MARKETPLACE TECH INFRA SERVICES PRIVATE LIMITED

ANNUAL ACCOUNTS
FY 2018-19

INDEPENDENT AUDITOR'S REPORT

To the Members of Marketplace Tech Infra Services Private Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Marketplace Tech Infra Services Private Limited (herein after referred to as 'the Company' which comprise the balance sheet as at 31 March 2019, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information (herein after 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 standalone financial statements give the information required by 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, 2019, and profit/loss, (changes in equity)4 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 specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. 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 independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made 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.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. There are no key audit matters which we want to report.

Responsibilities of the Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of the financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting standards 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 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 ability of the Company 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 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We also communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings 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 Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.

2. As required by Section 143 (3) of the Act, we report that:

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

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

(c) the balance sheet, the statement of profit and loss, the statement of cash flow and the statement of changes in equity dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rules issued thereunder;

(e) on the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the director is disqualified as on 31 March 2019 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; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the Company has not provided / paid any remuneration to its directors during the year and hence section 197(16) is not applicable.

(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, to the best of our information and according to the explanations given to us we state that:

(i) The Company did not have any pending litigations against it.

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

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

For S. Panse & Co.
Chartered Accountants
(Firm Registration No: 113470W)

Supriya Panse
Partner
Membership No.: 46607
April 24, 2019
Mumbai

Annexure - A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2019, we report that:

(i) In respect of the company's fixed assets:

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

(b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified once every year. The fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) The Company does not hold any immovable property. Hence reporting under paragraph 3(i) (c) of the Order is not applicable to the Company.

(ii) The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Thus, paragraph 3(ii) of the Order is not applicable to the Company.

(iii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans to entities covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

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

(v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from public and therefore, reporting under paragraph 3 (v) of the Order is not applicable.

(vi) In our opinion and according to the information and explanations given to us, the Company is not required to maintain cost records as prescribed by the Central Government under section 148(1) of the Act for the services rendered by the Company.

(vii) In our opinion and according to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Goods and Service Tax, Customs Duty, Excise duty, Cess and other material statutory dues as applicable with the appropriate authorities. As explained to us the Company did not have any dues on account of employees' state insurance, sales tax, value added tax, duty of customs and excise duty.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Value Added Tax, Service Tax, Goods and Service Tax, Customs Duty, Excise duty, Cess and other material statutory dues as applicable in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.

(c) There were no material dues of Income Tax, Sales tax, Service Tax, Goods and Service Tax, Duty of customs, Duty of Excise, Value Added tax as applicable that were not deposited by the Company on account of dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not taken any loans or borrowings from any financial institution, banks, government or has not issued any debentures. Hence reporting under paragraph 3 (viii) of the Order is not applicable to the Company.

(ix) In our opinion and according to the information and explanations given to us, the Company has not raised monies by way of initial public offer or further public offer (including debt instruments) and term loans and hence reporting under paragraph 3 (ix) of the Order is not applicable to the Company.

(x) In our opinion and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not paid/provided any managerial remuneration during the period. Accordingly, paragraph 3 (xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(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 financial statements as required by the applicable accounting standards.

(xiv) In our opinion and according to the information and explanations give to us of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(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 thus provisions of section 192 of the Companies Act, 2013 are not applicable to the Company. Hence reporting under paragraph 3(xv) of the Order is not applicable.

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

For S. Panse & Co.
Chartered Accountants
(Firm Registration No: 113470W)

Supriya Panse
Partner
Membership No.: 46607
April 24, 2019
Mumbai

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Marketplace Tech Infra Services Private Limited ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control 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.

Auditors' 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, issued by 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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting 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 over financial reporting.

