2022 - 1,400,000 nos) to holding company 0.0001% Compulsory Convertible Debentures into 0.0001% Compulsorily Convertible Preference Shares of ₹100 each amounting ₹20,000 thousands (March 2022 - ₹140,000 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 9(a) - Borrowings' respectively.

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26. Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Amount (₹'000)

Particular	Year ended March 31, 2023	Year ended March 31, 2022
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

27. 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 current year and previous year.

28. The Social Security 2020 (Code), which received the President Assent on September 28, 2020 subsumes nine laws relating to social security retirement and employee benefits, including the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Payment of Gratuity Act, 1972. The effective date of the Code is yet to be notified. The Company will assess and record the impact of the Code, if any, when it comes into effect.

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. It also explaines significant estimates to the Company's tax position.

a) Income Tax expense

Particulars	Year ended March 31, 2023 (₹'000)
Current Tax	
Current tax on profit for the year	1,308
Total current tax expenses	**1,308**
Deferred Tax	(71)
Total	**1,237**

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

Particulars	Year ended March 31, 2023 (₹'000)
Profit before exceptional item and tax	26,814
Tax at the Indian tax rate of 25.168% (March 31, 2021 : 25.168%)	**6,749**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:	
Others	(52)
A) Total	**(52)**
Brought forward losses available for set off	(5,460)
B) Total	**(5,460)**
Total	**1,237**

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30. FAIR VALUE MEASUREMENTS

a) Financial instruments by category

Amount (₹'000)

Particulars	March 31, 2023		March 31, 2022	
	Fair value through profit or loss	Amortised cost	Fair value through profit or loss	Amortised cost
Financial Assets			-	-
Trade and other receivables	-	1,014	-	5,061
Cash and cash Equivalents	-	54,748	-	36,746
Other financial assets	-	25,821	-	31,097
Total Financial Assets	**-**	**81,583**	**-**	**72,904**
Financial Liabilities				
Trade payables	-	6,446	-	8,281
Lease liability	-	22,357	--	-
Total Financial Liabilities	**-**	**28,803**	**-**	**8,281**

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

Financial assets measured at fair value at March 31, 2023

Amount (₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Financial assets measured at fair value at March 31, 2022

Amount (₹'000)

	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments	-	-	-	-

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

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 unlisted compound instruments.

There are no transfers between any of these levels 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.

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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 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.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair values.

(e) Valuation processes

The Company uses third party valuers to perform the valuations of the unquoted equity shares, preference shares and debentures required for financial reporting purposes for Level 3 purposes other

than investment in compulsorily redeemable preference shares and debentures (Debt instruments) which are done by Finance department of the company.

The main Level 3 inputs for these unlisted securities are derived and evaluated as below.

- Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
- Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies to the extent available

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 (c) and (e) above.

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 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 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.

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

(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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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:

	Trade receivables (₹'000)
Loss allowance as on March 31, 2022	**5,117**
Changes in loss allowance	(5,080)
Loss allowance as on March 31, 2023	**37**

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

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 undiscounted cash flows.

	Contractual cash flows				Amount (₹'000)
March 31, 2023	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Lease liability	23,577	7,140	10,399	6,038	-
Trade payables	6,446	6,446	-	-	-

	Contractual cash flows				Amount (₹'000)
March 31, 2022	**Total**	**6 months or less**	**6-12 months**	**1-2 years**	**More than 2 years**
Non-derivative financial liabilities					
Trade payables	8,281	8,281	-	-	-

(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) 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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, 2023	March 31, 2022
Fixed-rate instruments		
Financial assets	19,290	30,939
Financial liabilities	-	-
Total	**19,290**	**30,939**

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

32. CUSTOMER CONTRACT BALANCES

The Company is following Ind AS 115 on Revenue from Contracts with Customers, using the modified retrospective approach. The standard was applied retrospectively only to contracts that were not completed as at the date of initial application and comparative information was 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. Revenue from sale of services is recognised over the period of time.

Particulars	March 31, 2023 (₹'000)	March 31, 2022 (₹'000)
Trade Receivable	1,014	5,061
Contract Liabilities	2,708	28,408

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, 2023 (₹'000)	For the year ended March 31, 2022 (₹'000)
Amount included in contract liabilities at the beginning of the year	28,213	27,098

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

33. FINANCIAL RATIOS

Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	% change	Reason for variance
Trade receivable Turnover Ratio	Net Credit Sales	Average accounts receivable	118.99	9.71	1,124.81%	Increase in ratio is on account of increase in credit sales from 116,794 thousands to 361,422 thousands
Inventory Turnover Ratio	Current Assets	Average Inventory	Not applicable	Not Applicable	Not Applicable	-
Trade payable Turnover Ratio	Net Credit Purchases	Average Trade payables	9.81	5.13	91.17%	Increase in ratio is on account of increase in credit purchases from Rs 43,846 thousands to Rs 69,875 thousands
Current Ratio	Current Assets	Current Liabilities	1.07	1.04	2.73%	Insignificant variance
Debt Equity Ratio	Total Debt	Shareholder's Equity	Not applicable	Not applicable	Not applicable	-
Debt Service Coverage Ratio	Earnings available for debt service	Debt service	1.69	(0.37)	557.56%	Increase is on account of net profit of Rs 25,577 thousands in FY 2022-23 as against the net loss of Rs 83,289 thousands in FY 2021-22
Net Profit Ratio	"Net Profit(before Comprehensive Income) "	Net revenue from operations	0.07	(0.72)	109.26%	Increase is on account of net profit of Rs 25,577 thousands in FY 2022-23 as against the net loss of Rs 83,289 thousands in FY 2021-22
Return on equity ratio	Net Profits after taxes-Preference Dividend (if any)	Average Shareholder's Equity	0.55	5.31	(89.59%)	-
Net Capital Turnover Ratio	Net Sales	Working capital	75.85	40.20	88.69%	Increase in ratio is on account of increase in sales from Rs 116,299 thousand to Rs 385,336 thousand in FY 2022-23.
Return on Capital Employed	Earning before interest and taxes (before interest income)	Capital employed=Tangible Net Worth + Total Debt + Deferred Tax	0.29	(5.19)	(105.60%)	Decrease in ratio is on account of increase in capital employed from Rs 15,417 thousand to Rs 99,371 thousand in FY 2022-23.
Return on Investment-Treasury	Investment income (including OCI & Exceptional item)	Weighted average Investment (i.e. Treasury funds)	3.20%	4.20%	(23.72%)	Insignificant Variance

Return on Investment is calculated for treasury funds (Fixed deposit).

Notes:

1. Net Credit sales here means total credit billing less sales return.
2. Inventory Turnover ratio is not applicable as Company does not have any inventory, being a service company.
3. Trade payable turnover ratio is computed on expenses over average trade payable.
4. Current ratio is calculated on Current asset over current liability.
5. Debt Equity ratio is computed on total liabilities over total equity(i.e. Equity and other equity).
6. Debt service coverage ratio is is not applicable as Company does not have any debt obligations.
7. Net profit ratio is computed on Net profit of the year(i.e. Profit after tax and exceptional item) over revenue from operations.
8. Return on equity is computed on Net profit after tax over Average shareholder's equity
9. Net capital turnvoer ratio is computed on Revenue from operations over working capital i.e. Current Assets less Current Liabilities
10. Return on Capital employed is computed on Earning before Interest and tax (before exceptional item) over capital employed (Tangible Net Worth + Total Debt + Deferred Tax)
11. Return on Investment is computed on Interest income over the weighted average Investment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

34. RECENT PRONOUNCEMENTS

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023:

(i) Definition of Accounting Estimates - Amendments to Ind AS 8

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 April 2023 and apply to changes in accounting policies and changes in accounting estimates that occur on or after the start of that period.

The amendments are not expected to have a material impact on the Company's financial statements

(ii) Disclosure of Accounting Policies - Amendments to Ind AS 1

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their 'significant' accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendments to Ind AS 1 are applicable for annual periods beginning on or after 1 April 2023. Consequential amendments have been made in Ind AS 107.

The Company is currently revisiting their accounting policy information disclosures to ensure consistency with the amended requirements.

(iii) Deferred Tax related to Assets and Liabilities arising from a Single Transaction - Amendments to Ind AS 12

The amendments narrow the scope of the initial recognition exception under Ind AS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments should be applied to transactions that occur on or after the beginning of the earliest comparative period presented. In addition, at the beginning of the earliest comparative period presented, a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability should also be recognised for all deductible and taxable temporary differences associated with leases and decommissioning obligations. Consequential amendments have been made in Ind AS 101. The amendments to Ind AS 12 are applicable for annual periods beginning on or after 1 April 2023.

The Company is currently assessing the impact of the amendments.

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

Sanjeev Mitla
Partner
Membership No.- 086441

Place: Noida
Date: May 22, 2023

For and on behalf of Board of Directors of
Zwayam Digital Private Limited
CIN: U74910KA2015PTC080548

Rajesh Kumar Aggarwal
(Director)
DIN No:-02397913

Amit Sharma
(Director)
DIN No:-09197676

Place: Noida
Date: May 22, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 9th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of running multiple dating platforms on the web via its mobile apps Aisle, Anbe, Arike and HeyDil ('the Aisle Platforms'). These platforms allow users to browse through the profiles of other users with the intent of finding their suitable partner.

The Company incurred a net loss of ₹189.36 Million in FY23 as compared to a net loss of ₹62.5 Million in FY22.

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 has not allotted any shares.

The Authorized Capital of the Company is ₹13.04 Million divided into 16,700 Equity Shares of ₹10/- each, 2,174 Equity Shares ESOP of ₹10/- each, 22,012 Cumulative Compulsorily Convertible Preference Shares of ₹500/- each and 3,688 Non – Cumulative Compulsorily Convertible Preference Shares (0.01%) of ₹500/-each as on the date of this report.

The Paid-up Capital of the Company is ₹6.01 Million divided into 15,221 Equity Shares of ₹10/- each, 11,699 Cumulative Compulsorily Convertible Preference Shares of ₹500/- each as on the date of this report.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies, Act 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in 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.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

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

DEPOSITS

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

STATUTORY AUDITORS

M/s. M R O & Associates Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company from the conclusion of the 6th Annual General Meeting until the conclusion of the 11th Annual General Meeting for the financial years 2020-21 to 2024-25.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act 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 23, 2022, appointed Mr. Rohan Mathur and Mr. Sumit Kumar Jaiswal as Additional Directors of the Company.

Consequently, upon the Appointment of above two directors, Mr. Rajesh Kumar Aggarwal and Mr. Hitesh Oberoi, Directors of the Company resigned from their respective directorship effective June 30, 2022.

Further, the appointment of Mr. Rohan Mathur and Mr. Sumit Kumar Jaiswal, who were appointed as Additional Directors of the Company in pursuance of Section 161(1) of the Act, was regularized by the members of the Company in the 8th Annual General Meeting of the Company held on August 24, 2022.

Mr. Rohan Mathur, Varun Joseph Kurien and Mr. Sumit Kumar Jaiswal are the Directors of the Company as on the date of this report.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 7 (seven) times during the year on April 5, 2022, May 24, 2022, June 23, 2022, August 9, 2022, November 11, 2022, December 28, 2022, and February 7, 2023. The maximum time gap between any two meetings was not more than 120 days. The details of the Directors' attendance for Board meetings are given as under:

ATTENDANCE DETAILS OF BOARD MEETINGS FOR FY 2023

Name of the Director	Position	No. of Meetings Held during the year	No. of Meetings Attended during the year
Varun Joseph Kurien	Managing Director	7	7
Rohan Mathur*	Director	4	4
Sumit Kumar Jaiswal*	Director	4	4
Hitesh Oberoi**	Director	3	3
Rajesh Kumar Aggarwal**	Director	3	3

*Mr. Rohan Mathur & Mr. Sumit Kumar Jaiswal joined the Board as Additional Directors of the Company w.e.f. June 23, 2022 and four Board meetings were held during their tenure of directorship in FY23.

**Mr. Hitesh Oberoi & Mr. Rajesh Kumar Aggarwal resigned as Directors of the Company w.e.f. June 30, 2022 and three Board meetings were held during their tenure of directorship in FY23.

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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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. 30 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the ultimate holding company i.e; Info Edge (India) Limited at: https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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 Act 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 to the Company.

During the year under review, the total foreign exchange outgo was ₹14.7 Million and earnings in foreign currency was ₹147.69 Million.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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., ultimate holding company of the Company.

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one-time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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; and

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

	Varun Kurien	**Rohan Mathur**
Date: May 22, 2023	(Managing Director)	(Director)
Place: Bangalore	DIN: 06919691	DIN:09648432

ANNEXURE A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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 THE FOURTH PROVISO THERETO:

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

(a)	Name(s) 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)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	
(g)	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(s) 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)	Date(s) of approval by the Board	
(f)	Amount paid as advances, if any	
(g)	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, KMPs or the management and their relatives are present under Note no. 30 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors

	Varun Kurien	**Rohan Mathur**
Date: May 22, 2023	(Managing Director)	(Director)
Place: Bangalore	DIN: 06919691	DIN:09648432

INDEPENDENT AUDITOR'S REPORT

To the Members of Aisle Network Private Limited

Report on the Audit of the Ind AS Financial Statements

OPINION

We have audited the accompanying Ind AS financial statements of Aisle Network Private Limited ("the Company"), which comprise the Balance sheet as at March 31 2023, 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 ended March 31 2023, 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, 2023, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS OF 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 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 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.

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.
- 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, 2023 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

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 the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

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, 2023, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 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) Since the company is a private limited company, it is not required to comply with the provisions related to managerial remuneration as specified under Section 197 of the Companies Act, 2013, read along with Schedule V of 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.

iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

v. Proviso to Rule 3(1) of the Companies (accounts) rules 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from April 1 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended March 31, 2023

FOR MRO & Associates
Chartered Accountants
FRN :108967W

CA Akshay Malpani
Partner
Membership Number 152727
Place: Pune

Date: April 23, 2023
UDIN: 23152727BGUHYG2360

ANNEXURE 1 TO THE AUDITORS' REPORT

Annexure referred to in our report of even date to the members of Aisle Network Private Limited for the year ended March 31, 2023.

(i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of the Property, Plant and Equipment.

(B) In our opinion and according to the information and explanations given to us, the company does not have any intangible assets. Therefore, clause 3(i)(a)(B) is not applicable to the company.

(b) All the assets have been physically verified by the management during the year. No material discrepancies were identified on such verification.

(c) In our opinion and according to the information and explanations given to us, the company does not own any immovable property. Therefore, clause 3(i)(c) is not applicable to the company.

(d) In our opinion and according to the information and explanations given to us, the company did not revalue its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Therefore, clause 3(i)(d) is not applicable to the company.

(e) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2023

(f) In our opinion and according to the information and explanations given to us, no proceedings were initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Therefore, the clause 3(i)(e) is not applicable to the company.

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

(iii) According to the information and explanations given to us, company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties. In view of the above, the clauses 3(iii)(a) to (f) 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 or amounts which are deemed to be 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). Further, in our opinion and according to the information and explanations given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal. Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) 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.

(vii) (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 2023 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 statutory dues referred to in sub-clause (a) that have not been deposited on account of any dispute. Therefore, the provisions of clause 3(vii) (b) of the Order are not applicable to the Company.

(viii) According to the information and explanations given to us, there are no incidents of transactions not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Therefore, the provisions of clause 3(viii) of the Order are not applicable to the Company.

(ix) 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. Therefore, the provisions of clause 3(ix) of the Order are not applicable to the Company.

(x) (a) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments), reporting under clause (ix) (a) is not applicable to the Company and hence not commented upon.

(b) According to the information and explanations given by the management, the Company has not made private placement of shares during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.

(xi) (a) 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 has been noticed or reported during the year.

(b) According to the information and explanations given by the management, no report under sub-section (12) of section 143 of the Companies Act has been filed by the previous auditor, company secretory or us in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, reporting under clause (xi) (b) is not applicable to the Company and hence not commented upon.

(c) The provisions of section 177 and schedule IV of the Companies Act 2013, establishment of vigil mechanism, are not applicable to the company. Therefore, the provisions of clause 3(xi) (c) of the Order are not applicable to the Company.

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

(xiii) 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.

(xiv) The provisions of section 138 of the Companies Act 2013, appointment of internal auditor, are not applicable to the company. Therefore, the provisions of clause 3(xiv) of the Order are not applicable to the Company.

(xv) 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.

(xvi) The company is not a NBFC (non-banking financial company) or Core Investment Company (CIC) and is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi) of the Order are not applicable to the Company.

(xvii) According to the information and explanations given by the management, the company has incurred cash losses in the financial year and in the immediately preceding financial year.

Details of Cash Losses during the year and in the immediately preceding financial year.

Year	Cash Loss (₹) (₹'000)
Year Ended March 2023	(184,954)
Year Ended March 2022	(60,933)

(xviii) Statutory auditor has not resigned during the financial year. Therefore, the provisions of clause 3(xviii) of the Order are not applicable to the Company.

(xix) No material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date, on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and on the basis of our knowledge of the Board of Directors and management plans.

(xx) The provisions of section 135 of the Companies Act 2013 read with the Companies (CSR Policy) Rules, 2014, Corporate Social Responsibility (CSR), are not applicable to the company. Therefore, the provisions of clause 3(xx) of the Order are not applicable to the Company.

FOR MRO & Associates
Chartered Accountants
FRN :108967W

CA Akshay Malpani
Partner
Membership Number 152727
Place: Pune

Date: April 23, 2023
UDIN: 23152727BGUHYG2360

ANNEXURE "2" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Aisle Network 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 Aisle Network Private Limited ("the Company") as of March 31, 2023 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, 2023, 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 MRO & Associates
Chartered Accountants
FRN :108967W

CA Akshay Malpani
Partner
Membership Number 152727
Place: Pune

Date: April 23, 2023
UDIN: 23152727BGUHYG2360

BALANCE SHEET

AS AT MARCH 31, 2023

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
ASSETS			
Non-current assets			
Property, plant and equipment	3 (a)	3,162	1,424
Right of use asset	3 (b)	24,955	16,202
Intangible assets		-	-
Financial assets			
(i) Other financial assets	6	4,156	2,890
Deferred tax assets (net)	7	654	80
Other non-current assets	8	1,868	540
Total non-current assets		**34,795**	**21,136**
Current assets			
Financial assets			
(i) Trade receivables	4	22,904	10,744
(ii) Cash and cash equivalents	5	311,936	527,295
(iii) Other financial assets	6	831	699
Other current assets	8	34,861	6,433
Total current assets		**370,533**	**545,170**
Total assets		**405,327**	**566,306**
EQUITY & LIABILITIES			
Equity			
Equity share capital	9	6,002	6,002
Other equity	10	324,700	514,034
Total equity		**330,702**	**520,036**
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease Liability	14	21,735	11,101
Provisions	12	4,381	1,022
Total non-current liabilities		**26,116**	**12,124**
Current liabilities			
Financial liabilities			
(i) Trade payables	13		
a. Total outstanding dues of micro enterprises and small enterprises		-	-
b. Total outstanding dues of creditors other than micro enterprises and small enterprises		38,409	17,515
(iii) Other financial liabilities	15	2,479	452
(iv) Lease Liability	14	4,037	4,886
Other current liabilities	16	3,585	11,293
Provisions	12	-	-
Total current liabilities		**48,510**	**34,147**
Total liabilities		**74,626**	**46,270**
Total equity and liabilities		**405,327**	**566,306**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For MRO & Associates
Chartered Accountants
ICAI Firm Registration Number: 108967W

CA Akshay Malpani
Partner
Membership Number 152727
Place : Pune
Date : April 23, 2023

For and on behalf of the Board of Directors of
Aisle Network Private Limited

Varun Kurien
Director
DIN : 06919691
Place : Banglore
Date : April 23, 2023

Rohan Mathur
Director
DIN : 09648432
Place : Noida
Date : April 23, 2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
Income			
Revenue from operations	17	314,594	141,066
Other income	18	11,293	701
Total income		**325,887**	**141,767**
Expenses			
Employee benefits expense	19	54,283	51,268
Finance costs	20	540	234
Depreciation and amortization expense	21	2,814	1,543
Advertising and promotion cost	22	387,384	116,665
Network, internet and other direct charges	23	53,354	25,520
Administration and other expenses	24	16,388	9,073
Total expenses		**514,762**	**204,302**
Profit/(Loss) before exceptional items and tax		**(188,875)**	**(62,535)**
Exceptional items		-	-
Profit/(Loss) before tax		**(188,875)**	**(62,535)**
Tax expenses			
Current tax		-	-
Deferred tax charge/(credit)	7	(574)	(44)
Total tax expenses		**(574)**	**(44)**
Loss for the year		**(188,301)**	**(62,491)**
Other comprehensive income:			
(A) Items that will not be reclassified to profit or loss			
(i) Remeasurement of post employment benefit obligations		(1,034)	-
Other comprehensive income for the year, net of income tax		**(1,034)**	**-**
Total comprehensive loss for the year		**(189,335)**	**(62,491)**
Earnings per equity share			
Basic loss computed on total loss (per share)	28	(12.44)	(4.11)
Diluted loss computed on total loss (per share)	28	(12.44)	(4.11)