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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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, 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 31 March 2019, 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 S. Panse & Co.
Chartered Accountants
(Firm Registration No: 113470W)

Supriya Panse
Partner
Membership No.: 46607
April 24, 2019
Mumbai

MARKETPLACE TECH INFRA SERVICES PRIVATE LIMITED
STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(Amt Rs. in Lakhs)

	Particulars	Note No	As at 31st March, 2019	As at 31st March, 2018
I.	**ASSETS**			
1	**Non-current assets**			
	(a) Property, Plant and Equipment	1	1.50	-
	(b) Capital work-in-progress		-	-
	(c) Investment Property		-	-
	(d) Goodwill		-	-
	Intangible assets	1	260.87	330.36
	(f) Intangible assets under development		-	-
	(g) Biological Assets other than bearer plants		-	-
	(h) **Financial Assets**			
	(i) Investments	2	0.25	0.25
	(ii) Trade receivables		-	-
	(iii) Loans		-	-
	(iv) Others	3	3.75	3.25
	(i) Deferred tax assets (net)	4	-	-
	(j) Other non-current assets			
	Total non-current assets		**266.38**	**333.86**
2	**Current assets**			
	(a) Inventories			
	(b) Financial Assets			
	(i) Investments	2	464.20	368.63
	(ii) Trade receivables	5	88.88	121.22
	(iii) Cash and cash equivalents	6	47.57	21.35
	(iv) Bank balances other than Cash and Cash Equivalents		-	-
	(v) Loans		-	-
	(vi) Others		-	-
	(c) Current Tax Assets (Net)	7	70.23	21.47
	(d) Other current assets	8	8.05	48.53
	Total current assets		**678.93**	**581.20**
	Total Assets		**945.31**	**915.06**
II.	**EQUITY AND LIABILITIES**			
	Equity			
	(a) Equity Share capital	9	701.00	701.00
	(b) Other Equity		119.49	83.57
	Total Equity		**820.49**	**784.57**
	LIABILITIES			
1	**Non-current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings			
	(ii) Trade payables		-	-
	(i) Other financial liabilities	10	10.11	8.82
	(b) Provisions		-	-
	(c) Deferred tax liabilities (Net)	12	10.67	4.21
	(d) Other Non current liabilities			
	Total non-current liabilities		**20.79**	**13.03**
2	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Borrowings			
	(ii) Trade payables	13	-	40.42
	(iii) Other financial liabilities	10	0.20	0.09
	(b) Other current liabilities	14	12.99	18.67
	(c) Provisions	11	90.84	58.27
	(d) Current Tax Liabilities (Net)		-	-
	Total current liabilities		**104.03**	**117.46**
	Total Equity and Liabilities		**945.31**	**915.06**

For S. Panse & Co
Chartered Accountants
Firm Reg. No:- 113470W

For and on behalf of Board of Directors

Supriya Panse
Partner
Membership No:- 046607

Pranav Trivedi
Director
DIN : 00559680

Animesh Jain
Director
DIN : 2826627

Hardik Desai
Company Secretary
Membership No : A35491

Place : Mumbai
Date : April 24, 2019

MARKETPLACE TECH INFRA SERVICES PRIVATE LIMITED
STATEMENT OF STANDALONE FINANCIAL RESULTS FOR THE YEAR ENDED 31ST MARCH, 2019

(Amt Rs. in Lakhs)

	Particulars	Note No	For the Year Ended 31st March, 2019	For the Year Ended 31st March, 2018
1	**Revenue**			
a	Revenue From Operations	15	673.44	562.71
b	Income from Investments and other income	16	24.95	3.63
	Total Revenue		**698.40**	**566.34**
2	**Expenses**			
	Employee benefits expenses	17	311.82	341.62
	Service Provider Charges		241.22	117.56
	Depreciation and Amortisation Expenses	1	69.52	17.23
	Other expenses	18	33.10	36.31
	Total Expenses		**655.67**	**512.71**
3	Profit Before Exceptional And Extra ordinary Items and Tax (1 - 2)		42.73	53.63
4	Exceptional Items		-	-
5	Profit Before Extra ordinary Items and Tax (3 - 4)		42.73	53.63
6	Extraordinary Items		-	-
7	Profit Before Tax (5-6)		42.73	53.63
8	Tax Expenses			
	Current Tax		4.67	9.71
	Tax expenses of earlier years		(4.03)	-
	Deferred Tax		6.46	16.92
9	Profit for the Period from Continuing Operation		35.62	27.00
10	Profit/(Loss) After Tax From Discontinuing Operations			
11	Net Profit for the period		35.62	27.00
12	**Other Comprehensive Income**			
a	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plan		0.29	3.07
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
b	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to tems that will be reclassified to profit or loss		-	-
13	**Total Other Comprehensive Income for the period**		0.29	3.07
	Total Comprehensive Income for the period (11+13)		35.92	30.08
14	Earning Per Equity Share			
	Basic & Diluted (Not annualised)		35.62	27.00
	Par value of shares		1.00	1.00
	Weighted average number of shares		100,000	100,000