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For MRO & Associates
Chartered Accountants
ICAI Firm Registration Number: 108967W

For and on behalf of the Board of Directors of
Aisle Network Private Limited

CA Akshay Malpani
Partner
Membership Number 152727
Place : Pune
Date : April 23, 2023

Varun Kurien
Director
DIN : 06919691
Place : Banglore
Date : April 23, 2023

Rohan Mathur
Director
DIN : 09648432
Place : Noida
Date : April 23, 2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

S.No.	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A.	**Cash flow from operating activities**		
	Profit before tax (after exceptional items)	**(188,875)**	**(62,535)**
	Adjustment to reconcile loss before tax to net cash flows:		
	Depreciation of property, plant and equipment	2,814	1,543
	Interest on lease liability Obligation	540	234
	Loss/(gain) on sale of property, plant and equipment	-	-
	Misc income on rent waiver	-	-
	Interest income	(11,293)	(701)
	Misc income on reversal of lease liability	-	-
	Unwinding of security deposit	(42)	(28)
	Bad debt/provision for doubtful debts	-	-
	Operating profit before working capital changes	**(196,856)**	**(61,488)**
	Movements in working capital :		
	(Increase)/decrease in trade receivables	(12,160)	(5,651)
	(Increase)/decrease in financial assets	(1,355)	(2,436)
	(Increase)/decrease in other assets	(29,757)	(3,415)
	Increase in other financial liabilities	2,027	(1,074)
	Increase in provisions	2,324	170
	Increase in other liabilities	(7,709)	11,147
	Increase in trade payables	20,894	12,314
	Cash generated from operations	**(222,592)**	**(50,432)**
	Direct taxes paid (net of refunds)	-	-
	Net cash flow/used in operating activities (A)	**(222,592)**	**(50,432)**
B.	**Cash flow from investing activities**		
	Purchase of property, plant and equipment and intangible assets	(3,520)	(2,502)
	Proceeds from sale of property, plant and equipment and intangible assets	-	-
	Interest received	11,293	701
	Net cash flow from investing activities (B)	**7,774**	**(1,801)**
C.	**Cash flow from financing activities**		
	Loan Repayment	0	(164)
	Interest on Lease liability	(540)	(234)
	Proceeds from issuance of share capital	0	532,156
	Net cash used in financing activities (C)	**(540)**	**531,758**
	Net increase in cash and cash equivalents (A+B+C)	**(215,358)**	**479,525**
	Cash and cash equivalents at beginning of the year	**527,295**	**47,770**
	Cash and cash equivalents at end of the year	**311,936**	**527,295**
	Reconciliation of cash and cash equivalent as per the cash flow statement:	**As at 31 March 2023**	**As at 31 March 2022**
	Cash and cash equivalents as per above comprises of the following :		
	- Cash on hand	-	-
	- 'Balance in current accounts	311,936	527,295
	Balances as per cash flow statement	**311,936**	**527,295**

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For MRO & Associates
Chartered Accountants
ICAI Firm Registration Number: 108967W

For and on behalf of the Board of Directors of Aisle Network Private Limited

CA Akshay Malpani
Partner
Membership Number 152727
Place : Pune
Date : April 23, 2023

Varun Kurien
Director
DIN : 06919691
Place : Banglore
Date : April 23, 2023

Rohan Mathur
Director
DIN : 09648432
Place : Noida
Date : April 23, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

As at March 31, 2023

Particulars	Amount (₹'000)
As at April 01, 2021	**2,705**
Changes in share capital during the year	3,297
As at March 31, 2022	6,002
Changes in share capital during the year	-
As at March 31, 2023	**6,002**

B. OTHER EQUITY

Balance as at 31 March 2023

Amount (₹'000)

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium	Retained Earnings	Other items of OCI	
Balance as at April 01, 2022	**-**	**605,779**	**(91,745)**	**-**	**514,034**
Loss for the year	-	-	(188,301)	-	(188,301)
Other comprehensive income for the year, net of income tax	-	-	-	(1,034)	(1,034)
Total Comprehensive Income for the current year	**-**	**605,779**	**(280,045)**	**(1,034)**	**324,700**
Balance as at March 31, 2023	**-**	**605,779**	**(280,045)**	**(1,034)**	**324,700**

Balance as at 31 March 2022

Amount (₹'000)

Particulars	Reserves and Surplus				Total
	Capital Reserve	Securities Premium	Retained Earnings	Other items of OCI	
Balance as at April 01, 2021	**-**	**76,921**	**(29,253)**	**-**	**47,667**
Loss for the year			(62,491)		
Other comprehensive income for the year, net of income tax	-	-	-	-	-
Total Comprehensive Income for the current year	**-**	**76,921**	**(91,745)**	**-**	**(14,824)**
Amount received on issue of shares by the Company	-	528,859	-	-	528,859
Balance as at March 31, 2022	**-**	**605,779**	**(91,745)**	**-**	**514,034**

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached

For MRO & Associates
Chartered Accountants
ICAI Firm Registration Number: 108967W

For and on behalf of the Board of Directors of Aisle Network Private Limited

CA Akshay Malpani
Partner
Membership Number 152727
Place : Pune
Date : April 23, 2023

Varun Kurien
Director
DIN : 06919691
Place : Banglore
Date : April 23, 2023

Rohan Mathur
Director
DIN : 09648432
Place : Noida
Date : April 23, 2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1 CORPORATE INFORMATION

Aisle Network Private Limited (the Company) CIN : U72200KA2014PTC082373 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 Shri Hari, No. 621/A/1, 15th Cross 15th Main, Sector 4. HSR layout, Bangalore KA 560102 India. The company has developed the app "Aisle" and is engaged in the business of providing information technology based match making service.

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.

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 upto zero decimal points to the nearest thousand (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 (including derivative instruments) which are measured at fair value/amortised cost less diminution, if any;
- Defined benefit plans-plan assets measured at fair value; and
- Share based payments.
- Assets held for sale - measured at fair value less cost to sell.

2.2 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment are stated at historical cost less accumulated 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, 2020 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 the useful life prescribed under Schedule II to the Companies Act, 2013.

Assets	Estimated useful life (Years)
Computers and equipment	3
Furniture and fixtures	10
Office equipment	5

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.

Assets costing less than or equal to ₹5,000 are fully depreciated pro-rata from date of acquisition.

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 does not have any intangile 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 (₹) 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.

The company follows Appendix B to Ind AS 21 – Foreign Currency Transactions and Advance Considerations which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency.

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 recognised 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.

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) The revenue is recognized on principal to principal basis and recognized gross of agency/ commission fees, as applicable in case of Aisle.

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).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 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 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 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 the provisions of the Act.

The present value of the defined benefit obligation denominated in ₹ 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 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.

The company does not have the plan assets to fund the benefits obligation.

(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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(vi) Share based payments

Share-based compensation benefits are provided to employees and share-appreciation rights. These are equity settled schemes.

Employee options

The fair value of options granted s recognised as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the grant date fair value of the options granted:

a including any market performance conditions (e.g., the entity's share price)

b excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and

c including the impact of any non-vesting conditions (e.g. the requirement for employees to save or hold shares for a specific period of time).

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Share appreciation rights

Share appreciation rights granted are considered to be towards equity settled share based transactions and as per IND AS 102, cost of such options are measured at fair value as at the grant date. Company's share appreciation rights are recognised as employee benefit expense over the relevant service period.

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 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. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised 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 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 not be available against which the temporary difference 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.

2.9 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 embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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.

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 NON-CURRENT ASSETS 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. The criteria for held for sale is considered to have met only when the assets is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. 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.

2.11 LEASES (AS LESSEE) OPERATING LEASE:

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 recognises 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 recognises 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.

2.12 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.

2.13 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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

financial year, adjusted for bonus elements in equity shares issued during the year.

(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.

For the purpose of calculating basic EPS, shares allotted to ESOP trust pursuant to the employee share based payment plan are not included in the shares outstanding as on the reporting date till the employees have exercised their right to obtain shares, after fulfilling the requisite vesting conditions. Till such time, the shares so allotted are considered as dilutive potential equity shares for the purpose of calculating diluted EPS.

2.14 FINANCIAL INSTRUMENTS

(i) Classification

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

a. those to be measured subsequently at fair value through other comprehensive income,

b. those to be measured subsequently at fair value through profit or loss, and

c. those to be 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.

(ii) Measurement

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 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.

(iii) 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 current liabilities. 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.

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.

2.15 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.

2.16 CONTINGENT LIABILITY

The management based on internal assessment and legal opinion obtained, believes that no material liability is likely to arise.

2.17 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 and employee benefits have been discussed in their respective policies.

The areas involving critical estimates or judgments are:

a) Estimation of current tax expenses and payable- Note 27

b) Estimation of employee benefits - Note 29

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3 PROPERTY, PLANT AND EQUIPMENT

a. Property, plant and equipment - Owned Assets

Amount (₹'000)

Particulars	Computers and equipment	Furniture and fixtures	Office equipment	Total
Gross block				
As at 1 April 2021	1,268	303	184	1,756
Additions	1,052	153	158	1,363
Disposal / adjustments				-
As at March 31, 2022	2,320	456	342	3,118
Accumulated depreciation				
As at 1 April 2021	804	204	96	1,104
Charge for the period	517	26	47	590
Disposal / adjustments				-
As at March 31, 2022	1,321	230	143	1,694
Net Carrying Amount As at March 31, 2022	**999**	**226**	**199**	**1,424**
Gross block				
As at 1 April 2022	2,320	456	342	3,118
Additions	2,721	97	420	3,238
Disposal / adjustments	-	-	-	-
As at March 31, 2023	5,041	554	762	6,357
Accumulated depreciation				
As at 1 April 2022	1,321	230	143	1,694
Charge for the period	1,319	50	132	1,501
Disposal / adjustments	-	-	-	-
As at March 31, 2023	2,640	280	275	3,195
Net Carrying Amount As at March 31, 2023	**2,401**	**273**	**487**	**3,162**

b. Right of use asset (ROU)

Amount (₹'000)

Particulars	Building	Total
Gross block		
As at 1 April 2021	-	-
Additions	17,155	17,155
Disposal / adjustments		-
As at March 31, 2022	17,155	17,155
As at 1 April 2022	17,155	17,155
Additions	26,268	26,268
Disposal / adjustments	17,155	17,155
As at March 31, 2023	26,268	26,268
Accumulated depreciation		
As at 1 April 2021	-	-
Charge for the period	953	953
Disposal / adjustments		-
As at March 31, 2022	953	953
As at 1 April 2022	953	953
Charge for the period	1,313	1,313
Disposal / adjustments	953	953
As at March 31, 2023	1,313	1,313
Net Carrying Amount As at March 31, 2022	**16,202**	**16,202**
Net Carrying Amount As at March 31, 2023	**24,955**	**24,955**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

4 TRADE RECEIVABLE

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Undisputed Trade receivables		
(i) considered good	22,904	10,744
(ii) which have significant increase in credit risk	-	-
(iii) credit impaired	-	-
Allowance for bad and doubtful debts		
(i) which have significant increase in credit risk	-	-
(ii) credit impaired	-	-
Total	22,904	10,744

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. For terms and conditions relating to related party receivables, refer Note 25.

a. Trade receivable ageing schedule as at March 31, 2023

Amount (₹'000)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) considered good	-	22,904	-	-	-	-	**22,904**
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
(i) considered good	-	-	-	-	-	-	-
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) credit impaired	-	-	-	-	-	-	-
Total		**22,904**	**-**	**-**	**-**	**-**	**22,904**

a. Trade receivable ageing schedule as at March 31, 2022

Amount (₹'000)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
Undisputed Trade receivables							
(i) considered good	-	10,744	-	-	-	-	**10,744**
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
(i) considered good	-	-	-	-	-	-	-
(ii) which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) credit impaired	-	-	-	-	-	-	-
Total		**10,744**	**-**	**-**	**-**	**-**	**10,744**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5 CASH & BANK BALANCES

Particulars	Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Cash and cash equivalents		
Balance with Banks		
-In current accounts	60,218	161,180
-In fixed deposit accounts with original maturity of less than 3 months	-	-
Cheque in hand	-	
Total (A)	**60,218**	**161,180**
Other bank balances		
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months	251,718	366,115
Total (B)	**251,718**	**366,115.20**
Total (A)+(B)	**311,936**	**527,295**

6 OTHER FINANCIAL ASSETS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured, considered good unless otherwise stated				
Security deposits	4,156	2,890	177	229
Interest accrued on FD	-	-	653	470
Total other financial asset	**4,156**	**2,890**	**831**	**699**

7 DEFERRED TAX ASSETS

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Deferred tax asset		
- Opening balance	80	36
- Adjustment for the year:		
- (Charged)/credited to profit or loss	574	44
Total	**654**	**80**

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Significant components of deferred tax assets are shown in the following table:

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
- Charged/(credited) to profit or loss		
Provision for Gratuity	585	47
Timing difference on account of difference in written down value of Property, Plant & Equipment	69	33
Permanent difference on account of Interest paid on TDS payment disallowance	1	-
Total	**654**	**80**

8 OTHER ASSETS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured, considered good unless otherwise stated				
Advances to suppliers	-	-	-	-
Prepaid expenses	-	-	1,554	67
Advance to employees	-	-	-	-
Balances with government authorities*				
- GST		-	-	-
- Balances with GST authorities	-	-	35,835	8,049
- GST Payable	-	-	(2,528)	(1,684)
- Other balances	1,868	540	-	-
Total other assets	**1,868**	**540**	**34,861**	**6,433**

*Note - The other balance includes ₹1,495,131 towards tax deducted at source, ₹286,390 towards income tax refund recievable against appeal filed for FY 2014-15, ₹86,250 for MAT credit.

9 EQUITY SHARE CAPITAL

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Authorised capital		
18,874 equity shares of ₹10/- each (March 31, 2022 - 18,874 Equity Shares of ₹10/- each)	189	189
25,700 compulsory covertible preference shares (CCPS) of ₹500 each fully paid up	12,850	12,850
(March 31, 2022 - 2012 Cumulutaive Compulsory Convertible Preference Shares of ₹500 each)	-	-
(March 31, 2022 - 3688 Non-Cumulutaive Compulsory Convertible Preference Shares of ₹500 each)	-	-
	13,039	**13,039**
Issued, subscribed and paid-up capital		
15,221 equity shares of ₹10/- each fully paid up	152	152
11,699 compulsory covertible preference shares (CCPS) of ₹500/- each fully paid up	5,850	5,850
(March 31, 2022 - 11,699 compulsory convertible Preference Shares of ₹500/- each)	-	-
Total	**6,002**	**6,002**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

9.1 Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2023		As at March 31, 2022	
	No of shares	Amount (₹'000)	No of shares	Amount (₹'000)
Equity shares				
At the beginning of the year	15,221	152	10,000	100
Add: Shares issued during the year	-	-	5,221	52
Outstanding at the end of the year	**15,221**	**152**	**15,221**	**152**
0% Cumulutaive Compulsory Convertible Preference Shares				
At the beginning of the year	-	-	2,012	1,006
Add: Shares issued during the year	-	-	-	-
Less: Converted into Equity Shares		-	(2,012)	(1,006)
Outstanding at the end of the year	**-**	**-**	**-**	**-**
0.001% Compulsory Convertible Preference Shares				
At the beginning of the year	11,699	5,850		
Add: Shares issued during the year	-	-	11,699	5,850
Outstanding at the end of the year	**11,699**	**5,850**	**11,699**	**5,850**
0.01% Non-Cumulutaive Compulsory Convertible Preference Shares				
At the beginning of the year	-	-	3,194	1,597
Add: Shares issued during the year	-	-	-	-
Less: Converted into Equity Shares		-	(3,194)	(1,597)
At the at the end of the year	**-**	**-**	**-**	**-**
0.01% Non-Cumulutaive Compulsory Convertible Preference Shares				
At the beginning of the year	-	-	15	2
Add: Shares issued during the year	-	-	-	-
Add: Shares Capital received for partly paid shares (Received ₹400 for each share)			-	6
Less: Converted into Equity Shares		-	(15)	(8)
At the at the end of the year	**-**	**-**	**-**	**-**
	26,920	**6,002**	**26,920**	**6,002**

During the year ended March 31, 2022 , the Company has converted existing number of 2,212 CCCPS & 3,209 NCCCPS into equity shares of ₹10/- each fully paid up at ₹10/-per share respectively to the existing holders of respective CCCPS & NCCCPS, ranking pari passu with the existing equity shares of the Company.

9.2 Terms/Rights attached to equity shares

The Company has only one class of equity share having par value of ₹10 each per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subjetc to approval of the shareholders in the ensuing Annaul general Meeting. The Company has not declared any dividend in the current financial year.

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.

Terms/ rights attached to Preference Shares:

The Company has 1 class of Preference Shares ""0.001% Compulsorily Convertible Preference Shares"" having par value of ₹500 each. Each holder of preference share is entitiled to one vote per share Pari Passu with the Equity Shareholders. As per the terms of issue, the Company is not required to pay any dividend to the holders of the Cumulative Compulsorily Convertible Preference Shares and the Board of Directors have not proposed to pay any dividend to the holders of the Non-Cumulative Compulsorily Convertible Preference Shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

9.3 Dividends

The Company has not declared any dividend in the current financial year.

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

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% Holding	No. of shares	% Holding
Equity shares of ₹10 each fully paid				
- Varun Kurein Joseph	5,433	35.69%	5,433	35.69%
- Jeevansathi Internet Services Private Limited	9,784	64.28%	9,784	64.28%
Equity Fund	**15,217**	**99.97%**	**15,217**	**100%**
Preference Shares shares of ₹500 each fully paid				
-Jeevansathi Internet Services Private Limited	11,699	100%	11,699	100%
	-	-	-	-
Total	**11,699**	**100%**	**11,699**	**100%**

9.5 Shares held by promoters at the end of the year

Promoter name	As at March 31, 2023		As at March 31, 2022		% Change during the year
	No. of shares	% Holding	No. of shares	% Holding	
- Varun Kurein Joseph	5433	35.69%	5,433	35.69%	0.00%
Total	**5433**	**35.69%**	**5,433**	**35.69%**	**0.00%**

Promoter name	As at March 31, 2022		As at March 31, 2021		% Change during the year
	No. of shares	% Holding	No. of shares	% Holding	
- Varun Kurein Joseph	5,433	35.69%	9,990	99.90%	(64.27%)
Total	**5,433**	**35.69%**	**9,990**	**99.90%**	**(64.27%)**

10. OTHER EQUITY

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Securities premium		
Opening Balance	605,779	76,921
Add: Securities premium on shares issued during the year	-	528,859
Closing Balance	**605,779**	**605,779**
Retained earnings		
Opening Balance	(91,745)	(29,253)
Loss for the year	(189,335)	(62,491)
Closing Balance	**(281,080)**	**(91,745)**

10.1 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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

11 BORROWINGS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Unsecured loans		-		-
- Loan from related party	-	-	-	
Total	**-**	**-**	**-**	**-**

12 PROVISIONS

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Provisions for gratuity	4,381	1,022	-	-
Provision for leave Encashment	-	-	-	-
Total	**4,381**	**1,022**	**-**	**-**

13 TRADE PAYABLES

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Trade Payables				
- total outstanding dues of micro enterprises and small enterprises	-	-	-	-
- total outstanding dues of creditors other than micro enterprises and small enterprises	-	-	38,409	17,515
Total	**-**	**-**	**38,409**	**17,515**

13.1 Trade Payable aging schedule as at 31.03.2023

Trade Receivables Ageing Schedule

Amount (₹'000)

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Years	
(i) MSME	-	-	-	-	-
(ii) Others	38,409	-	-	-	38,409
(iii) Disputed dues – MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

14 LEASE LIABILITY

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Lease Liability	21,735	11,101	4,037	4,886
Total	**21,735**	**11,101**	**4,037**	**4,886**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

14.1 The following is the movement in lease liabilities for the beginning and at the end of the year

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Balance at the beginning	**15,988**	**-**
Additions	25,232	16,594
Deletions	(15,988)	-
Interest on Lease liabilities accrued during the year	540	234
Payment of lease liabilities (including interest)	-	(839)
Balance at the end	**25,772**	**15,988**

14.2 The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis

Particulars	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Less than one year	4,037	4,886
One to five years	21,735	11,101
More than five years	-	-

15 OTHER FINANCIAL LIABILITIES

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
Other financial liabilities				
Employee benefits payable	-	-	2,440	151
Others liabilities	-	-	39	301
Total	**-**	**-**	**2,479**	**452**

16 OTHER LIABILITIES

Particulars	Non Current		Current	
	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
PF Payable	-	-	91	55
PT Payable	-	-	9	5
TDS Payable	-	-	3,485	11,234
Total other liabilities	**-**	**-**	**3,585**	**11,293**

17 REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Service Income-Domestic	166,897	72,947
Service Income-Overseas	147,697	68,119
Total	**314,594**	**141,066**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

18 OTHER INCOME

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest income from financial assets measured at amortised cost		
- on fixed deposits with banks	10,942	570
Unwinding of discount on security deposits	42	28
Foreign Exchange Gain/(Loss)	301	102
Miscellaneous income	8	-
Total	**11,293**	**701**

19 EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Salaries, wages and bonus	50,790	18,485
Contribution to provident and other funds (refer note 29)	2,769	485
Staff welfare expenses	725	300
Additional compensation to employees	-	31,948
Other employee related expenses	-	49
Total	**54,283**	**51,268**

20 FINANCE COSTS

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Interest on borrowings	-	-
Interest on Lease liability	540	234
Total	**540**	**234**

21 DEPRECIATION AND AMORTISATION

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Depreciation of Property, plant and equipment	1,501	590
Depreciation on right to use asset	1,313	953
Total	**2,814**	**1,543**

22 ADVERTISING AND PROMOTION COST

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Advertisement expenses	376,637	114,801
Promotion & marketing expenses	10,747	1,864
Total	**387,384**	**116,665**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

23 NETWORK, INTERNET AND OTHER DIRECT CHARGES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Internet and server charges	53,354	25,520
Total	**53,354**	**25,520**

24 ADMINISTRATION AND OTHER EXPENSES

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Collection & bank related charges	54	17
Equalization Levy	28	332
Electricity and water	-	-
Insurance	596	210
Interest on Income Tax	3	8
Legal and professional charges*	8,886	5,679
Miscellaneous expenses	151	443
Rates & taxes	-	538
Rent (refer note no. __)	6,217	1,362
Repairs and maintenance (building)	129	235
Travel & conveyance	324	249
Total	**16,388**	**9,073**

*refer note 26 for auditor remuneration

25 EXPENDITURE IN FOREIGN CURRENCY

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Advertisement expenses	-	10
Internet and server charges	14,720	17,716
Total	**14,720**	**17,726**

26 AUDITOR'S REMUNERATION*

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
As Auditors		
- Audit Fees	350	200
- Tax Audit Fees	50	50
Other Services (including certification)	-	-
Reimbursement of Expenses	-	-
Total	**400**	**250**

*excluding GST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

27 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.

27.1 Income Tax expense

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Tax		
Current tax on profit for the year	-	-
Deferred Tax/(credit)	(574)	(44)
Total current tax expenses	(574)	(44)
Mat Credit	-	-
Total	**(574)**	**(44)**

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Profit before tax	(188,875)	(62,535)
Tax @ 25.168%	**-**	**-**
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Mat Credit	-	-
Brought forword losses	-	-
Others	(574)	(44)
Total	**(574)**	**(44)**

28 EARNINGS PER SHARE (EPS)

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
The following reflects the (loss) and share data used in computation of basic & Diluted LPS:		
Profit attributable to Equity Shareholders	(189,335)	(62,491)
Weighted average number of Equity Shares outstanding during the year	15,221	15,221
Basic and diluted loss per share computed on total loss (₹ per share)	**(12.44)**	**(4.11)**
Nominal value per equity shares (Refer note 9)	10.00	10.00

Since the Company has incurred loss during the current year ended March 31, 2023 and previous year ended March 31, 2022 the potential equity shares have not been considered for the purpose of computation of diluted earnings per share as the same is anti-dilutive.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

29 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. The contribution under the Employees Provident Fund Scheme,1952 are made as per rates and ceiling prescribed thereunder. 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, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Employers' Contribution to Provident Fund	2,769	485

B. Other Long-term benefits

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.

Assumption used by the Actuary

Particulars	Gratuity	
	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Discount Rate (per annum)	7.40%	7.34%
Rate of increase in Compensation levels	12% for First 5 years, & 5% thereafter	12% for First 5 years, & 5% 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	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Present Value of Obligation at the beginning of the year	**2,348**	**852**
Interest Cost	-	-
Current Service Cost	999	1,496
Benefits paid	-	-
-Actuarial loss/(gain) arising from change in demographic assumptions	-	-
-Actuarial loss/(gain) arising on account of experience changes	-	-
-Actuarial loss/(gain) arising from change in financials assumptions	1,034	-
Present Value of Obligation at the end of the year	**4,381**	**2,348**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Changes in the Fair value of Plan Assets	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'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	-	-
Contributions	-	
Assets acquired/settled*	-	-
Benefits Paid	-	-
Fair Value of Plan Assets at the end of the year	**-**	**-**

Reconciliation of Present Value of Defined Benefit Obligation and the Fair value of Assets	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Present Value of funded obligation at the end of the year	**4,381**	**2,348**
Fair Value of Plan Assets as at the end of the period	-	-
Amount not recognised due to asset limit	-	-
Net defined benefit liability / (asset)	**4,381**	**2,348**
Current	1,507	80
Non-Current	2,874	2,267

Expense recognised in the Statement of Profit and Loss	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Current Service Cost	2,015	170
Past Service Cost	-	-
Interest Cost	-	-
(Gains)/Loss on Settlement	-	-
Total	**2,015**	**170**

Note: Actuarial Valuation in respect of certain employees is ignored for provision of gratuity amount considering the overall ceiling limit and duration.

Amount recorded in Other comprehensive Income (OCI)	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Remeasurments during the year due to		
-changes in financial assumptions	-	-
-changes in demographic assumptions	-	-
-Experience adjustments	-	-
-Actual return on plan assets less interest on plan assets	-	-
Amount recognised in OCI during the year	**-**	**-**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

C. Sensitivity analysis

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

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Defined Benefit Obligation (Base)	4,381	2,348

Amount (₹'000)

Particulars	As at March 31, 2023		As at March 31, 2022	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	1,229	(829)	2,719	2,046
(% change compared to base due to sensitivity)	28.05%	(18.92%)	7.00%	9.00%
Salary Growth Rate (- / + 1%)	(939)	1,135	2,166	2,546
(% change compared to base due to sensitivity)	(21.44%)	25.92%	(5.30%)	5.30%
Attrition Rate (- / + 1% of attrition rates)	1,042	(1,039)	0	0
(% change compared to base due to sensitivity)	23.78%	(23.72%)	0.00%	0.00%
Mortality Rate (- / + 10% of mortality rates)	0	0	0	0
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

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 in preparing the sensitivity analysis did not change compared to the prior year.

D. Major Category of Plan Asset as a % of total Plan Assets

Category of Assets (% Allocation)	As at March 31, 2023	As at March 31, 2022	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Cash and Cash Equivalent	100%	100%	4381	2348
Total	**100%**	**100%**	**4381**	**2348**

E Defined benefit liability and employer contribution

Expected contribution to the post employment benefit plan (Gratuity) for the year ending March 31, 2023 are ₹2015.34 (amount in '000). 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	1 year	2 to 5 years	6 to 10 years	More than 10 years
As at March 31, 2023				
Defined benefit obligation (gratuity)	404	1,964	2,013	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

30 RELATED PARTY DISCLOSURES FOR THE PERIOD ENDED MARCH 31, 2023

A) List of Related Parties

Ultimate Holding Company

Info Edge (India) Limited

Holding Company

Jeevansathi Internet Services Private Limited

Key Management Personnel (KMP) & Relatives

Name	Nature of Relation
Varun Joseph Kurien	Director
Hitesh Oberoi	Director
Rohan Mathur	Director
Sumit Kumar Jaiswal	Director

B) Details of transactions with related party for the year ended March 31, 2023 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
Remuneration Paid:			
Varun Joseph Kurien	-	12,987	**12,987**
Reimbursement of expenses:			
Varun Joseph Kurien	-	388	**388**
Rent expenses:			
Info Edge (India) Limited	42	-	**42**

C) Amount due to / from related parties as at March 31, 2023

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
Employee benefits payable			
Varun Joseph Kurien - Outstanding Payable	-	2,910	**2,910**

D) Terms & conditions

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

Related Party Disclosures for the period ended March 31, 2022

A) List of Related Parties

Holding Company

Jeevansathi Internet Services Private Limited

Key Management Personnel (KMP) & Relatives

Name	Nature of Relation
Varun Joseph Kurien	KMP
Hitesh Oberoi	KMP
Jancy Varghese Mathew	Relative of KMP

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

B) Details of transactions with related party for the year ended March 31, 2022 in the ordinary course of business:

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
Issue of Preference shares to Jeevansathi Internet Services Private Limited	5,850	-	**5,850**
Issue of Equity shares to Jeevansathi Internet Services Private Limited	98	-	**98**
Remuneration Paid:			
Varun Joseph Kurien	-	2,200	**2,200**
Jancy Varghese Mathew	-	600	**600**
Jancy Varghese Mathew (Additional compensation)	-	11,590	**11,590**
Reimbursement of expenses:			
Varun Joseph Kurien			**-**

C) Amount due to / from related parties as at March 31, 2022

Amount (₹'000)

Nature of relationship / transaction	Holding Company	KMP & Relatives	Total
Employee benefits payable			
Varun Joseph Kurien - Outstanding Payable		164	**164**

D) Terms & conditions

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

31 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 subsciption through It's app "Aisle" by providing information technology based match making service.

32 Based on the information available with the Company, the Company has no dues to suppliers registered under the "The Micro, Small and Medium Enterprises Development Act, 2006"('MSMED Act'). The disclosures pursuant to the said MSMED Act are as follows:

Particulars	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	-	-
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest paid, under Section 16 of MSMED Act to suppliers registered under the MSMED Act, beyond the appointed day during the day	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

33 The Social Security 2020 (Code), which received the President Assent on September 28, 2020 subsumes nine laws relating to social security retirement and employee benefits, including the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and Payment of Gratuity Act, 1972. The effective date of the Code is yet to be notified. The Company will assess and record the impact of the Code, if any, when it comes into effect.

34 FAIR VALUE MEASUREMENTS

a) Financial instruments by category

Amount (₹'000)

Particulars	March 31, 2023			March 31, 2022		
	Fair value through profit or loss	Fair value through OCI	Amortised cost	Fair value through profit or loss	Fair value through OCI	Amortised cost
Financial Assets						
Trade and other receivables	-	-	22,904	-	-	10,744
Cash and cash Equivalents	-	-	60,218	-	-	1,61,180
Other bank balances	-	-	2,51,718	-	-	3,66,115
Other financial assets	-	-	4,987	-	-	3,589
Total Financial Assets	**-**	**-**	**339,827**	**-**	**-**	**541,628**
Financial Liabilities						
Borrowings	-	-	-	-	-	-
Trade payables	-	-	38,409	-	-	17,515
Lease Liability	-	-	25,772	-	-	-
Total Financial Liabilities	**-**	**-**	**64,182**	**-**	**-**	**17,515**

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

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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 (₹)	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.

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 (₹'000)

	Trade receivables
Loss allowance as on March 31, 2022	-
Change in loss allowance	-
Loss allowance as on March 31, 2023	-

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.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(i) Financing arrangements

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

Particulars	March 31, 2023 (₹'000)	March 31, 2022 (₹'000)
Credit card facilities	1,000	500

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.

Amount (₹'000)

March 31, 2023	Contractual cash flows				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Non-derivative financial liabilities					
Trade payables	38,409	-	-	-	38,409
Lease liability	4,037	4,709	5,457	11,569	25,772
Borrwings	-	-	-	-	-

Amount (₹'000)

March 31, 2022	Contractual cash flows				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Non-derivative financial liabilities					
Trade payables	17,515	-	-	-	17,515
Lease liability	4,886	5,696	5,405	-	15,988
Borrwings	-	-	-	-	-

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$. 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:

Financial assets	FC (US$) ($ '000)	March 31, 2023 ('000)	March 31, 2022 ('000)
Trade receivables	89	7,281	-
	142	-	10,744
Total-Financial assets		**7,281**	**10,744**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(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:

Financial assets	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Fixed-rate instruments	-	-
Financial assets	251,718	366,115
Total	**251,718**	**366,115**

(B) Capital management

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 and preference capital and accumulated profits.

36 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	Year ended March 31, 2023 (₹'000)	Year ended March 31, 2022 (₹'000)
Trade Receivable	22,904	10,744
Total	**22,904**	**10,744**

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.

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.

37 The company has considered the possible effects that may result from COVID 19 on its business and the carrying amount of non-current investments. The outbreak of Coronavirus (COVID-19) pandemic globally is causing a slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered disruptions to businesses worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations. In developing the assumptions relating to the possible future uncertainties in the global conditions because of the pandemic, the Company, as on date of approval of these financial statements has used various information, as available. The Company has performed sensitivity analysis on the assumptions used and based on current estimates, expects the carrying amount of these non-current investments do not require any further diminution from the value at which these are stated. The Company will continue to closely monitor any material change arising of future economic conditions and its impact on its business. The actual impact of COVID 19 on investments may differ from that estimated as at the date of approval of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

38 RELATIONSHIP WITH STRUCK OFF COMPANIES

The company has not entered into any transactions with companies struck off under section 248 of the Companies Act,2013 or section 560 of Companies Act, 1956, during the year.

39 FINANCIAL RATIOS

	Ratio	Items included in the numerator and denominator	Varience	As at March 31, 2023		As at March 31, 2022	
				(₹'000)	Number	(₹'000)	Number
1	Current Ratio	Total Current Assets	(52.16%)	370,533	7.64	545,170	15.97
		Total Current Liabilities		48,510		34,147	
	During the year, fixed deposits have been matured and utilized as working capital.						
2	Debt – Equity Ratio	Borrowings and lease liability	207.89%	21,735	0.07	11,101	0.02
		Total share capital		330,702		520,036	
	Lease liability has been increased due to the recognition as per Ind AS 116 of new lease agreement						
3	Debt Service Coverage Ratio	Net Profit after taxes + depreciation + Interest	31.72%	(184,947)	(342.50)	(60,715)	(260.02)
		Interest & Lease Payments + Principal Repayments		540		233.51	
	Net sales of the company has increased during the FY 22-23. The major cost incurred during the current year in advertisement, marketing and employee benefit.						
4	Return on Equity (ROE)	Net Profits after taxes	102.03%	(188,301)	(0.44)	(62,491)	(0.22)
		Average Shareholder's Equity		425,369		285,204	
	Net sales of the company has increased during the FY 22-23. The major cost incurred during the current year in advertisement, marketing and employee benefit.						
5	Inventory Turnover Ratio	Company do not have any inventory.					
6	Trade receivables turnover ratio	Total Sales	4.97%	314,594	18.70	141,066	17.81
		Avg. Accounts Receivable		16,824		7,919	
	Change in the ratio by less than 25% as compared to the preceding financial year.						
7	Trade payables turnover ratio	Total Purchases	1.90%	508,050	18.17	202,526	17.83
		Avg. Accounts Payables		27,962		11,358	
	Change in the ratio by less than 25% as compared to the preceding financial year.						
8	Net capital turnover ratio	Net Sales	253.90%	314,594	0.98	1,41,066	0.28
		Working Capital		322,023		511,024	
	Net sales of the company has increased during the FY 22-23. The major cost incurred during the current year in advertisement, marketing and employee benefit.						
9	Net profit ratio	Net Profit	35.11%	(188,301)	(0.60)	(62,491)	(0.44)
		Net Sales		314,594		141,066	
	Net sales of the company has increased during the FY 22-23. The major cost incurred during the current year in advertisement, marketing and employee benefit.						

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

<table>
<tr><th rowspan="2"></th><th rowspan="2">Ratio</th><th rowspan="2">Items included in the numerator and denominator</th><th rowspan="2">Varience</th><th colspan="2">As at March 31, 2023</th><th colspan="2">As at March 31, 2022</th></tr>
<tr><th>(₹'000)</th><th>Number</th><th>(₹'000)</th><th>Number</th></tr>
<tr><td rowspan="3">10</td><td rowspan="2">Return on capital employed (ROCE)</td><td>Earning before interest and taxes</td><td rowspan="2">102.68%</td><td>(188,335)</td><td rowspan="2">(0.44)</td><td>(62,302)</td><td rowspan="2">(0.22)</td></tr>
<tr><td>Capital Employed</td><td>425,369</td><td>285,204</td></tr>
<tr><td colspan="7">Net sales of the company has increased during the FY 22-23. The major cost incurred during the current year in advertisement, marketing and employee benefit.</td></tr>
<tr><td rowspan="3">11</td><td rowspan="2">Return on Investment (ROI)</td><td>Total income</td><td rowspan="2">36.81%</td><td>(188,335)</td><td rowspan="2">(82.13)</td><td>(62,302)</td><td rowspan="2">(60.04)</td></tr>
<tr><td>Average Total Assets</td><td>2,293</td><td>1,038</td></tr>
<tr><td colspan="7">Net sales of the company has increased during the FY 22-23. The major cost incurred during the current year in advertisement, marketing and employee benefit.</td></tr>
</table>

40 Previous year amounts in the Ind-AS Financial Statements, including notes thereto, have been re-classified wherever required to conform to the current year presentation / classification. These do not affect the previously reported net loss or equity.

The accompanying notes are an integral part of the financial statements.
As per our report of even date attached

For MRO & Associates
Chartered Accountants
ICAI Firm Registration Number: 108967W

For and on behalf of the Board of Directors of
Aisle Network Private Limited

CA Akshay Malpani
Partner
Membership Number 152727
Place : Pune
Date : April 23, 2023

Varun Kurien
Director
DIN : 06919691
Place : Banglore
Date : April 23, 2023

Rohan Mathur
Director
DIN : 09648432
Place : Noida
Date : April 23, 2023

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 8th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of providing student counseling and guidance services for the higher education. Developing the software and technology which are innovative in the internet space. Organizing the events for the institutions which will be meant to broaden horizons and increase learning levels to promote global level thoughts.

The Company made a loss of ₹55.29 Million in FY23 as compared to a loss of ₹82.16 Million in FY22.

SHARE CAPITAL

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

The Authorised Share Capital of the Company is ₹3 Million.

The Paid up Share Capital of the Company is ₹2.42 Million.

During the year under review, the Company allotted 3,787 Compulsory Convertible Preference Shares (CCPS) of ₹100/- each to Startup Investments (Holding) Limited for ₹39.99 Million. Consequently, the Company has become subsidiary of Startup Investments (Holding) Limited.

DIVIDEND

No dividend has been declared for FY23.

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.

As required under Section 134(3) of the Companies, Act 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in this 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.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

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

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 Actread together with the Companies (Acceptance of Deposits) Rules 2014.

STATUTORY AUDITORS

M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration Number: 001076N/N500013), pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting of the Company for carrying out the audit of the financial statements of the Company for the 5 financial years.

The Statutory Auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

Following are the Directors & Key Managerial Personnel of the Company as on date:

S. No.	Name of Directors	DIN	Designation
1.	Mr. Jai Deep Gupta	06392120	Director
2.	Mr. Jai Deep Gupta	-	Chief Executive Officer
3.	Mr. Rakesh Gupta	07190857	Director

No other appointment, re-appointment, change in designation or resignation has occurred during the year under review.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met seven (7) times during the year on April 29, 2022, May 16, 2022, May 26, 2022, May 30, 2022, September 09, 2022, November 26, 2022 and February 21, 2023. 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 FY23:

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Mr. Jai Deep Gupta	Director	7	7
Mr. Rakesh Gupta	Director	7	7

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 the Act.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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. 28 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the ultimate holding company i.e. Info Edge (India) Limited at https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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 Act 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 & earnings was ₹3.068 Million and ₹1.378 Million respectively.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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., ultimate holding company of the Company.

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Act, 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, 2023 and of the loss of the Company for that year;

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; and

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 the Board of Directors

International Educational Gateway Private Limited

	JAI DEEP GUPTA	**RAKESH GUPTA**
Place: Hyderabad	Director & CEO	Director
Date: May 24, 2023	DIN: 06392120	DIN: 07190857

ANNEXURE A

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, if any	
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, KMPs or the Management, their relatives are present under Note No. 28 to Financial Statements as part of the Annual Report.

For and on behalf of the Board of Directors
International Educational Gateway Private Limited

	JAI DEEP GUPTA	**RAKESH GUPTA**
Place: Hyderabad	Director & CEO	Director
Date: May 24, 2023	DIN: 06392120	DIN: 07190857

INDEPENDENT AUDITOR'S REPORT

To the Members of International Educational Gateway Private Limited

Report on the Audit of the Financial Statements

OPINION

1. We have audited the accompanying financial statements of International Educational Gateway Private Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information.

2. 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 Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing 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 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 opinion.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

4. The Company's Board of Directors are responsible for the other information. Other information does not include the financial statements and our auditor's report thereon.

   Our opinion on the 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 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.

   The Annual Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

RESPONSIBILITIES OF MANAGEMENT FOR THE FINANCIAL STATEMENTS

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act 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 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 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the financial statements, the Board of Directors are 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 the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

7. 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 Standards on Auditing 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.

8. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism 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, but not for the purpose of expressing an opinion on whether the Company has in place adequate internal financial controls with reference to financial statements 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 Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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; and
- 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.

9. 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.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

10. Based on our audit, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the Company since the Company is not a public company as defined under section 2(71) of the Act. Accordingly, reporting under section 197(16) is not applicable.

11. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

12. Further to our comments in Annexure A, as required by section 143(3) of the Act based on our audit, we report, to the extent applicable, 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 purpose of our audit of the accompanying financial statements;

    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 financial statements dealt with by this report are in agreement with the books of account;

    d) In our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act;

    f) In our opinion and to the best of our information and according to the explanations given to us, the provisions of section 143(3)(i) for reporting on the adequacy of internal financial controls with reference to financial statements and the operating effectiveness of such controls of the Company, are not applicable; and

    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 does not have any pending litigations which would impact its financial position as at 31 March 2023;

        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2023;

        iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2023;

        iv. a The management has represented that, to the best of its knowledge and belief, as disclosed in note 36 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;

b The management has represented that, to the best of its knowledge and belief, as disclosed in note 37 to the financial statements, no funds have been received by the Company from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.

v. The Company has not declared or paid any dividend during the year ended 31 March 2023.

vi. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 requires all companies which use accounting software for maintaining their books of account, to use such an accounting software which has a feature of audit trail, with effect from the financial year beginning on 1 April 2023 and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 (as amended) is not applicable for the current financial year.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Nikhil Vaid
Partner
Membership No.: 213356
UDIN: 23213356BGXLYE1865

Place: Hyderabad
Date: 24 May, 2023

ANNEXURE A REFERRED TO IN PARAGRAPH 11 OF THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF INTERNATIONAL EDUCATIONAL GATEWAY PRIVATE LIMITED ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment and right of use assets.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The property, plant and equipment and right of use assets have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification programme adopted by the Company, is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not own any immovable property (including investment properties) (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.

(d) The Company has not revalued its Property, Plant and Equipment, Right of Use assets or intangible assets during the year.

(e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.

(ii) (a) The Company does not hold any inventory. Accordingly, reporting under clause 3(ii)(a) of the Order is not applicable to the Company.

(b) The Company has not been sanctioned by banks or financial institutions on the basis of security of current assets at any point of time during the year. Accordingly, reporting under clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

(iv) The Company has not entered into any transaction covered under sections 185 and 186 of the Act. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.

(v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.

(vi) The Central Government has not specified maintenance of cost records under sub- section (1) of section 148 of the Act, in respect of Company's business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.

(vii) (a) In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities by the Company, though there have been slight delays in few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end 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 statutory dues referred to in subclause (a) above that have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to the information and explanations given to us, no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.

(ix) According to the information and explanations given to us, the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) 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 has been noticed or reported during the period covered by our audit.

(b) No report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.

(c) According to the information and explanations given to us including the representation made to us by the management of the Company, there are no whistle-blower complaints received by the Company during the year.

(xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, 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, all transactions entered into by the Company, with the related parties are in compliance with section 188 of the Act. The details of such related party transactions have been disclosed in the financial statements etc., as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act. Further, according to the information and explanations given to us, the Company is not required to constitute an audit committee under section 177 of the Act.

(xiv) According to the information and explanations given to us, the Company is not required to and consequently, does not have an internal audit system as per the provisions of section 138 of the Act Accordingly, reporting under clause 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act 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. Accordingly, reporting under clauses 3(xvi)(a),(b) and (c) of the Order are not applicable to the Company.

(xvii) The Company has incurred cash losses in the current financial year and in the immediately preceding financial years amounting to ₹422.74 lakhs and ₹560.84 lakhs respectively.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the plans of the Board of Directors and management and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due

(xx) According to the information and explanations given to us, the Company does not meet the criteria as specified under sub-section (1) of section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and according, reporting under clause 3(xx) of the Order is not applicable to the Company

(xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Nikhil Vaid
Partner
Membership No.: 213356
UDIN: 23213356BGXLYE1865

Place: Hyderabad
Date: 24 May, 2023

INTERNATIONAL EDUCATIONAL GATEWAY PRIVATE LIMITED

BALANCE SHEET

AS AT MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Notes	31 March 2023	31 March 2022
Assets			
Non-current assets			
Property, plant and equipment	6	18.95	23.38
Intangible assets	7	-	8.12
Right-to-use asset	8	76.02	71.18
Income tax assets (net)		34.12	32.12
		129.09	**134.81**
Current assets			
Financial assets			
(i) Trade receivables	9	8.09	21.48
(ii) Cash and cash equivalents	10(a)	37.46	57.36
(iii) Bank balances other than (ii) above	10(b)	272.46	311.71
(iv) Others	11	100.42	159.76
Other current assets	12	3.64	-
		422.07	**550.31**
Total assets		**551.16**	**685.12**
Equity and liabilities			
Equity			
Equity share capital	13	1.94	1.94
Preference share capital	13	22.31	18.52
Other equity			
Securities premium	14	3,049.85	2,653.66
Retained deficit	14	(2,868.28)	(2,315.43)
Other reserves	14	7.83	4.01
Total equity		**213.65**	**362.70**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	15	34.95	35.24
Provision for employee benefits	16	35.23	26.07
Total non-current liabilities		**70.18**	**61.31**
Current liabilities			
Financial liabilities			
Lease liabilities	15	46.03	37.99
Trade payables	17		
- Outstanding dues of micro enterprises and small enterprises		-	-
- Outstanding dues of creditors other than micro enterprises and small enterprises		56.96	69.07
Other financial liabilities	18	88.74	104.12
Provision for employee benefits	16	-	-
Other current liabilities	19	75.60	49.93
		267.33	**261.11**
Total liabilities		**337.51**	**322.42**
Total equity and liabilities		**551.16**	**685.12**

The accompanying notes form an integral part of financial statements.

As per our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
International Educational Gateway Private Limited

Nikhil Vaid
Partner
Membership No.: 213356
Place: Hyderabad
Date: 24 May, 2023

Jai Deep Gupta
Director
DIN: 06392120
Place: Hyderabad
Date: 24 May, 2023

Rakesh Gupta
Director
DIN: 07190857

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	Notes	March 31, 2023	March 31, 2022
Revenues			
Revenue from operations	20	905.45	840.98
Other income	21	20.97	51.35
Total revenues		**926.42**	**892.33**
Expenses			
Employee benefits expense	22	923.88	924.79
Finance costs	23	13.40	19.00
Depreciation and amortisation expense	24	68.91	97.31
Other expenses	25	473.08	676.30
Total expenses		**1,479.27**	**1,717.40**
Loss before tax		**(552.85)**	**(825.07)**
Tax expense		-	-
Loss for the year		**(552.85)**	**(825.07)**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Remeasurement gains on defined benefit plans		3.82	3.51
Other comprehensive (loss)/income for the year, net of tax		**3.82**	**3.51**
Total comprehensive loss for the year		**(549.03)**	**(821.56)**
Earnings per share (₹) (of nominal value ₹10 each)			
Basic and diluted earnings (loss) per share	27	(2,856.22)	(4,262.59)

The accompanying notes form an integral part of financial statements.

As per our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
International Educational Gateway Private Limited

Nikhil Vaid
Partner
Membership No.: 213356
Place: Hyderabad
Date: 24 May, 2023

Jai Deep Gupta
Director
DIN: 06392120
Place: Hyderabad
Date: 24 May, 2023

Rakesh Gupta
Director
DIN: 07190857

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Particulars	31 March 2023	31 March 2022
Loss before tax	**(552.85)**	**(825.07)**
Non-cash adjustments:		
- Depreciation and amortisation expense	27.82	60.01
- Depreciation of right of use asset	41.09	37.30
- Finance costs	0.45	9.38
- Interest on lease liability	7.68	4.81
- Interest income	(18.49)	(12.84)
- Gain on remeasurement of lease liability	(2.48)	(11.86)
- Allowance for doubtful debts/ (Provision for doubtful debts- written back)	21.15	(26.65)
- Impairment of financial asset	56.34	242.00
Changes in working capital:		
- Change in other financial assets	3.00	(92.58)
- Change in other current assets	(3.64)	5.58
- Change in trade receivables	(7.76)	(9.58)
- Change in trade payable	(27.49)	3.30
- Change in current liabilities and provisions	38.65	11.75
Cash used in operating activities	**(416.53)**	**(604.46)**
Income tax assets (net)	(2.00)	33.37
Net cash used in operating activities	**(418.52)**	**(571.09)**
Investing activities		
Purchase of property and equipment & intangible assets	(15.27)	(18.08)
(Investment)/ Redemption of fixed deposits	39.25	306.49
Interest received	18.49	12.84
Net cash generated from investing activities	**42.47**	**301.26**
Financing activities		
Proceeds from issue of share capital	399.97	600.02
Repayment of short term borrowings	-	(249.42)
Interest paid	(0.45)	(9.38)
Repayment of leases	(43.37)	(31.18)
Net cash generated from financing activities	**356.15**	**310.05**
Net change in cash and cash equivalents	**(19.90)**	**40.21**
Cash and cash equivalents at the beginning of year	57.36	17.15
Cash and cash equivalents at the end of year (refer note no. 10 (a) in accompanying notes)	**37.46**	**57.36**

The accompanying notes form an integral part of financial statements.

As per our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

For and on behalf of the Board of Directors of
International Educational Gateway Private Limited

Nikhil Vaid
Partner
Membership No.: 213356

Jai Deep Gupta
Director
DIN: 06392120

Rakesh Gupta
Director
DIN: 07190857

Place: Hyderabad
Date: 24 May, 2023

Place: Hyderabad
Date: 24 May, 2023

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

A. SHARE CAPITAL

	Equity share capital		Preference share capital	
	Number	Amount	Number	Amount
Balance as at 1 April 2021	**19,356**	**1.94**	**12,841**	**12.84**
Changes in share capital during the year	-	-	5,682	5.68
Balance as at 31 March 2022	**19,356**	**1.94**	**18,523**	**18.52**
Changes in share capital during the year	-	-	3,789	3.79
Balance as at 31 March 2023	**19,356**	**1.94**	**22,312**	**22.31**

B. OTHER EQUITY

	Securities premium	Retained deficit	Other reserves	Total
Balance as at 1 April 2021	**2,059.32**	**(1,490.36)**	**0.50**	**569.46**
Securities premium received	594.34	-	-	**594.34**
Loss for the year	-	(825.07)	-	**(825.07)**
Other comprehensive income	-	-	3.51	**3.51**
Balance as at 31 March 2022	**2,653.66**	**(2,315.43)**	**4.00**	**342.24**
Securities premium received	396.19	-	-	**396.19**
Loss for the year	-	(552.85)	-	**(552.85)**
Other comprehensive income	-	-	3.82	**3.82**
Balance as at 31 March 2023	**3,049.85**	**(2,868.28)**	**7.82**	**189.40**

The accompanying notes form an integral part of financial statements.

As per our report of even date.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Nikhil Vaid
Partner
Membership No.: 213356

Place: Hyderabad
Date: 24 May, 2023

For and on behalf of the Board of Directors of
International Educational Gateway Private Limited

Jai Deep Gupta
Director
DIN: 06392120

Rakesh Gupta
Director
DIN: 07190857

Place: Hyderabad
Date: 24 May, 2023

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

1. GENERAL INFORMATION

International Educational Gateway Private Limited ("IEG" or "the Company") is a Company domiciled in India and registered under the provisions of the Companies Act, 2013 ("the Act"). The Company was incorporated on 19 May 2015 in Hyderabad, India. The company is in the business of providing student counselling and guidance services for the higher education and to develop the software and technology which are innovative in the internet space and to organize events for the institutions to broaden horizons and increase learning levels to promote global level thoughts.

2 BASIS OF PREPARATION

Compliance with Ind AS

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards ("Ind AS") 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 Rules, as amended time to time by the Ministry of Corporate Affairs ('MCA').

These financial statements have been prepared on the historical cost convention and on an accrual basis except for the certain financial assets and liabilities that are measured at fair value.

3 USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and in any future periods affected.

Information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

Note (e) and (f) — Useful lives of property, plant and equipment and other intangible assets;

Note (g) - Leases;

Note (h) — Financial instruments;

Note (i) – Impairment

4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial statements have been prepared using the accounting policies and measurement basis summarized below:

A. FUNCTIONAL CURRENCY

The financial statements are presented in currency Indian Rupee ('₹'or'₹'), which is also the functional currency of the Company as it is the currency of primary economic environment in which it operates (" Functional currency").

B. CURRENT AND NON-CURRENT CLASSIFICATION

All the assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Division II – Ind AS Schedule III to the Act. The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is classified as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is classified as current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

Current assets / liabilities include the current portion of non-current assets / liabilities respectively. All other assets / liabilities including deferred tax assets and liabilities are classified as non-current.

C. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting period are translated into the functional currency at the exchange rate at that date. Non-monetary items denominated in foreign currencies which are carried at historical cost are reported using the exchange rate at the date of the transaction; and non-monetary items which are carried at fair value or any other similar valuation denominated in a foreign

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

currency are reported using the exchange rates at the date when the fair value was measured.

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

D. REVENUE RECOGNITION

Revenue is recognised when a promise in a customer contract (performance obligation) has been satisfied by transferring control over the promised goods and services to the customer. Control over a promised good or service refers to the ability to direct the use of, and obtain substantially all of the remaining benefits from those goods or services. Control is usually transferred upon transfer of legal title or the goods or as services are rendered, in accordance with the terms agreed with the customers. The amount of sales to be recognised (transaction price] is based on the consideration the Company expects to receive in exchange for its goods and services. excluding amounts collected on behalf of third parties such as goods and services tax or other taxes directly linked to sales If a contract contains more than one performance obligation, the transaction price is allocated to each performance obligation based on their relative stand-alone selling prices.

Sale of products

Revenues from product sales are recorded net of allowances for estimated cash discounts all of which are established at the time of sale. Sales reductions that are expected to be withheld by the customer upon settlement, if any, such as contractual price reductions and cash discounts. are recorded in the balance sheet as a deduction from trade receivables.

Service revenue

Income from services is recognized over the performance period in proportion to the overall quantum of efforts to be expended by the Company for completion of the related services or milestones as stipulated by the contracts with customers.

Other income - Interest income

Interest income is recognised on a time proportion basis, taking into account the amount outstanding and the rate applicable.

E. PROPERTY, PLANT AND EQUIPMENT (PPE)

Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, taxes (other than those subsequently recoverable from tax authorities), borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE.

Any gain or loss on disposal of an item of PPE is recognised in statement of profit or loss.

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Subsequent measurement (Depreciation and useful life)

Depreciation on items of PPE is provided on the written down value method, computed on the basis of useful lives as estimated by the management which coincides with the useful lives mentioned in Schedule II to the Companies Act, 2013.

Depreciation on additions / disposals is provided on a pro-rata basis i.e. from / upto the date on which asset is ready for use / disposed-off.

The residual values, useful lives and method of depreciation of are reviewed at each financial year-end and adjusted prospectively, if appropriate.

F. OTHER INTANGIBLE ASSETS

Other intangible assets are stated at cost of acquisition less accumulated amortization and impairment losses, if any. An intangible asset is recognized, where it is probable that future economic benefits attributable to the asset will flow to the enterprise and where its cost can be reliably measured. Other intangible assets comprising of trademarks is amortized over a period of five years.

G. LEASES

Where the Company is lessee

The Company recognizes right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred. The right-of- use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right- of-use asset is depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Statement of Profit and Loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined,

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the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company may adopt the incremental borrowing rate for the entire portfolio of leases as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

H. FINANCIAL INSTRUMENTS

Recognition and initial measurement

Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognised at fair value. The Company's trade receivables do not contain any significant financing component and hence are measured at the transaction price measured under Ind AS 115.

A financial asset or financial liability is initially measured at fair value and, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue are also adjusted.

Subsequent measurement

Financial assets

For purposes of subsequent measurement, financial assets are classified in to:

- Debt instruments at amortised cost;
- FVTOCI – equity investment; and
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

Debt instruments at amortised cost

A "debt instrument" is measured at the amortised cost if both the following conditions are met:

a) the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows; and

b) contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in other income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

FVTOCI - Equity investment

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment by- investment basis.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, including foreign exchange gain or loss and excluding dividends, are recognised in the OCI.

FVTPL

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise. Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the statement of profit or loss.

De-recognition of financial assets

A financial asset is primarily de-recognised when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Initial recognition and measurement

Financial liabilities are initially measured at fair value. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses are recognised in statement of profit or loss.

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit or loss. Any gain or loss on derecognition is also recognised in statement of profit or loss.

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(All amounts in ₹ lakhs, except share data and where otherwise stated)

De-recognition of financial liabilities

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

I. IMPAIRMENT

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets measured at amortised cost.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime expected credit losses. For all other financial assets, ECL are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

Loss allowance for financial assets measured at amortised cost are deducted from gross carrying amount of the assets.

Impairment of non-financial asset

The carrying amounts of the Company's tangible and intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated in order to determine the extent of the impairment loss, if any

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit for which the estimates of future cash flows have not been adjusted. For the purpose of impairment testing, assets are Companied together into the smallest Company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Company of assets.

An impairment loss is recognised in the statement of profit or loss if the estimated recoverable amount of an asset or its cash generating unit is lower than its carrying amount. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been previously recognised.

J. BORROWING COSTS

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

K. EMPLOYEE BENEFITS

Defined contribution plan

The Company's contributions to defined contribution plans are recognised as an expense as and when the services are received from the employees entitling them to the contributions.

Defined benefit plan

The liability in respect of defined benefit plans is calculated using the projected unit credit method with actuarial valuations being carried out at the end of each annual reporting period. The Company recognises the net obligation of a defined benefit plan as a liability in its balance sheet. Gains or losses through remeasurement of the net defined benefit liability are recognised in other comprehensive income and are not reclassified to profit and loss in the subsequent periods. The effect of any plan amendments are recognised in the statement of profit and loss.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company; or

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- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are neither recognized nor disclosed. However, when realization of income is virtually certain, related asset is recognized.

M. TAXES ON INCOME

Tax expense recognized in statement of profit or loss consists of current and deferred tax except to the extent that it relates to items recognised in OCI or directly in equity, in which case it is recognised in OCI or directly in equity respectively.

Current Tax

Calculation of current tax is based on tax rates and tax laws that have been enacted for the reporting period and any adjustment to tax payable in respect of previous years. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period. Deferred tax assets and liabilities are offset if there is a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised. Withholding tax arising out of payment of dividends to shareholders under the Indian Income tax regulations is not considered as tax expense for the Company and all such taxes are recognised in the statement of changes in equity as part of the associated dividend payment.

N. EARNINGS / (LOSS) PER SHARE

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to equity shareholders and the weighted average number of equity shares outstanding for the effects of all dilutive potential ordinary shares.

O. CASH AND CASH EQUIVALENTS

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

P. RECENT ACCOUNTING DEVELOPMENTS

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There are no standards that are issued but not yet effective on March 31, 2023.

5. FINANCIAL RISK MANAGEMENT

5.1 MARKET RISK ANALYSIS

The Company is exposed to market risk through its use of financial instruments and specifically to currency risk, interest rate risk and certain other risk.

Interest rate sensitivity

The Company does not have any external borrowings as on 31 March 2023. Further, interest rate risk related to bank deposits are not material since they are fixed rate instruments.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange risk. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company considers the impact of foreign currency risk as not material.

5.2 CREDIT RISK ANALYSIS

Credit risk is the risk that a counterparty fails to discharge an obligation to the Company. The Company is exposed to this risk for financial instruments like receivables from customers, placing deposits etc. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at 31 March, as summarised below:

	March 31, 2023	March 31, 2022
Classes of financial assets-carrying amounts:		
Trade receivables (net)	8.09	21.48
Cash and bank balances	309.92	369.07
Other financial assets	100.42	159.76
	418.43	**550.31**

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any Company of counterparties having similar characteristics. The management has

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considered the credit quality of the trade receivables and also performed a comprehensive review of the receivables that are past due but not impaired. Based on such review, the management believes that the overall credit quality of the receivables disclosed on net basis is good and any impact on account of such past due receivables turning non-recoverable would not be material to the financial statements.

The credit risk for cash and bank balances is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

5.3 LIQUIDITY RISK ANALYSIS

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and availability of funding through an adequate amount of committed credit facilities to meet obligations when due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and bank balances on the basis of expected cash flows. The Company takes into account the liquidity of the market in which entity operates. In addition, the Company's liquidity management policy involves projecting 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.

The Company's principal sources of liquidity are the cash flows generated from operations and raised from shareholders. The Company has no long term borrowings and believes that the working capital is sufficient for its current requirements. Accordingly, no liquidity risk is perceived.

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities (discounted) for all non-derivative financial liabilities. The amounts disclosed are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is insignificant.

31 March, 2023	up to 1 year	from 1 to 3 years	More than 3 years	Total
Lease liability	46.03	34.95	-	80.98
Trade payables	56.96	-	-	56.96
Other financial liabilities	88.74	-	-	88.74
Total	**191.73**	**34.95**	**-**	**226.68**
31 March, 2022	**up to 1 year**	**from 1 to 3 years**	**More than 3 years**	**Total**
Lease liability	37.99	35.24	-	73.22
Trade payables	69.07	-	-	69.07
Other financial liabilities	104.12	-	-	104.12
Total	**211.18**	**35.24**	**-**	**246.41**

5.4 CAPITAL RISK MANAGEMENT

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for stakeholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital. Hence, the Company may adjust any dividend payments, return capital to shareholders or issue new shares. Total capital is the equity as shown in the Balance sheet. Currently, the Company primarily monitors its capital structure on the basis of gearing ratio. Management is continuously evolving strategies to optimise the returns and reduce risk. It includes plans to optimise the financial leverage of the Company.

The capital gearing ratio for the reporting year under review is as follows:

	March 31, 2023	March 31, 2022
Total borrowings	-	-
Less: Cash and bank balances	309.92	369.07
Net debt	**-**	**-**
Total equity	213.65	362.70
Total capital	**213.65**	**362.70**
Net debt to equity ratio	-	-

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6. PROPERTY, PLANT AND EQUIPMENT

	Computers	Office Equipment	Vehicles	Total
Gross carrying amount				
Balance as at 1 April 2021	**38.32**	**12.42**	**11.30**	**62.04**
Additions during 2021-22	17.72	0.36	-	18.08
Balance as at 31 March 2022	**56.04**	**12.78**	**11.30**	**80.12**
Additions during 2022-23	14.02	1.25	-	15.27
Balance as at 31 March 2023	**70.06**	**14.03**	**11.30**	**95.39**
Accumulated depreciation				
Upto 31 March 2021	**29.96**	**4.20**	**2.30**	**36.46**
Depreciation for the year	16.36	2.51	1.41	20.28
Upto 31 March 2022	**46.32**	**6.71**	**3.71**	**56.74**
Depreciation for the year	10.89	4.17	4.64	19.70
Upto 31 March 2023	**57.21**	**10.88**	**8.35**	**76.44**
Net book value as at 31 March 2022	9.72	6.07	7.59	**23.38**
Net book value as at 31 March 2023	**12.85**	**3.15**	**2.95**	**18.95**

7. INTANGIBLE ASSETS

	Intellectual Property	Application Software	Total
Gross carrying amount			
Balance as at 1 April 2021	**95.67**	**78.19**	**173.85**
Additions	-	-	-
Balance as at 31 March 2022	**95.67**	**78.19**	**173.85**
Additions	-	-	-
Balance as at 31 March 2023	**95.67**	**78.19**	**173.85**
Accumulated amortization			
Upto 31 March 2021	**81.93**	**44.08**	**126.00**
Amortization for the year	13.74	25.99	39.73
Upto 31 March 2022	**95.67**	**70.07**	**165.74**
Amortization for the year	-	8.12	8.12
Upto 31 March 2023	**95.67**	**78.19**	**173.85**
Net book value as at 31 March 2022	-	8.12	8.12
Net book value as at 31 March 2023	**-**	**-**	**-**

8. RIGHT-TO-USE ASSET

	Building	Total
Balance		
As at 1 April 2021	**55.43**	**55.43**
Additions during the year	93.54	93.54
Less: Deletions	-	-
As at 31 March 2022	**148.97**	**148.97**
Additions during the year	45.93	45.93
Less: Deletions	-	-
As at 31 March 2023	**194.90**	**194.90**
Accumulated depreciation		
As at 1 April 2021	**40.49**	**40.49**
Amortization for the year	**37.30**	**37.30**
Less: Deletions	-	-
As at 31 March 2022	**77.79**	**77.79**
Amortization for the year	41.09	41.09
Less: Deletions	-	-
As at 31 March 2023	**118.88**	**118.88**
Net book value as at 31 March 2022	71.18	71.18
Net book value as at 31 March 2023	**76.02**	**76.02**

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FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

9. TRADE RECEIVABLES

(Unsecured)

	March 31, 2023	March 31, 2022
Considered good	6.46	20.36
Significant increase in credit risk	14.71	18.25
Credit impaired	141.62	116.42
	162.79	**155.03**
Allowance for doubtful debts	154.70	133.55
Total	**8.09**	**21.48**

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of their fair value.

(a) Trade receivables ageing schedule

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2023						
(i) Undisputed trade receivables – considered good	6.46	-	-	-	-	6.46
(ii) Undisputed trade receivables – which have significant increase in credit risk	14.71	-	-	-	-	14.71
(iii) Undisputed trade receivables – credit impaired	14.69	1.86	13.96	29.01	82.10	141.62
(iv) Disputed trade receivables	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-
Total	**35.86**	**1.86**	**13.96**	**29.01**	**82.10**	**162.79**

	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2022						
(i) Undisputed trade receivables – considered good	18.52	-	-	-	-	18.52
(ii) Undisputed trade receivables – which have significant increase in credit risk	20.09	-	-	-	-	20.09
(iii) Undisputed trade receivables – credit impaired	5.96	5.87	22.21	22.60	59.78	116.42
(iv) Disputed trade receivables	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-
Total	**44.57**	**5.87**	**22.21**	**22.60**	**59.78**	**155.03**

10. CASH AND BANK BALANCES

(a) Cash and cash equivalents

	March 31, 2023	March 31, 2022
Cash on hand	0.03	0.06
Balances with banks		
- in current accounts	37.43	57.30
Total	***37.46***	***57.36***

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(b) Other bank balances

	March 31, 2023	March 31, 2022
Fixed deposits with banks (Original maturity of more than 3 months but less than 12 months)*	272.46	311.71
	272.46	**311.71**
Total	**309.92**	**369.07**

11. OTHER FINANCIAL ASSETS

(Unsecured, considered good)

	March 31, 2023	March 31, 2022
Current		
Security deposits	5.12	5.12
Unbilled revenue	92.93	146.34
Other Receivable	2.37	8.30
Total	**100.42**	**159.76**

12. OTHER CURRENT ASSETS

	March 31, 2023	March 31, 2022
Staff advances	3.64	-
Total	**3.64**	**-**

13. SHARE CAPITAL

Authorised share capital	Equity shares			Preference shares		
	Face value	Number	Amount	Face value	Number	Amount
Authorised as at 1 April 2021	**10**	**50,000**	**5.00**	**100**	**15,000**	**15.00**
Changes during the year	-	-	-	100	10,000	10.00
Authorised as at 31 March 2022	**10**	**50,000**	**5.00**	**100**	**25,000**	**25.00**
Changes during the year	-	-	-		-	-
Authorised as at 31 March 2023	**10**	**50,000**	**5.00**	**100**	**25,000**	**25.00**

(a) Reconciliation of share capital

	Number	Amount
Equity shares of ₹10 each (subscribed and fully paid-up)		
Balance as at 1 April 2021	**19,356**	**1.94**
Issued during the year	-	-
Balance as at 31 March 2022	**19,356**	**1.94**
Issued during the year	-	-
Balance as at 31 March 2023	**19,356**	**1.94**

	Number	Amount
0.01% Preference shares of ₹100 each (subscribed and fully paid-up)		
Balance as at 1 April 2021	**12,841**	**12.84**
Issued during the year	5,682	5.68
Balance as at 31 March 2022	**18,523**	**18.52**
Issued during the year	3,787	3.79
Balance as at 31 March 2023	**22,310**	**22.31**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors, if any, is subject to the approval of the shareholders in the ensuing Annual General Meeting. 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) Terms/ rights attached to Series A Compulsorily Convertible Preference shares ('CCPS')

The Company has only one class of Preference shares having par value of ₹100 per share. The Company has issued 8,855 CCPS on 19 December 2017 , 3,986 CCPS on 23 March 2020, 5,682 CCPS on 19 November 2021 and 3,787 CCPS on 27 April 2023 of face value ₹100 each fully paid-up at par (collectively Series A CCPS or CCPS) . The CCPS carry dividend of 0.01% per annum. Each CCPS shall entitle the holder to the number of votes equal to the number of whole or fractional ordinary shares into which such CCPS could then be converted.

Pursuant to the terms of the issue, each CCPS shall be compulsorily convertible into one equity share of ₹10 each fully paid-up after the expiry of a period of 15 years from the date of issuance or at any time before that at the option of the holder, in accordance with the terms of the shareholder's agreement. In the event of liquidation of the Company before conversion of CCPS, the holders of CCPS will have priority over equity shares in the payment of dividend and repayment of capital.

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

Name of the shareholder	31 March 2023		31 March 2022	
	Number of shares	% holding	Number of shares	% holding
Equity shares of ₹10 each fully paid				
People Combine Initiatives LLP	9,357	48.34%	9,357	48.34%
Jai Deep Gupta	6,580	33.99%	6,580	33.99%
Varun Aggarwal	2,903	15.00%	2,903	15.00%
CCPS of ₹100 each				
Startup Investments (Holding) Limited ('SIHL')	22,310	100%	18,523	100%

As per the records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

(e) Promoters shareholding in equity shares and preference shares of the Company

Name of the shareholder	31 March 2023		31 March 2022	
	Number of shares	% holding	Number of shares	% holding
Equity shares of ₹10 each fully paid				
People Combine Initiatives LLP	9,357	48.34%	9,357	48.34%
Jai Deep Gupta	6,580	33.99%	6,580	33.99%
Varun Aggarwal	2,903	15.00%	2,903	15.00%
Tummala Naga Prasad	258	1.33%	258	1.33%

As per the records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

14. OTHER EQUITY

	March 31, 2023	March 31, 2022
Securities premium		
Balance at the beginning of the year	2,653.66	2,059.32
Add: Received during the year	396.19	594.34
Balance at the end of the year	**3,049.85**	**2,653.66**
Retained deficit		
Balance at the beginning of the year	(2,315.43)	(1,490.36)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

	March 31, 2023	March 31, 2022
Add: Loss for the year	(552.85)	(825.07)
Balance at the end of the year	**(2,868.28)**	**(2,315.43)**
Other reserves		
Balance at the beginning of the year	4.01	0.50
Add: Remeasurement loss on defined benefit plans	3.82	3.51
Balance at the end of the year	**7.83**	**4.01**
Total	**189.40**	**342.24**

15. LEASE LIABILITY

		March 31, 2023	March 31, 2022
(i)	Following is the break-up of current and non-current lease liabilities:		
	Current lease liabilities	46.03	37.99
	Non-current lease liabilities	34.95	35.24

		Amount
(ii)	Following is the movement in lease liabilities:	
		Amount
	Balance at as at 31 March 2021	**17.92**
	Additions/ (Deletions) during the year	91.88
	Finance cost accrued during the year	4.81
	Payment of lease liabilities	(41.38)
	Balance at as at 31 March 2022	**73.23**
	Additions/ (Deletions) during the year	43.45
	Finance cost accrued during the year	7.68
	Payment of lease liabilities	(43.38)
	Balance at as at 31 March 2023	**80.98**

16. PROVISION FOR EMPLOYEE BENEFITS

The liabilities recognised for pensions and other employee remuneration consist of the following amounts:

	March 31, 2023	March 31, 2022
Non-current		
Provision for gratuity	35.23	26.07

(a) Gratuity

The Company has subscribed to a group gratuity scheme of Life Insurance Corporation of India (LIC). Under the said policy, the eligible employees are entitled for gratuity upon their resignation, retirement or in the event of death in lumpsum after deduction of necessary taxes subject to the completion of a minimum service period of 5 years. Liabilities in respect of the gratuity plan are determined by an actuarial valuation, based upon which the Company makes contributions to the LIC fund.

		March 31, 2023	March 31, 2022
(i)	**Change in projected benefit obligation**		
	Projected benefit obligation at the beginning of the year	39.81	34.63
	Current service cost	10.99	10.33
	Interest cost	2.91	2.22
	Actuarial (gain) / loss	(3.83)	(3.45)
	Benefits paid	-	(3.92)
	Projected benefit obligation at the end of the year	**49.88**	**39.81**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

		March 31, 2023	March 31, 2022
(ii)	**Change in plan assets**		
	Fair value of plan assets at the beginning of the year	13.74	12.87
	Expected return on plan assets	1.00	0.87
	Employer contributions	(0.07)	3.86
	Benefits paid	-	(3.92)
	Actuarial loss on plan assets	(0.01)	0.06
	Fair value of plan assets at the end of the year	**14.66**	**13.74**
(iii)	**Reconciliation of present value of obligation on the fair value of plan assets**		
	Present value of projected benefit obligation at the end of the year	49.88	39.81
	Funded status of the plans	(14.66)	(13.74)
	Net liability recognised in the balance sheet	**35.23**	**26.07**
(iv)	**Expense recognized in the statement of profit and loss**		
	Current service cost	10.99	10.33
	Interest cost	1.91	1.35
	Net gratuity costs	**12.90**	**11.68**
(v)	**Expense recognized in other reserves**		
	Recognized net actuarial (gain)/loss	(3.82)	(3.51)
		(3.82)	**(3.51)**
(vi)	**Key actuarial assumptions**		
	Discount rate	7.40%	7.30%
	Expected return on plan assets	7.40%	7.30%
	Salary escalation rate	5.00%	5.00%
	Attrition rate	5.00%	5.00%

(vii)	**Sensitivity Analysis of Defined Benefit Obligations (DBO)**	**Assumption**	**DBO**	**Variation**
	Scenario	-	49.88	0.00%
	Under Base Scenario ,	6.00%	54.52	9.31%
	Salary Increase Rate - Plus 100 Basis Points,	4.00%	45.81	(8.17%)
	Salary Decrease Rate - Minus 100 Basis Points	6.00%	50.65	1.53%
	Withdrawal Rates - Plus 100 Basis Points	4.00%	48.98	(1.81%)
	Withdrawal Rates - Minus 100 Basis Points	8.40%	45.18	(9.43%)
	Discount Rates - Plus 100 Basis Points	6.40%	55.37	11.00%
	Discount Rates - Minus 100 Basis Points			

viii) Maturity profile of DBO

	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6 & above
Maturity Profile of Defined Benefit Obligations	-	-	-	-	-	49.88

Assumptions regarding future mortality experience are set in accordance with the published statistics by the Life Insurance Corporation of India.

Plan assets does not comprise any of the Company’s own financial instruments or any assets used by the Company. The Company has the plan covered under a policy with the Life Insurance Corporation of India Limited.

The significant actuarial assumptions for the determination of the defined benefit obligation are the discount rate, the salary growth rate and the average life expectancy. The calculation of the net defined benefit liability is sensitive to these assumptions. However, the impact of these changes is ascertained to be not material by the management.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

17. TRADE PAYABLES

	March 31, 2023	March 31, 2022
Outstanding dues of micro enterprises and small enterprises	-	-
Outstanding dues of creditors other than micro enterprises and small enterprises	56.96	69.07
Total	**56.96**	**69.07**

*Out of total payables of ₹56.96 Lakh, ₹5.78 Lakh is payable to related parties as disclosed in note 28

(a) The Micro and Small Enterprises have been identified on the basis of information available with the Company. This has been relied upon by the auditors. Details of dues to such parties are given below:

	March 31, 2023	March 31, 2022
The principal amount remaining unpaid as at the end of the year	-	-
The amount of interest accrued and remaining unpaid at the end of the year	-	-
Amount of interest paid by the company in terms of Section 16, of (MSMED Act 2006) along with the amounts of payments made beyond the appointed date during the year.	-	-
Amount of interest due and payable for the period of delay in making payment without the interest specified under the (MSMED Act 2006)	-	-
The amount of further interest remaining due and payable in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises for the purpose of disallowance as a deductible expenditure under Section 23 of the (MSMED Act 2006)	-	-

(b) Trade payables ageing schedule

	Outstanding for following periods from due date of payment				
	< 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2023					
Undisputed					
i) Micro enterprises and small enterprises (MSME)	-	-	-	-	-
ii) Others	33.38	12.81	8.09	2.68	56.96
iii) Disputed dues – MSME	-	-	-	-	-
iv) Disputed dues - Other	-	-	-	-	-
Total	**33.38**	**12.81**	**8.09**	**2.68**	**56.96**

	Outstanding for following periods from due date of payment				
	< 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2022					
Undisputed					
i) Micro enterprises and small enterprises (MSME)	-	-	-	-	-
ii) Others	55.40	9.94	-	3.73	69.07
iii) Disputed dues – MSME	-	-	-	-	-
iv) Disputed dues - Other	-	-	-	-	-
Total	**55.40**	**9.94**	**-**	**3.73**	**69.07**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

18. OTHER FINANCIAL LIABILITIES

	March 31, 2023	March 31, 2022
Dues to employees*	64.33	78.77
Other payables	24.41	25.35
Total	**88.74**	**104.12**

*Out of total dues to employees of ₹64.33, ₹4.08 Lakh is payable to related parties as disclosed in note 28

19. OTHER CURRENT LIABILITIES

	March 31, 2023	March 31, 2022
Statutory dues	17.29	18.01
Contract laibilities	58.31	31.92
Total	**75.60**	**49.93**

20. REVENUE FROM OPERATIONS

	March 31, 2023	March 31, 2022
Sale of licenses	402.56	426.27
Sale from rendering of services	502.89	414.71
	905.45	**840.98**
Disaggregation of revenue - based on timing of revenue recognition		
Revenue recognized over time	627.53	548.99
Revenue recognized at a point in time	277.92	291.99

21. OTHER INCOME

	March 31, 2023	March 31, 2022
Interest income	18.49	12.84
Provision for doubtful debts, written back	-	26.65
Other miscellaneous income	2.48	11.86
Total	**20.97**	**51.35**

22. EMPLOYEE BENEFITS EXPENSE

	March 31, 2023	March 31, 2022
Salaries, wages and bonus	894.65	896.62
Contributions to provident and other funds	1.98	1.84
Gratuity and compensated absences	12.90	11.67
Staff welfare expenses	14.35	14.66
Total	**923.88**	**924.79**

23. FINANCE COSTS

	March 31, 2023	March 31, 2022
Interest expense on lease liabilities	7.68	4.81
Interest expenses	0.45	9.38
Bank charges	5.27	4.81
Total	**13.40**	**19.00**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

24 DEPRECIATION AND AMORTISATION EXPENSE

	March 31, 2023	March 31, 2022
Depreciation of tangible assets	19.70	20.28
Amortisation of intangible assets	8.12	39.73
Depreciation on right of use asset	41.09	37.30
Total	**68.91**	**97.31**

25 OTHER EXPENSES

	March 31, 2023	March 31, 2022
Water and electricity charges	8.91	5.69
Rates and taxes	1.72	0.97
Repair and maintenance		
- Buildings	9.15	6.48
- Others	67.76	96.03
Business promotion	111.22	129.30
Impairment on financial asset	56.34	242.00
Telephone and communication charges	33.65	18.50
Legal and professional fees	69.34	88.30
Travel and conveyance	22.94	20.20
Insurance	11.05	11.40
Payment to auditors		
- Audit fee	4.00	7.50
License fees	43.31	41.85
Allowances for doubtful debts	21.15	-
Security charges	4.56	3.67
Miscellaneous expenses	7.98	4.41
Total	**473.08**	**676.30**

26. FINANCIAL ASSETS AND LIABILITIES

Categories of financial assets and financial liabilities

The carrying amounts of financial assets and financial liabilities in each category are as follows:

Financial assets:

	Notes	Financial assets at amortised cost	Fair value
31 March 2023			
Trade and other receivables	9	8.09	8.09
Cash and bank balances	10	309.92	309.92
Other financial assets	11	100.42	100.42
Total		**418.43**	**418.43**
31 March 2022			
Trade and other receivables	9	21.48	21.48
Cash and bank balances	10	369.07	369.07
Other financial assets	11	159.76	159.76
Total		**550.31**	**550.31**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

Financial liabilities:

	Notes	Financial assets at amortised cost	Fair value
31 March 2023			
Trade payables	17	56.96	56.96
Lease liabilities	15	80.98	80.98
Other financial liabilities	18	88.74	88.74
Total		**226.68**	**226.68**
31 March 2022			
Trade payables	17	69.07	69.07
Lease liabilities	15	73.22	73.22
Other financial liabilities	18	104.12	104.12
Total		**246.41**	**246.41**

The management assessed that the fair value of cash and bank balances, trade receivables, trade payables and other financial liabilities approximate the carrying amount largely due to short-term maturity of these instruments.

27. EARNINGS PER SHARE (EPS)

The followings reflects the income and share data used in the basic and diluted EPS computation

	March 31, 2023	March 31, 2022
Loss attributable to equity shareholders	(552.85)	(825.07)
Weighted average equity shares outstanding during the year	19,356	19,356
Effect of dilution:		
Series A CCPS*	-	-
Weighted average number of equity shares adjusted to the effect of dilution	19,356	19,356
Earnings per share: (₹)		
Basic	(2,856.22)	(4,262.59)
Diluted	(2,856.22)	(4,262.59)
Nominal value per equity share (₹)	10	10

* In view of losses during the current year and previous year, the CCPS which are anti-dilutive have been ignored in the calculation of diluted earnings per share. Accordingly, there is no variation between basic and diluted earnings per share.

28. RELATED PARTY DISCLOSURES

(a) Names of related parties and their relationship

Names of related parties	Nature of relationship
Mr. Jai Deep Gupta Mr. Rakesh Gupta	Key management personnel (KMP) Director
People Combine Initiatives LLP ("PCIL") People Combine Educational Initiatives Limited ("PCEIL") Info Edge (India) Limited Startup Investment (Holding) Limited ("SIHL")	Entities which have significant influence over the Company
International Educational Gateway Pte Ltd ("IEG Singapore") With Ease Technologies India Private Limited Asvanta Advisors Private Limited Loestro Advisors LLP	Entities over which KMP exercise significant influence

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

(b) Transactions during the year

	March 31, 2023	March 31, 2022
Mr. Jai Deep Gupta		
Remuneration*	48.96	48.96

*Provision for contribution to gratuity fund, leave encashment on retirement and other defined benefits which are made based on actuarial valuation on an overall Company basis are not included in remuneration to key management personnel.

Startup Investment (Holding) Limited ("SIHL")		
Issue of preference shares	399.97	600.02
Loestro Advisors LLP		
Professional fees	8.64	17
(c) Balances payable		

	March 31, 2023	March 31, 2022
With Ease Technologies India Private Limited	(0.13)	(0.13)
Mr. Jai Deep Gupta	(4.08)	(4.17)
People Combine Educational Initiatives Limited ("PCEIL")	(5.64)	(5.64)

29. DEFERRED TAX ASSET (NET)

The Company has carried forward tax losses and unabsorbed depreciation amounting to ₹1902.50 lakhs (31 March 2022: ₹1153.25 lakhs) and ₹146.66 lakhs (31 March 2022: 121.33 lakhs) respectively. On the basis of prudence, the Company has not recognized any deferred tax assets.

30. UN-HEDGED FOREIGN CURRENCY EXPOSURE

	March 31, 2023	March 31, 2022
Trade receivables - USD	6.66	9.02
Trade receivables - GBP	0.74	0.74
Trade payables - GBP	0.40	0.40
Trade payables - USD	5.24	4.01

31. The Company has incurred losses in the current and previous year and has accumulated losses. Notwithstanding the foregoing, the financials statement have been prepared on going concern basis as the Management believes that cash and bank balances along with internal operational accruals as at balance sheet date would be sufficient to meet liabilities arising in the foreseeable future. Further, The promoter director, has agreed to provide necessary financial support as and when need arises. The management is confident of establishing profitable operations and believe that losses are temporary.

32. Events occurring after the reporting date

No adjusting or significant non-adjusting events have occurred between 31 March 2023 and the date of authorization of these financial statements.

33. Representation of performance and other financial ratios:

		31 March 2023	31 March 2022	Change in %
(i)	Current ratio = current assets / current liabilities (refer point a)	1.58	2.11	-25.09%
(ii)	Debt equity ratio = total borrowings / total equity	Not applicable		
(iii)	Debt service coverage ratio = (Profit after tax + finance cost + depreciation) / (finance cost + total borrowings)	Not applicable		
(iv)	Return on equity ratio / return on investment ratio = net profit after tax and dividend by average equity	(1.91)	(1.74)	9.80%
(v)	Trade Receivables turnover ratio = Net sales/Average Debtors (refer point b)	61.24	40.73	50.35%

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts in ₹ lakhs, except share data and where otherwise stated)

		31 March 2023	31 March 2022	Change in %
(vi)	Trade Payables turnover ratio = Other expenses / Average trade payables	6.61	7.13	-7.23%
(vii)	Net capital turnover ratio = sales divided by (current assets less current liabilities) (refer point a)	4.08	2.17	88.06%
(viii)	Net profit ratio = Net profit or loss/Revenue (refer point c)	(0.61)	(0.98)	-37.93%
(ix)	Return on capital employed = (earnings before finance cost and taxes) divided by capital employed #	(1.93)	(1.92)	0.98%
(x)	Return on Investment = (Fair value of investment - cost of investment)/cost of Investment		Not applicable	
	# capital employed = Tangible Net Worth + Total Debt + Deferred Tax Liability			

Note: Reasons for change more than 25% is as under

a) Principal reason for change in (i) and (vii) current ratio is due to losses incurred during the year.

b) Principal reason for change in (v) due to decrease in trade receivables compared to previous year.

c) Principal reason for change in (viii) is due to decrease in losses during the year compared to previous year.

34. DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY

The Company does not fulfil the criteria as specified under section 135(1) of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, accordingly the Company is not required to comply with the relevant provisions of the Act.

35. SEGMENT REPORTING

Based on the Company's business model and considering the internal financial reporting to the management, "Counselling services" has been considered as the only reportable segment. Further, all operations are majorly based only in India. Hence, no separate financial disclosures have been provided for segment reporting.

36. During the year ended 31 March 2023 and 31 March 2022, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries).

37. During the year ended 31 March 2023 and 31 March 2022, the Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

38. The financial statements are approved for issue by the Company's Board of Directors on 24 May 2023

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Nikhil Vaid
Partner
Membership No.: 213356
Place: Hyderabad
Date: 24 May, 2023

For and on behalf of the Board of Directors of
International Educational Gateway Private Limited

Jai Deep Gupta
Director
DIN: 06392120
Place: Hyderabad
Date: 24 May, 2023

Rakesh Gupta
Director
DIN: 07190857

DIRECTORS' REPORT

Dear Shareholders,

We are pleased to present the 7th Annual Report and Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL RESULTS & STATE OF AFFAIRS

The Company is engaged in the business of running online code learning and placement assistance platform. The Company has incurred a loss of ₹335.58 Million in FY23 as compared to a loss of ₹171.19 Million in FY22.

SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2023 stood at ₹ 2.8 Million comprising of 200,000 (Two Lakh) Equity shares of ₹10/- (Rupees Ten Only) each and 80,000 (Eighty Thousand) Preference Shares of ₹10/- (Rupees Ten Only).

The Issued, Subscribed and Paid-up Share Capital of your Company as on March 31, 2023 stood at ₹1.68 Million comprising of 103,274 (One Lakh Three Thousand Two Hundred Seventy-Four) Equity Shares of ₹10/- (Rupees Ten Only) each and 61,618 (Sixty-One Thousand Six Hundred Eighteen) Compulsory Convertible Preference Shares of ₹10/- (Rupees Ten Only) each.

During the year under review, the Company has allotted equity and preference shares as follows:

Type of Shares	No. of Shares Allotted	Face value per share (₹)	Details of Allottee(s)
Equity Shares	7,164	10/-	Employees under ESOP scheme
Compulsory Convertible Preference Shares	2,356	10/-	Startup Investments Holding Limited
Compulsory Convertible Preference Shares	36,426/-	10/-	Info Edge (India) Limited

DIVIDEND

No dividend has been declared for FY23.

TRANSFER TO GENERAL RESERVE

During the year under review, the Company has transferred ₹16.96 Million 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

During the period under review, following material changes have occurred which may affect the financial position of the Company.

a. Info Ede (India) Limited itself and its wholly owned subsidiary i.e. Startup Investments (Holding) Limited has acquired 51% stake in the Company by investing into Equity as well as Compulsorily Convertible Preference Shares. Pursuant to the said acquisition, the Company has become subsidiary of Info Edge (India) Limited.

As required under Section 134(3) of the Companies, Act 2013 ('the Act'), the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in 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.

DETAILS OF SUBSIDIARIES/JOINT VENTURES/ ASSOCIATE COMPANIES

The Company has no subsidiary, joint venture or associate company as on date of this report, However Info Edge (India) Limited has become holding Company of your Company.

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 Act read together with the Companies (Acceptance of Deposits) Rules 2014.

STATUTORY AUDITORS

R K Bhalla & Co., Chartered Accountants, pursuant to your approval, were appointed as the Statutory Auditors of the Company in the 6th Annual General Meeting (AGM) of the Company for carrying out the audit of the financial statements of the Company for the financial year ended on March 31, 2023. However, R K Bhalla & Co., are completing their term in ensuing AGM and they have also communicated their unwillingness to be re-appointed as statutory auditors of the Company.

The Board therefore recommended the appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Firm Registration No. 101049W/E300004 for a period of 5 consecutive years from the conclusion of 7th AGM till the conclusion of 12th AGM to be held in the year 2028.

The proposed auditors have confirmed that they are not disqualified under any provisions of Section 141(3) of the Act and also their engagement with the Company is within the prescribed limits under Section 141(3)(g) of the Act.

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 Act by the Auditors of the Company.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, following changes have occurred in the Board of Directors & Key Managerial Personnel of the Company:

1. Mr. Ankush Singla was appointed as a Whole-time Director & CEO of the Company w.e.f. January 1, 2023 for a period of three years.
2. Mr. Kannu Mittal was appointed as a Whole-time Director & COO of the Company w.e.f. January 1, 2023 for a period of three years.
3. Mr. Dhawal Parate was appointed as a Whole-time Director & CBO of the Company w.e.f. January 1, 2023 for a period of three years.
4. Mr. Pawan Goyal was appointed as a Director (Non-Executive) of the Company w.e.f. October 21, 2022.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors of the Company met 11 (Eleven) times during the year on April 9, 2022, May 4, 2022, May 17, 2022, July 20, 2022, July 21, 2022, July 22, 2022, October 1, 2022, October 14, 2022, October 21, 2022, December 30, 2022 & February 2, 2023. 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 FY23

Name of the Director	Position	No. of Meetings held during the year	No. of Meetings attended during the year
Ankush Singla	Whole-Time Director	11	11
Kannu Mittal	Whole-Time Director	11	11
Dhawal Parate	Whole-Time Director	11	11
Pawal Goyal*	Director	2	1

*Appointed as a Director w.e.f. October 21, 2022 and only 2 meetings were held during his tenure.

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 provisions of rule 5(2) of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 framed under the Act are not applicable to the Company.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company did not make any loan, 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. 32 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 Act are not applicable on the Company.

ANNUAL RETURN

As required by Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company will be available on the website of the holding company at https://www.infoedge.in/InvestorRelations/IR_Annual_Subsidiary.

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 ₹24.38 Million.

THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

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.

There were no cases reported in the Company during the year under review.

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.

INSOLVENCY AND BANKRUPTCY CODE, 2016

No application or any proceeding has been filed against the Company under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) ("IBC Code") during the FY23.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

The Company has not made any one-time settlement, therefore, the same is not applicable.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3)(c) and 134(5) of the Act, 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, 2023 and of the 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; and

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
Sunrise Mentors Private Limited

Sd/-	Sd/-
Ankush Singla	**Kannu Mittal**
DIN:06465161	DIN:07521735
Whole Time Director & CEO	Whole Time Director

Date: July 14, 2023
Place: Gurugram

ANNEXURE A
FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 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(s) 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(s) 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, KMPs or the management, their relatives are present under Note No. 32 to Financial Statements as part of the Annual Report.

For and on behalf of Board of Directors
Sunrise Mentors Private Limited

	Sd/-	Sd/-
	Ankush Singla	**Kannu Mittal**
Date: July 14, 2023	DIN:06465161	DIN:07521735
Place: Gurugram	Whole Time Director & CEO	Whole Time Director

INDEPENDENT AUDITOR'S REPORT

To the Members of

SUNRISE MENTORS PRIVATE LIMITED

OPINION

We have audited the financial statements of Sunrise Mentors Private Limited (hereinafter referred to as "the Company"), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including other comprehensive income), 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 the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

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 principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and loss and other comprehensive expenses, 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 SAs 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 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 opinion on the financial statements.

KEY AUDIT MATTERS

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

OTHER INFORMATION

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the 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 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.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's management and Board of Directors are 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 state of affairs, profit/loss (including other comprehensive income), changes in equity and cash flows 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.

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 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 statements 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 and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors is 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.

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 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.

- 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.

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 Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. (A) As required by section 143(3) of the Act and Companies (Audit and Auditors) Rule 2014, 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 purpose of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as 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 Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act.

   e) On the basis of the written representations received from the Directors as on March 31, 2023 taken on record by the board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Companies Act 2013.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the group and the operating effectiveness of such controls, refer to our separate report in **"Annexure B";**

   (B) 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.

   (C) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of Sec 197(16) of the Act as amended, we report that Section 197 is not applicable to a private company. Hence reporting as per Section 197(16) is not required.

For **R K Bhalla & Co**
Chartered Accountants
(Firm Registration No: 024798N)

Suraj Bhalla
Partner
(Membership No: 521246)

Date: May 22, 2023
Place: Noida

Place: New Delhi
Date: May 22, 2023

THE "ANNEXURE A" TO THE AUDITORS' REPORT (SUNRISE MENTORS PRIVATE LIMITED – FY 2022-23)

i) In respect of Company's Property, plant and Equipment:

a) The company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

b) The Company has a program of verification to cover all the items of Property, Plant and Equipment 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 Property, Plant and Equipment were physically verified by the management during the year. According to the information and explanations given to us, & after applying our judgement, no discrepancies were noticed on such verification.

c) The Company has no immovable property. Hence reporting under clause 3(i)(c) is not applicable to the Company.

d) The Company has not revalued its Property, Plant and Equipment (including right to use assets) or intangible assets.

e) There are no proceedings initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii) The Company does not hold any Inventory. 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 Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.

iv) The Company has no loans, investments, guarantees, and securities in respect of section 185 & 186 of Companies Act, 2013. Accordingly, reporting under clause 3(iv) of the Order is not applicable to the Company.

v) The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2023 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) According to the information and explanations given to us & as per records examined by us, in respect of statutory dues:

a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.

b) There were no undisputed amounts payable in respect of Income Tax, Goods and Service Tax, Customs Duty, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

c) The company has not dispute regarding income tax and Goods & service tax.

viii) There are no transactions recorded in the books of account nor have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)

ix) The company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

x) 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 (x) of the Order is not applicable to the Company.

xi) To the best of our knowledge and according to the information and explanations given to us & as per records examined by 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.

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 Consolidated financial statements as required by the applicable accounting standards.

xiv) According to the information and explanations given to us & as per records examined by, the Company has an internal audit system commensurate with the size and nature of its business.

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) In respect of Company's RBI Compliances

a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

b. In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

xvii) The Company has incurred any cash losses in the financial year 2022-23.

xviii) There has been no resignation by statutory auditors during the year under consideration.

xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the Consolidated financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) Based on our audit procedures and according to the information given by the management, provision of section 135 is not applicable on the company, consequently provisions of clause xx (a), (b) are not applicable here.

For **R K Bhalla & Co**
Chartered Accountants
(Firm Registration No: 024798N)

Suraj Bhalla
Partner
(Membership No: 521246)

Date: May 22, 2023
Place: Noida

Place: New Delhi
Date: May 22, 2023

ANNEXURE- B TO THE INDEPENDENT AUDITOR'S REPORT

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

Opinion

We have audited the internal financial controls over financial reporting of **Sunrise Mentors Private Limited** ("the Company") as of March 31, 2023 in conjunction with our audit of the financial statements of the Company for the year ended as on that date.

In our opinion, 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, 2023, 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 ICAI.

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 ("ICAI"). 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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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, both issued by the "ICAI" and deemed to be 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 judgment, 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 system with reference to financial statements.

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

(i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(ii) 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

(iii) 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

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.

For **R K Bhalla & Co**
Chartered Accountants
(Firm Registration No: 024798N)

Suraj Bhalla
Partner
(Membership No: 521246)

Date: May 22, 2023
Place: Noida

Place: New Delhi
Date: May 22, 2023

BALANCE SHEET

AS AT MARCH 31, 2023

(₹'000)

Particulars	Notes	As at March 31, 2023 (₹'000)	As at March 31, 2022 (₹'000)
ASSSETS			
Non-Current Assets			
Property, Plant and Equipment	3	11,676.48	5,989.13
Intangible Assets	4	34.34	46.33
-Right of Use Assets		30,314.21	-
Financial Assets	5	15,084.53	4,183.54
Deferred Tax Asset	6	16,980.56	15,140.62
Other Non-Current Assets	7	-	-
Total Non Current Assets		**74,090.12**	**25,359.62**
Current Assets			
Financial Assets			
(i) Trade Receivables	8	4,924.52	11,534.58
(ii) Cash & Cash Equivalents	9	32,384.58	24,431.94
(iii) Other Bank Balances	9b	733,926.21	122,542.50
(iv) Other Financial Assets	10	99,630.80	13,293.25
Other Current Assets	7	32,194.78	7,234.59
Total Current assets		903,060.88	179,036.85
Total Assets		**977,151.00**	**204,396.47**
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	1,032.74	961.10
Other Equity	12	607,263.44	143,685.10
Total Equity		**608,296.18**	**144,646.20**
LIABILITIES			
Non-Current Liabilities & Provisions			
Provisions	13	11,704.09	12,035.64
Lease Liabilities	14	15,308.52	-
Total Non Current Liabilities		**27,012.61**	**12,035.64**
Current Liabilities & Provisions			
Financial Liabilities			
Trade Payables	15	11,245.22	8,072.10
(i) Lease Liabilities	14	15,042.93	-
(ii) Other Financial Liabilities	16	29,472.77	8,993.14
Other Current Liabilities	17	279,289.64	28,427.88
Provisions	13	6,791.65	2,221.51
Total Current Liabilities		**341,842.22**	**47,714.63**
Total Equity & Liabilities		**977,151.00**	**204,396.47**

Significant accounting policies 1&2

The accompanying Notes 1 to 36 form an integral part of these financial statements

In terms of our report of even date annexed
For RK Bhalla & Co
Firm Registration No. 024798N
Chartered Accountants

Suraj Bhalla
Partner
Membership No.521246

For and on behalf of board of director
of Sunrise Mentors Private Limited

Ankush Singla
(Director)
DIN:06465161
Add: 8B, C-104, M.K Residency Apartment, Dwarka, Sec-11, New Delhi-110075

Kannu Mittal
(Director)
DIN:07521735
Add: A-1101, Bestech Park View City 2, Sector 49, Gurugram-122018

Place : NEW DELHI
Date: 22-May-2023

STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(₹'000)

	Particulars	Notes	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
	INCOME			
I	Revenue From Operations	18	589,081.33	279,615.47
II	Other Income	19	23,980.49	9,500.04
III	**Total Income (I+II)**		**613,061.82**	**289,115.51**
	EXPENSES			
	Employee Benefits Expense	20	481,769.82	257,970.78
	Finance Costs	21	27,313.80	4,859.28
	Depreciation and Amortisation Expense	22	17,726.28	3,748.64
	Advertising and Promotion Cost	23	315,994.70	146,989.39
	Network, Internet and other direct charges	24	15,739.30	10,573.25
	Other Expenses	25	99,277.65	42,439.04
IV	**Total Expenses**		**957,821.55**	**466,580.39**
V	**(Loss)/Profit Before Tax From Continuing Operations**		**(344,759.72)**	**(177,464.88)**
VI	**Tax Expense**			
	(1) Current Tax		-	-
	(2) Deferred Tax Credit		(1,839.94)	(7,370.32)
VII	**Profit For The Year From Continuing Operations**		**(342,919.79)**	**(170,094.56)**
VIII	**Other Comprehensive Income**			
	(A) Items that will not be reclassifed to proft or loss			
	Remeasurement gain/(loss) of post employment benefit obligation - Due to Experience Adjustment		7,346.90	(1,094.16)
	Total comprehensive income for the year, net of tax		**(335,572.89)**	**(171,188.72)**
IX	Earnings per equity share (computed on the basis of profit for the year):			
	(1) Basic Earnings per share	26	(2,079.66)	(1,283.38)
	(2) Diluted Earnings per share	26	(2,058.42)	(1,173.73)

Significant accounting policies 1&2

The accompanying Notes 1 to 36 form an integral part of these financial statements

In terms of our report of even date annexed
For RK Bhalla & Co
Firm Registration No. 024798N
Chartered Accountants

Suraj Bhalla
Partner
Membership No.521246

For and on behalf of board of director
of Sunrise Mentors Private Limited

Ankush Singla
(Director)
DIN:06465161
Add: 8B, C-104, M.K Residency Apartment, Dwarka, Sec-11, New Delhi-110075

Kannu Mittal
(Director)
DIN:07521735
Add: A-1101, Bestech Park View City 2, Sector 49, Gurugram-122018

Place : NEW DELHI
Date: 22-May-2023

STATEMENT OF CASH FLOW

FOR THE YEAR ENDED MARCH 31, 2023

	Particulars	Year Ended March 31, 2023 (₹'000)	Year Ended March 31, 2022 (₹'000)
A	**CASH FLOW FROM OPERATING ACTIVITY**		
	Net Profit Before Tax as per Profit & Loss Statement	**(344,759.72)**	**(177,464.88)**
	Adjustment For :		
	Depreciation / Amortization	17,726.28	3,748.64
	Interest Income:		
	(i) Interest on Fixed Deposits	(23,206.80)	(9,481.82)
	(ii) Interest on Security Deposits	(463.94)	-
	Provisions for ESOP, Leave Encashment & Gratuity	31,360.34	27,057.44
	Finance Cost:		
	(i) Interest on Lease Liability	2,110.34	-
	(ii) Other Finance Cost	25,203.46	4,859.28
	Operating Profit Before Working Capital Changes	**(292,030.04)**	**(151,281.34)**
	Adjusted For:		
	Trade & Other Receivables	6,610.06	(5,084.61)
	Other Non-current Financial Assets	(10,900.99)	(4,120.29)
	Other Current Financial Assets	(86,337.56)	(5,490.06)
	Other Current Assets	(24,960.19)	(6,076.79)
	Current Provisions	(709.26)	-
	Trade & Other Payables	3,173.13	2,919.08
	Other Current Liabilities	250,861.76	9,463.14
	Other Financial Liabilities	20,479.62	10,290.43
	Cash Generated From Operation	**(133,813.47)**	**(149,380.43)**
	Less:Taxes Paid (Net)	-	-
	Net Cash From Operating Activities	**(133,813.47)**	**(149,380.43)**
B	**Cash Flows From Investing Activity**		
	Purchase of PPE	(11,638.49)	(5,957.84)
	Purchase of New Right of Use Assets	(925.46)	-
	Movement in Non Current Assets	-	2,190.88
	Maturity of / (Investment In) Fixed Deposits	-	-
	Interest Income	23,670.74	9,481.82
	Net Cash (Used in) Investing Activity	**11,106.78**	**5,714.86**
C	**Cash Flows From Financing Activities**		
	Proceeds From Issue of Share Capital	71.64	-
	Proceeds From Issue of Preference Share Capital	780,085.64	-
	Preference Share Capital Issue Expenses	-	-
	Repayment of Lease Liability	(10,800.45)	-
	Interest on Lease Liability	(2,110.34)	
	Other Finance Cost	(25,203.46)	(4,859.28)
	Net Cash (Used in) Generating From Financing Activities	**742,043.03**	**(4,859.28)**
	Net (Decrease) in Cash and Cash Equivalent	619,336.34	(148,524.85)
	Opening Balance of Cash and Cash Equivalents	146,974.44	295,499.29
	Closing Balance of Cash and Cash Equivalents	**766,310.78**	**146,974.44**
	Components of Cash and Cash Equivalents		
	Investment in Fixed Deposit with Current Maturities	-	1,000.00
	Balances with Banks		
	On Current Accounts	32,269.03	23,350.67
	Other Bank Balance	733,926.21	122,542.50
	Digital Wallet	74.25	39.98
	Cash on Hand	41.29	41.29
		766,310.78	**146,974.44**

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

A. EQUITY SHARE CAPITAL

(1) Current Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
961.1	-	-	71.64	1,032.74

(2) Previous Reporting Period

Balance at the beginning of the current reporting period	Changes in Equity Share Capital due to prior period errors	Restated Balance at the beginning of current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
961.1	-	-	-	961.1

B. OTHER EQUITY

(1) Current Reporting Period

Particulars	Reserves and Surplus			Other Items of Other Comprehensive Income - Remeasurement gain/(loss) of post employment benefit obligation	Total
	Securities Premium	Share Based Payment Reserves	Retained earnings		
Balance as at 01st April 2022	3,60,590.08	40,267.55	(2,56,442.63)	(1,094.16)	**1,43,320.84**
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-
Restated Balance as at 01st April 2022	-	-	-	-	-
Total comprehensive income for the Year	7,79,833.72	19,065.59	(3,42,919.79)	7,346.90	4,63,326.42
Dividends	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Any other change	-	-	-	-	-
Balance as at 31st March 2023	**11,40,423.80**	**59,333.14**	**(5,99,362.42)**	**6,252.74**	**6,06,647.26**

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

B. OTHER EQUITY

(2) Previous Reporting Period

Particulars	Reserves and Surplus			Other Items of Other Comprehensive Income - Remeasurement gain/(loss) of post employment benefit obligation	Total
	Securities Premium	Share Based Payment Reserves	Retained earnings		
Balance as at 01st April 2021	3,60,590.08	20,185.96	(86,348.07)	-	**2,94,427.97**
Changes in Accounting Policy or Prior Period Errors	-	-	-	-	-
Restated Balance as at 01st April 2021	-	-	-	-	-
Total comprehensive income for the Year	-	20,081.59	(1,70,094.56)	(1,094.16)	(1,51,107.13)
Dividends	-	-	-	-	-
Transfer to Retained Earnings	-	-	-	-	-
Any other change	-	-	-	-	-
Balance as at 31st March 2022	**3,60,590.08**	**40,267.55**	**(2,56,442.63)**	**(1,094.16)**	**1,43,320.84**

Significant accounting policies 1&2
The accompanying Notes 1 to 36 form an intergral part of these financial statements

In terms of our report of even date annexed
For **RK Bhalla & Co**
Firm Registration No. 024798N
Chartered Accountants

Suraj Bhalla
Partner
Membership No.521246

For and on behalf of board of director
of Sunrise Mentors Private Limited

Ankush Singla
(Director)
DIN:06465161
Add: 8B, C-104, M.K Residency Apartment, Dwarka, Sec-11, New Delhi-110075

Kannu Mittal
(Director)
DIN:07521735
Add: A-1101, Bestech Park View City 2, Sector 49, Gurugram-122018

Place : NEW DELHI
Date: 22-May-2023

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

1. COMPANY OVERVIEW

Sunrise Mentors Private Limited ("Company") was incorporated in May 2016 & is in the business of providing Educational & Coaching Services. Company commenced commercial operations during financial year 2016-17.

2. BASIS OF PREPARATION, MEASUREMENT AND SIGNIFICANT ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION AND MEASUREMENT

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of services and time between the rendering of service and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities. The financial statements have been prepared under the historical cost convention basis.

2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a) Accounting Convention

The company follows the mercantile system of accounting, recognizing income and expenditure on accrual basis. The accounts are prepared on historical cost basis and as a going concern. Accounting policies not referred to specifically otherwise, are consistent with the generally accepted accounting principles.

b) Revenue recognition

Revenue from services rendered is recognized in proportion to the stage of completion of the transaction at the reporting date when the outcome of the transaction can be estimated reliably.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, etc. In case of multi-element revenue arrangements, which involve delivery or performance of multiple products, services, evaluation will be done of all deliverable in an arrangement to determine whether they represent separate units of accounting at the inception of arrangement. Total arrangement consideration related to the bundled contract is allocated among the different elements based on their relative fair values (i.e. ratio of the fair value of each element to the aggregated fair value of the bundled deliverables). In case the relative fair value of different components cannot be determined on a reasonable basis, the total consideration is allocated to the different components based on residual value method.

Interest Income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

For all Financial Assets measured at amortized cost (refer 'h' below), interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

c) Property, Plant & Equipment

Recognition and initial measurement

Property, plant and equipment are stated at their historical cost less accumulated 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 attributable to such subsequent cost associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repair and maintenance costs are recognized in statement of profit or loss as incurred.

Depreciation/Amortization

Depreciation on tangible and intangible property, plant & equipment is provided as per written down value method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

Depreciation / amortization on assets added, sold or discarded during the year are provided on pro-rata basis.

Asset Category	Estimated Useful life (in Years)
Office Equipment	5 Years
Computer & Data Processing Units	3 Years
Furniture & Fixtures	10 Years
Electrical Installations and Equipment's	10 Years
Building	10 Years
Servers & Networks	6 Years
Intangible Assets	10 Years
Plant & Machinery	15 Years

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Salvage value/Residual value is taken @5% of the purchase cost of the asset.

Subsequent measurement

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

De-recognition

An item of property, plant and equipment and any significant part initially recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

d) Intangible assets

Recognition and initial measurement

Purchased Intangible assets are stated at cost less accumulated amortization and impairment, if any.

Internally developed intangible assets

Subsequent measurement (amortization)

All finite-lived intangible assets, including internally developed intangible assets, are accounted for using the cost model whereby capitalized costs are amortized on written down value basis over their estimated useful lives. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

e) Fair value measurement

The company measures certain financial instruments, such as, investments 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

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

f) Income Taxes

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. 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. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each balance sheet Date, the Company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

g) Government grants

When the Company receives grants for non-monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e by equal instalments.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

h) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

i) Provisions, contingent assets and contingent liabilities

Provisions are recognized only when there is a present 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 when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When provisions are discounted, the increase in the provision due to the passage of time is recognized as a finance cost.

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefits is probable, related asset is disclosed.

j) Financial instruments

Financial instruments are recognized when the company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the company determines that the fair value at initial recognition differs from the transaction price, the company accounts for that instrument at that date as follows:

At the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The company recognizes the difference between the fair value at initial recognition and the transaction price as a gain or loss.

in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Company recognizes that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

Financial assets at amortized cost – the financial instrument is measured at amortized cost if both the following conditions are met:

The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest method.

Investments in equity instruments of subsidiaries, joint ventures and associates - Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements.

Financial assets at fair value

Investments in equity instruments other than above – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset is primarily de-recognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities Subsequent measurement

After initial recognition, the financial liabilities are subsequently measured at amortized cost using the effective interest method.

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a company of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortized cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider –

All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.

Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Trade receivables

For debtors that are not past due – The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires lifetime expected credit losses to be recognized upon initial recognition of receivables. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

Life time expected credit losses are assessed and accounted based on company's historical counter party default rates and forecast of macro-economic factors, by dividing receivables that are not considered to be individually significant by reference to the business segment of the counter party and other shared credit risk characteristics to evaluate the expected credit loss. The expected credit loss estimate is then based on recent historical counter party default rates for each identified segment.

The Company defines default as an event when the financial asset is past due for more than 365 days. This definition is based on management's expectation of the time period beyond which if a receivable is outstanding, it is an objective evidence of impairment.

For debtors considered past due – any enhancement in the accrual done for expected credit loss on individually significant receivables is made to recognize any additional expected credit loss on amount recoverable. The Company writes off trade receivables when there is no objective evidence that such amounts would not be recovered. Financial assets that are written-off are still subject to enforcement activity by the Company.

Other financial assets

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

Impairment of non-financial assets

For impairment assessment purposes, assets are companied at the lowest levels for which there are largely independent cash inflows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

At each reporting date, the Company assesses whether there is any indication based on internal/ external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed which is the higher of fair value less costs of disposal and value-in-use and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

To determine value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Company's latest approved budget, adjusted as necessary to exclude the effects of future re-organizations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessment of the time value of money and asset-specific risk factors.

Fair value measurement

The Company measures certain financial instruments, such as, investments 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. The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

Refer Note 28B for fair value hierarchy.

k) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

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

n) Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. Any revision to accounting estimates is recognized prospectively. Difference between the actual result and the estimates are recognized in the period in which the results are known / materialized.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

O) **Post-employment, long term and short-term employee benefits**

Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

Long-term employee benefits are recognized as an expense in the Statement of profit and Loss for the year in which the employees have rendered services. The expense is recognized at the present value of the amount payable as per accrual basis.

Other long-term employee benefits

Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

Employee options

The fair value of options granted under the Info Edge Employees' Stock Option Scheme is recognized as an employee benefits expense with a corresponding increase in equity. The total amount to be expensed is determined by reference to the grant date fair value of the options granted:

- including any market performance conditions (e.g., the entity's share price)
- excluding the impact of any service and non-market performance vesting conditions (e.g. profitability, sales growth targets and remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions (e.g. the requirement for employees to save or holdings shares for a specific period of time).

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

Employee benefits

Gratuity

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognized in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognized actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

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.

(i) Amount recognised in the balance sheet is as under:

(₹'000)

Particulars	31 March 2023	
	Current	Non - Current
Gratuity	165.443	11,704.092

(ii) Amount recognised in the statement of profit and loss is as under:

(₹'000)

Description	31 March 2023
Current service cost	6,119.824
Net interest cost	886.457
Net impact on profit (before tax)	7,006.281
Continuing operations	-
Discontinued operations	-
Actuarial loss/(gain) recognised during the year (Continuing operations)	(7,346.898)
Amount recognised in the statement of profit and loss	340.617

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(III) Movement in the present value of defined benefit obligation recognised in the balance sheet is as under:

(₹'000)

Description	31 March 2023
Present value of defined benefit obligation as at the start of the year	12,210.152
Current service cost	6,119.824
Interest cost	886.457
Actuarial loss/(gain) recognised during the year	(7,346.898)
Benefits paid	-
Present value of defined benefit obligation as at the end of the year	11,869.535

(IV) Movement in the plan assets recognised in the balance sheet is as under:

(₹'000)

Description	31 March 2023
Fair Value of plan assets at beginning of year	-
Expected return on plan assets	-
Employer's contribution	-
Benefits paid	-
Actuarial gain/(loss) on plan assets	-
Fair Value of plan assets at the end of the year	-
Actual return on plan assets	-

(V) Breakup of actuarial (gain)/loss:

(₹'000)

Description	31 March 2023
Actuarial (gain)/loss on arising from change in demographic assumption	-
Actuarial (gain)/loss on arising from change in financial assumption	-
Actuarial (gain)/loss on arising from experience adjustment	(7,346.898)
Total actuarial (gain)/loss	(7,346.898)

(VI) Actuarial assumptions :

(₹'000)

Description	31 March 2023
Discount rate	7.38%
Future salary increase	8.00%
Expected average remaining working lives of employees (years)	32.69

Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2012-14) Ultimate table.

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year-end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

(VII) Sensitivity analysis for gratuity liability

(₹'000)

a)	**Impact of the change in discount rate**	
	Present Value of Obligation at the end of the period	11,869.535
a)	Impact due to increase of 0.50%	(1,041.523)
b)	Impact due to decrease of 0.50 %	1,179.375
b)	**Impact of the change in salary increase**	
	Present Value of Obligation at the end of the period	11,869.535
a)	Impact due to increase of 0.50%	929.493
b)	Impact due to decrease of 0.50 %	(847.617)

The above sensitivity analysis 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 benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognized in the balance sheet.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(VIII) Maturity profile of defined benefit obligation

(₹'000)

Description	31 March 2023
0 to 1 Year	165.443
1 to 2 Year	174.489
2 to 3 Year	229.411
3 to 4 Year	282.879
4 to 5 Year	353.873
5 to 6 Year	329.493
6 Year onwards	10,333.947

(IX) Category of Plan Assets

Particulars	31 March 2023
LIC of India - Group Gratuity Cash Accumulation Fund	-
Others	-
Total	-

(X) Compensated absences (unfunded)

The leave obligations cover the Company's liability for sick and earned leaves. The Company has a policy where an employee can carry forward only a maximum of 9 leaves in the next year and an employee can use it only up to next Financial Year. Therefore, the whole amount of provision has been presented as current Amount and has been recognized in the statement of profit and loss.

(₹'000)

Particulars	31 March 2023	
	Current	Non - Current
Compensated Absences (Unfunded)	6,626.210	NIL

(XI) Defined contribution plans

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident Fund and Employee State Insurance Scheme which are defined contribution plans. The Company has no obligations other than it to make the specified contributions. The contributions are charged to the statement of profit and loss as they accrue. The amount recognized as an expense towards contribution to Provident Fund for the year aggregated to ₹67,32,315/- and contribution to Employee State Insurance Scheme for the year ₹7,144/-

p) Investments

Investments are either classified as current or long-term based on Management's intention at the time of purchase. Long-term investments are carried at cost less provision for diminution recorded to recognize any decline, other than temporary, in the carrying value of each investment. Current investments are carried at lower of cost and fair value, category wise. Cost includes acquisition charges such as brokerage, fee and duties.

q) Impairment

The carrying amount of assets is reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

r) Leases

Where the Company is the lessee, leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

s) Segment Reporting

The Company is primarily in the business of providing online educational courses & thus, there is no other segment in which company deals with.

t) Contingent Liabilities:

Provisions are recognized only when there is a present 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 when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When provisions are discounted, the increase in the provision due to the passage of time is recognized as a finance cost.

The company has no Contingent liabilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

3. PROPERTY, PLANT AND EQUIPMENT

(₹'000)

Particulars	Buildings	Plant and equipment	Furniture and Fixtures	Office Equipments	Computers	Server & Networks	Total
Cost							
As at April 1, 2021	**1,398.82**	**862.04**	**(0.00)**	**1,021.12**	**7,933.53**	**96.55**	**11,312.05**
Additions	-	181.85	21.86	246.20	5,418.53	89.40	5,957.84
Disposals	-	-	-	-	-	-	-
As at March 31, 2022	**1,398.82**	**1,043.89**	**21.86**	**1,267.32**	**13,352.06**	**185.94**	**17,269.9**
Additions	-	867.25	-	3,169.63	6,351.95	1,279.75	11,668.58
Disposals	-	-	-	30.09	-	-	30.09
As at March 31, 2023	**-**	**1,911.14**	**21.86**	**4,406.86**	**19,704.00**	**1,465.70**	**28,908.39**
Accumulated Depreciation							
As at April 1, 2021	**1,398.82**	**403.29**	**(0.00)**	**724.78**	**4,935.91**	**85.51**	**7,548.32**
Depreciation charge for the year	-	95.77	0.02	172.26	3,459.39	5.01	3,732.45
Disposals	-	-	-	-	-	-	-
As at March 31, 2022	**1,398.82**	**499.06**	**0.02**	**897.04**	**8,395.31**	**90.52**	**11,280.77**
Depreciation charge for the year	-	168.85	5.65	760.39	4,820.09	196.15	5,951.14
Disposals	-	-	-	-	-	-	-
As at March 31, 2023	**-**	**667.91**	**5.67**	**1,657.44**	**13,215.40**	**286.67**	**17,231.91**
Net book value :							
As at March 31, 2023	-	1,243.23	16.19	2,749.42	6,488.60	1,179.03	11,676.48
As at March 31, 2022	-	544.83	21.85	370.28	4,956.75	95.43	5,989.13
As at April 1, 2021	-	458.75	0.00	296.34	2,997.61	11.04	3,762.74

4. INTANGIBLE ASSETS

(₹'000)

Particulars	Software	Total
Cost		
As at April 1, 2021	**95.41**	**95.41**
Additions	-	-
Disposals	-	-
As at March 31, 2022	**95.41**	**95.41**
Additions	-	-
Disposals	-	-
As at March 31, 2023	**95.41**	**95.41**
Amortisation		
As at April 1, 2021	**32.90**	**32.90**
Amortisation charge for the year	16.19	16.19
Disposals	-	-
As at March 31, 2022	**49.08**	**49.08**
Amortisation charge for the year	11.99	11.99
Disposals	-	-
As at March 31, 2023	**61.08**	**61.08**
Net book value :		
As at March 31, 2023	34.34	34.34
As at March 31, 2022	46.33	46.33
As at April 1, 2021	62.52	62.52

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

5. FINANCIAL ASSETS

(₹'000)

Particulars	Non Current	
	31-Mar-23	31-Mar-22
(a) Investments in Fixed Deposits		
Investments in Fixed Deposits	-	-
Accrued Interest		
	-	-
(b) Other Financial Assets		
Security Deposit	15,084.53	4,183.54
Total	**15,084.53**	**4,183.54**

6. DEFERRED TAX ASSET

(₹'000)

Particulars	Non Current	
	31-Mar-23	31-Mar-22
	45,016.00	**44,651.00**
(a) Provision for ESOP	**42,363.95**	**40,267.55**
(b) Provision for Leave Encashment	**6,626.21**	**2,047.00**
(c) Provision for Gratuity	**11,869.54**	**12,210.15**
(d) Difference in WDV of PPE & Intangible Assets	**-**	**-**
- As per Companies Act, 2013	11,710.82	6,035.46
- As per Income Tax Act, 1961	16,160.95	9,743.90
Temporary Difference	4,450.13	3,708.44
Total Temporary Differences	**65,309.83**	**58,233.14**
Closing Deferred Tax@26%	**16,980.56**	**15,140.62**

7. OTHER ASSETS

(₹'000)

Particulars	Non Current		Current	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Other Loans and Advances (Unsecured, Considered Good)				
Advance to Suppliers	-	-	369.50	1,148.85
Advance to Employees	-	-	81.50	1,000.00
Prepaid Expenses	-	-	5,557.85	564.59
Export benefit receivables	-	-	-	-
Prepaid Rent			1,955.02	-
Income Tax Advances (Net of Provision of Tax)	-	-	16,286.40	4,353.20
Balance with Statutory Authorities				
CENVAT Credit Receivable	-	-	7,944.50	167.96
	-	-	32,194.78	7,234.59
Total	**-**	**-**	**32,194.78**	**7,234.59**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

8. TRADE RECEIVABLES (UNSECURED)

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Unsecured: Considered Good	4,974.26	11,651.09
Less: Allowance for Doubtful Receivables	383.43	-
Unsecured: Considered Good (expected credit loss)	49.74	116.51
Total	**4,924.52**	**11,534.58**

Trade Receivables Ageing Schedule

(₹'000)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months - 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Years	Total
(i) Undisputed Trade Receivables - Considered Good	5,057.69	300.00	-	-	-	5,357.69
(ii) Undisputed Trade Receivables - which have significant impact in Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant impact in Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-

Trade Receivables Ageing Schedule

(₹'000)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 Months	6 months - 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Years	Total
(i) Undisputed Trade Receivables - Considered Good	10,807.15	841.94	2.00	-	-	11,651.09
(ii) Undisputed Trade Receivables - which have significant impact in Credit Risk	-	-	-	-	-	-
(iii) Undisputed Trade Receivables - Credit Impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
(v) Disputed Trade Receivables - which have significant impact in Credit Risk	-	-	-	-	-	-
(vi) Disputed Trade Receivables - Credit Impaired	-	-	-	-	-	-

Note:

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 in which any director is a partner, director or a member.

Trade receivables are non interest bearing and are generally on credit terms of 30 days.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

9. CASH AND BANK BALANCES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
(a) Cash and cash equivalents :		
Investment in Fixed Deposit with current maturities	-	1,000.00
RZPX Wallet	74.25	39.98
(b) Balances with banks		
On current accounts	32,269.03	23,350.67
On deposit accounts		
(c) Cash on hand	41.29	41.29
Total	**32,384.58**	**24,431.94**

9B OTHER BANK BALANCES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Balances in fixed deposit accounts with original maturity more than 3 months but less than 12 months	733,926.21	122,542.50
	733,926.21	**122,542.50**

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

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Balance with banks :		
On current accounts	32,269.03	23,350.67
Digital Wallet	74.25	39.98
Cash on hand	41.29	41.29
Total	**32,384.58**	**23,431.94**

10. OTHER FINANCIAL ASSETS

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Accrued Interest	4,929.56	134.99
Deferred Income	94,701.24	13,158.26
Security deposit with current maturities	-	-
Total	**99,630.80**	**13,293.25**
Break-up of the financial assets carried at amortised cost :		
Security deposits	-	-
Total	**-**	**-**

11. EQUITY SHARE CAPITAL

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Authorised:		
2,00,000 equity shares of ₹10 each	2,000.00	2,000.00
80,000 Preference shares of ₹10 each (40,000 Preference Shares in P.Y. 21-22)	800.00	400.00
	2,800.00	**2,400.00**
Issued subscribed and paid up:		
103,274 equity shares of ₹10 each	1,032.74	961.10
Total	**1,032.74**	**961.10**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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

(₹'000)

Particulars	31-Mar-23		31-Mar-22	
	No of shares	Amount	No of shares	Amount
At the beginning of the year	96.11	961.10	96.11	961.10
Issued during the year	7.16	71.64	-	-
Outstanding at the end of the year	**103.27**	**1,032.74**	**96.11**	**961.10**

B. Terms/Rights attached to equity shares

The company has only one class of equity share having face value of ₹10/- per share .The holder of the equity shares is entitled to receive dividend as declared from time to time. The dividend proposed by the Board of Directors is subject to approval of the shareholders in ensuing general meeting. The holder of share is entitled to voting rights proportionate to their share holding at the meetings of shareholders.

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

C. Following shareholders hold equity shares more than 5% of the total equity shares of the Company at the end of the period

(₹'000)

Particulars	31-Mar-23		31-Mar-22	
	Number of shares held having face value of ₹10 each	% of holding in class	Number of shares held having face value of ₹10 each	% of holding in class
01) Equity share capital				
Ankush Singla Capital	52.06	50.41%	67.47	70.20%
Kannu Mittal Capital	12.64	12.24%	16.38	17.04%
Dhawal Parate Capital	10.04	9.72%	10.82	11.26%
Info edge india Limited *	28.53	27.63%	1.44	1.50%
02) Preference share capital				
Info edge india Limited	59.26	96.18%	36.43	100.00%
Startup Investments (Holding) Limited	2.36	3.82%	-	0.00%

D. Shareholding of Promoters

Shares held by promoters at the end of the year			
Promoter Name	**No. of Shares**	**% of Total Shares**	**% Change During the Year**
Ankush Singla	52.06	50.41%	-
Kannu Mittal	12.64	12.24%	-
Dhawal Parate	10.04	9.72%	-
Info edge india Limited	28.53	27.63%	-

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

12. OTHER EQUITY

(₹'000)

Particulars	Amount
a) Preference share capital	
As at 1 April 2021	**364.26**
Changes during the year	-
As at 31 March 2022	**364.26**
Changes during the year	251.92
As at 31 March 2023	**616.18**
b) Share Premium	
As at 1 April 2021	**360,590.08**
Changes during the year	-
As at 31 March 2022	**360,590.08**
Changes during the year	779,833.72
As at 31 March 2023	**1,140,423.80**
c) Employee Stock Option Scheme	
As at 1 April 2021	**20,185.96**
Changes during the period	20,081.59
As at 31 March 2022	**40,267.55**
Changes during the period	2,096.40
As at 31 March 2023	**42,363.95**
d) Retained Earnings	
As at 1 April 2021	**(86,348.07)**
Profit for the year 2021-22	(171,188.72)
Less: Preference share capital issue expenses	-
As at 31 March 2022	**(257,536.79)**
Profit for the year 2022-23	(335,572.89)
Less: Preference share capital issue expenses	-
As at 31 March 2023	**(593,109.68)**
E) General Reserve	
As at 1 April 2021	**-**
Changes during the period	-
As at 31 March 2022	**-**
Changes during the period	16,969.19
As at 31 March 2023	**16,969.19**
Total other equity	
As at 31 March 2023	**607,263.44**
As at 31 March 2022	**143,685.10**
As at 1 April 2021	**274,606.27**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

13. PROVISIONS

(₹'000)

Particulars	Non Current		Current	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
13 a. Provision for employee benefits				
Provision for Gratuity	11,704.09	12,035.64	165.44	174.51
Provision for Compensated Absences	-	-	6,626.21	2,047.00
	11,704.09	**12,035.64**	**6,791.65**	**2,221.51**
Total	**11,704.09**	**12,035.64**	**6,791.65**	**2,221.51**

14. LEASE LIABILITY

(₹'000)

Particulars	Non Current		Current	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Lease Liability	15,308.52	-	15,042.93	-
Total	**15,308.52**	**-**	**15,042.93**	**-**

The following is the movement in lease liabilities for the beginning and at the end of the year

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Balance at the Beginning	**-**	**-**
Add: Additions	41,151.90	-
Less: Deletions	-	-
Add: Interest on Lease Liabilities accrued during the Year	2,110.34	-
Less: Payment of Lease Liabilities (including interest)	12,910.79	-
Balance at the End	**30,351.45**	**-**

The following is the movement in lease liabilities for the beginning and at the end of the year

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Less than One Year	15,042.93	-
One to Five Years	15,308.52	-

15. TRADE PAYABLES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Trade payables		
- total outstanding dues of micro and small enterprises;	-	-
- total outstanding dues of creditors other than micro and small enterprises	11,245.22	8,072.10
Others		
Total	**11,245.22**	**8,072.10**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Trade Receivables Ageing Schedule

31-03-2023

(₹'000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	11,245.22	-	-	-	11,245.22
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

Trade Receivables Ageing Schedule

31-03-2022

(₹'000)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 Year	1 - 2 Year	2 - 3 Year	More than 3 Years	Total
(i) MSME	-	-	-	-	-
(ii) Others	8,072.10	-	-	-	8,072.10
(iii) Disputed Dues - MSME	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-

16. OTHER FINANCIAL LIABILITIES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Creditors for expenses	29,472.77	8,993.14
Total	**29,472.77**	**8,993.14**

Break-up of financial liabilities carried at amortised cost

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Creditors for expenses	29,473	8,993
Trade payable	11,245	8,072
	40,717.99	**17,065.24**

17. OTHER CURRENT LIABILITIES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Advance from customers	233,226.62	9,083.86
Statutory dues payable	14,054.23	6,202.88
Other Current Liabilities	32,008.78	13,141.14
Total	**279,289.64**	**28,427.88**

18. REVENUE FROM OPERATIONS

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Professional Income	589,081.33	279,615.47
Total	**589,081.33**	**279,615.47**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

19. OTHER INCOME

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Interest income:		
Interest Income	23,206.80	9,481.82
Interest on Security Deposit	463.94	-
Interest on IT Refund	293.20	-
Other non operating income		
Discount received	-	5.00
Miscellaneous income	16.55	13.22
Total	**23,980.49**	**9,500.04**

20. EMPLOYEE BENEFITS EXPENSE

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Salaries, Wages and Bonus	423,776.44	221,153.28
Contribution to provident fund and other funds	7,495.18	3,109.53
Share Based Payment to Employees	19,065.59	20,081.59
Other Employee Related Expenses	13,336.01	6,975.85
Staff welfare expenses	18,096.61	6,650.53
Total	**481,769.82**	**257,970.78**

21 FINANCE COST

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Finance Cost	27,313.80	4,859.28
Total	**27,313.80**	**4,859.28**

*** Placement Merchant Fee and Foreclosure interest charges pertaining to student loans has been reclassified as Finance Cost in Current FY from Other Expense**

22. DEPRECIATION AND AMORTISATION EXPENSE

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Depreciation of property, plant and equipments (refer note 3)	5,951.14	3,732.45
Amortisation of intangible assets (refer note 4)	11.99	16.19
Depreciation on Right of Use Assets	11,763.15	-
	17,726.28	**3,748.64**

23. ADVERTISING AND PROMOTION COST

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Advertisement Expenses	282,495.61	101,292.76
Promotion Expenses	33,499.08	45,696.63
	315,994.70	**146,989.39**

24. NETWORK, INTERNET AND OTHER DIRECT CHARGES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Online Video Server Exp	1,101.53	890.00
Server Maintenance Exp	14,637.77	9,683.25
	15,739.30	**10,573.25**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

25. OTHER EXPENSES

(₹'000)

Particulars	31-Mar-23	31-Mar-22
REPAIR & MAINTENANCE EXPENSES		
-Machinery	734.79	559.93
-Other Expense	8,778.49	2,494.61
AUDITOR REMUNERATION		
-Stautory Audit Fees	200.00	200.00
-GST Audit Fees	-	-
-Tax Audit Fees	50.00	50.00
-For Other Matters	110.00	110.00
COMMUNICATION CHARGES	4,942.64	2,959.59
COMPUTER REPAIR & MAINTENANCE	9,641.42	2,622.13
ELECTRICITY EXPENSE	997.84	124.77
INSURANCE EXPENSES	2,049.81	1,259.55
LEGAL & PROFESSIONAL EXPENSES	37,849.18	8,310.59
PAYMENT GATEWAY CHARGES	5,815.11	4,194.79
MISCELLANEOUS EXPENSES	2,164.08	356.75
OFFICE EXPENSE	2,392.66	824.99
RATES & TAXES	1,607.04	728.18
RENT	2,775.74	2,484.85
SOFTWARE USAGE & MAINTENANCE	17,789.87	14,688.11
TRAVEL & CONVEYANCE	1,378.99	470.20
	99,277.65	**42,439.04**

26 EARNING PER SHARE

(₹'000)

Particulars	31-Mar-23			31-Mar-22				
	No. of shares	Weight	Weighted Average	No. of shares	Weight	Weighted Average	31-Mar-23	31-Mar-22
a **Basic Earning Per share(BEPS)**								
Profit attributable to Equity shareholders							(342,919.79)	(170,094.56)
Weighted average number of ordinary shares outstanding adjusted for the effects of all dilutive potential ordinary shares							164.89	132.54
Total number of Equity shareholders	103.27	1.00	103.27	96.11	1.00	96.11		
-Total number of Preference shareholders convertible to equity shareholder	61.62	1.00	61.62	36.43	1.00	36.43		
			164.89			132.54		
BEPS							**(2,079.66)**	**(1,283.38)**
b **Diluted Earning Per share (DEPS)**								
Profit & Loss attributable to Equity holders of the parent company							(342,919.79)	(170,094.56)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(₹'000)

Particulars	31-Mar-23			31-Mar-22				
	No. of shares	Weight	Weighted Average	No. of shares	Weight	Weighted Average	31-Mar-23	31-Mar-22
Weighted average number of ordinary shares outstanding adjusted for the effects of all dilutive potential ordinary shares							166.59	144.92
-Total number of equity shareholders	103.274	1	103	96.11	1	96		
-Total number of ESOP	4.058	1	4	12.382	1	12		
-Total number of Preference shareholders convertible to equity shareholder	59.262	1	59	36.426	1	36	36.43	36.43
			167			145		
DEPS							**(2,058.42)**	**(1,173.73)**

27 CAPITAL MANAGEMENT

The Company's capital management objectives are

- to ensure the Company's ability to continue as a going concern

- to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Debt equity Ratio

(₹'000)

Particulars	31-Mar-23	31-Mar-22
Net Debts	368,854.82	59,750.27
Total equity	608,296.18	144,646.20
Net debt to equity ratio	0.61	0.41

28 LEASES- ASSETS TAKEN ON LEASE

The Company has taken on lease certain land and buildings under operating lease arrangements. The leases are renewable on periodical basis and cancellable at Company's option. Total lease payments recognised in the statement of profit and loss is 27.76 Lacs (31 March 2022: 24.84Lacs)

29 The Company has no' vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid/payable under this Act have not been given.

30 SEGMENT REPORTING

1) On the Basis of product/Services

The Company is primarily in the business of providing online educational courses & thus, there is no other segment in which company deals with.

2) On the basis of Geography

(₹'000)

Particulars	2022-23		2021-22	
	Domestic	Overseas	Domestic	Overseas
Revenue from Customers	584,758.98	4,322.35	274,354.09	5,261.38

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

31 FINANCIAL INSTRUMENTS

A Financial assets and liabilities

The carrying amounts of financial instruments by category are as follows:

(₹'000)

Particulars	Note	31-Mar-23	31-Mar-22
Financial assets measured at amortised cost			
Trade receivables	8	4,974.26	11,651.09
Loans		-	-
Cash & Cash equivalents	9	32,384.58	24,431.94
Other bank balances		733,926.21	122,542.50
Others	10	99,630.80	14,293.25
Total			
Financial liability measured at amortised cost			
Borrowings		(0.00)	(0.00)
Trade payables	14	11,245.22	8,072.10
Other financial liabilities	15	29,472.77	8,993.14
Total			

B Fair values hierarchy

The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

The categories used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

B.1 Financial assets and liabilities measured at fair value- recurring fair value measurements

B.2 Fair value of instruments measured at amortised cost

C Financial Risk Management

A Risk Management

The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

A.1 Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

(i) Low credit risk on financial reporting date

(ii) Moderate credit risk

(iii) High credit risk

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

The Company provides for expected credit loss based on the following:

Basis of Categorisation	Asset Group	Provision for expected credit loss
Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	Low credit risk	12 month expected credit loss
Trade receivables and other financial assets	High credit risk	Life time expected credit loss fully provided for

In respect of trade receivables, the company recognises a provision for lifetime expected credit loss.

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company or debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

Financial assets that exposes the entity to credit risk

(₹'000)

Particulars	Note	31-Mar-23	31-Mar-22
i) Low credit risk on financial reporting date			
Loans		0.00	0.00
Trade receivables	8	4974.26	11651.09
Cash and cash equivalents	9	32384.58	24431.94
Other bank balances		733926.21	122542.50
Other financial assets	10	99630.80	14293.25
ii) Moderate credit risk			
Trade receivables		0.00	0.00
iii) High credit risk			
Trade receivables		0.00	0.00
Other financial assets		0.00	0.00

Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

Credit risk related to trade receivables are mitigated by taking bank guarantees/letter of credit, from customers where credit risk is high. The Company closely monitors the credit-worthiness of the debtors through internal systems that are configured to define credit limits of customers, thereby, limiting the credit risk to pre-calculated amounts. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivable become one year past due.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously.

b) Expected credit losses for financial assets other than trade receivables

i) Company provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses. Since, the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, other bank balances and bank deposits is evaluated as very low. In respect of loans, comprising of security deposits, credit risk is considered low because the Company is in possession of the underlying asset. In respect of other financial assets, credit risk is evaluated based on Company's knowledge of the credit worthiness of those parties and loss allowance is measured as lifetime expected credit losses. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

31-Mar-23

(₹'000)

Particulars	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	32,384.58	0%	-	32,384.58
Other bank balances	733,926.21	0%	-	733,926.21
Loans	-	0%	-	-
Other financial assets	99,630.80	0%	-	99,630.80

31-Mar-22

(₹'000)

Particulars	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	24,431.94	0%	-	24,431.94
Other bank balances	122,542.50	0%	-	122,542.50
Loans	-	0%	-	-
Other financial assets	14,293.25	0%	-	14,293.25

ii) i) Expected credit loss for trade receivables under simplified approach

The company recognizes lifetime expected credit losses on trade receivables using a simplified approach, wherein Company has defined percentage of provision by analysing historical trend of default relevant to each business segment based on the criteria defined above and such provision percentage determined have been considered to recognise life time expected credit losses on trade receivables (other than those where default criteria are met).

31-Mar-23

(₹'000)

Particulars	Particulars
Gross sales in respect of customers where no specific default is occurred	4,974.26
Expected loss rate	1%
Expected credit loss (loss allowance provision)	49.74
Receivable due from customers where specific default has occurred	0.00

31-Mar-22

(₹'000)

Particulars	Particulars
Gross sales in respect of customers where no specific default is occurred	11,651.09
Expected loss rate	1%
Expected credit loss (loss allowance provision)	116.51
Receivable due from customers where specific default has occurred	0.00

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

Reconciliation of loss allowance provision from beginning to end of reporting period:

(₹'000)

Reconciliation of loss allowance	Trade receivables
Loss allowance on 1 April 2021	65.15
Increase of provision due to assets originated during the year	116.51
Loss allowance written back	(65.15)
Write-offs	
Loss allowance on 31 March 2022	116.51
Assets originated or purchased	49.74
Loss allowance written back	(116.51)
Write-offs	-
Loss allowance on 31 March 2023	**49.74**

C.2 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.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

(a) Maturities of Financial Liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31-Mar-23

(₹'000)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Non- derivatives					
Borrowings	0.00	0.00	0.00	0.00	**0.00**
Finance lease obligation	0.00	0.00	0.00	0.00	**0.00**
Trade payable	11245.22	0.00	0.00	0.00	**11245.22**
Security deposits	0.00	0.00	0.00	0.00	**0.00**
Other financial liabilities	29472.77	0.00	0.00	0.00	**29472.77**
Total	**40717.99**	**0.00**	**0.00**	**0.00**	**40717.99**

31-Mar-22

(₹'000)

Particulars	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
Non- derivatives					
Borrowings	0.00	0.00	0.00	0.00	**0.00**
Finance lease obligation	0.00	0.00	0.00	0.00	**0.00**
Trade payable	8072.10	0.00	0.00	0.00	**8072.10**
Security deposits	0.00	0.00	0.00	0.00	**0.00**
Other financial liabilities	8993.14	0.00	0.00	0.00	**8993.14**
Total	**17065.24**	**0.00**	**0.00**	**0.00**	**17065.24**

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

32. RELATED PARTY DISCLOSURES

Description of Relationship:	Names of related parties
Key Management Personnel (KMP)	Mr. Ankush Singla – Director Mr. Kannu Mittal - Director Mr. Dhawal Parate – Director
Joint Venturer	Info Edge India Limited
Subsidiary of Joint Venturer	Highorbit Careers Private Limited

Disclosure of transactions with related parties

Sr. No.	Name of Related Party	Nature of Relationship	Nature of Transactions	Amount 31/03/2023	Amount 31/03/2022
1.	Ankush Singla	Director	Remuneration	6,379.998	5,759.996
2.	Kannu Mittal	Director	Remuneration	3,780.000	3,360.000
3.	Dhawal Parate	Director	Remuneration	6,379.998	5,759.996
4.	Info Edge (India) Ltd	Joint Venturer (Investor)	Business Promotion Services Received (Net of GST)	630.700	4,615.000
5.	Info Edge (India) Ltd	Joint Venturer (Investor)	Access to Platform Code Studio (Net of GST)	120,000.000	4,615.000
6.	Info Edge (India) Ltd	Joint Venturer (Investor)	Investment in Equity & Preference Share Capital	710,091.586	NIL
7.	Startup Investments (Holding) Ltd	Investor	Investment in Preference Share Capital	69,994.050	NIL
8.	Highorbit Careers Pvt. Ltd.	Subsidiary of Investor	Advertisement Services Received (Net of GST)	NIL	190.400

Transactions	31-Mar-23	31-Mar-22
Other Transactions: Post Employment Benefit Expense related to Directors		
- Ankush Singla	593.475	610.200
- Kannu Mittal	478.215	479.165
- Dhawal Parate	518.278	490.303

33. EXPENDITURE IN FOREIGN CURRENCY:

(₹ In ’00)

Transactions	31-Mar-23	31-Mar-22
Advertisement & Business Promotion Expenses	11,558.023	1,036.901
Software Usage & Maintenance Expenses	10,023.383	9,687.261
Professional Expense	2,799.507	NIL

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

34. Maximum amount due at any time during the year from Concern/ Companies in which Directors and / or their relatives are interested -NIL (Previous year-NIL).

35. Minimum Alternate Tax ('MAT') credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income-tax during the specified period. However, the company has not paid MAT as the company doesn't have any Book Profit during the year.

36. Previous year's figures have been reclassified & regrouped where necessary, to conform to the current presentation.

Significant accounting policies 1&2

As per our report of even date attached

For **RK Bhalla & Co**
Firm Registration No. 024798N
Chartered Accountants

Suraj Bhalla
Partner
Membership No.521246

For and on behalf of board of director
of Sunrise Mentors Private Limited

Ankush Singla
(Director)
DIN:06465161
Add: 8B, C-104, M.K Residency Apartment, Dwarka, Sec-11, New Delhi-110075

Kannu Mittal
(Director)
DIN:07521735
Add: A-1101, Bestech Park View City 2, Sector 49, Gurugram-122018

Place : NEW DELHI
Date: May 22, 2023

NOTES

NOTES

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CIN: L74899DL1995PLC068021

REGISTERED OFFICE
GF-12A, 94, Meghdoot Building,
Nehru Place, New Delhi-110 019 India

CORPORATE OFFICE
B-8, Sector-132, Noida – 201 304
Uttar Pradesh, India