For S. Panse & Co
Chartered Accountants
Firm Reg. No:- 113470W

For and on behalf of Board of Directors

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Partner
Membership No:- 046607

Pranav Trivedi
Director
DIN : 00559680

Animesh Jain
Director
DIN : 2826627

Hardik Desai
Company Secretary
Membership No : A35491

Place : Mumbai,
Date : April 24, 2019

MARKETPLACE TECH INFRA SERVICES PRIVATE LIMITED

STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amt Rs. In lakhs)

	Particulars		For the Year Ended 31st March, 2019		For the Year Ended 31st March, 2018	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**					
	Net profit Before Tax as per Profit and Loss Account			42.73		53.63
	Adjustments:					
	Depreciation and Amortisation			69.52		17.23
	Adjustments:			-		-
	Reversal of Tax for Earlier Years					
	Interest Income			-		-
	Provision for Employee Benefits			27.00		24.00
	Profit on Sale of Investments			-		-
	Dividend			(23.09)		(3.63)
	Allowances for expected credit losses on Financial Assets					
	Fair Value Adjustment of Mutual Fund			-		-
	Operating Profit before Working capital changes			**116.17**		**91.23**
	Adjustments for changes in:					
	Trade and Other Receivables			72.32		(167.53)
	Trade and Other Liabilities			(39.42)		13.10
	Taxes Paid			(49.40)		(27.93)
	Net Cash generated from Operating Activities	**A**		**99.66**		**(91.12)**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**					
	Acquisition of Fixed Assets			(1.54)		(347.43)
	Redemption of units of Mutual funds			287.51		135.00
	Fixed Deposits matured			-		-
	Fixed Deposits placed					
	Purchase of units of Mutual funds (including dividend re-invested and Profit on redemption)			(382.50)		(503.63)
	Profit on sale of Mutual Fund units					-
	Purchase of Investments			-		-
	Interest Income			-		-
	Dividend Income			23.09		3.63
	Net Cash (used in) / from Investing Activities	**B**		**(73.44)**		**(712.43)**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**					
	Increase in Share Capital			-		700
	Increase in Share Premium			-		-
	Dividend paid (incl Distribution Tax)			-		-
	Net Cash generated from / (used in) Financing Activities	**C**		**-**		**700**
	Net (Decrease) / Increase in Cash and Cash equivalents	**A+B+C**		**26.22**		**(103.55)**
	Opening Balance of Cash and Cash equivalents					
	Cash Balance		0		0	
	Bank Balance in Current Account		21		125	
	In Deposit Accounts			21		125
	Cash Balance		0		0	
	Bank Balance in Current Account		48		21	
	In Deposit Accounts			48		21
	Net (Decrease) / Increase in Cash and Cash equivalents			**26.22**		**(103.55)**

For S. Panse & Co
Chartered Accountants
Firm Reg. No:- 113470W

Supriya Panse
Partner
Membership No:- 046607

Place : Mumbai
Date : April 24, 2019

For and on behalf of Board of Directors

Pranav Trivedi
Director
DIN : 00559680

Animesh Jain
Director
DIN : 2826627

Hardik Desai
Company Secretary
Membership No : A35491

Note 1. Property,Plant and Equipment

(Amt Rs. in Lakhs)

Particulars	Freehold land	Buildings	Computers - Hardware and networking equipments - owned	Computers - Hardware and networking equipments - on lease	Furniture & fixtures and office equipments	Office equipments	Motor vehicles	Tangible	Software	Trademarks	Intangible	Total
Cost or deemed cost												
Balance as at 1st April, 2017			0.37					0.37	-		-	0.37
Additions during the year						-		-	347.43		347.43	347.43
Deductions / adjustments								-			-	-
Acquisition through Business Combination								-			-	-
Balance as at 31st March, 2018	**-**	**-**	**0.37**	**-**	**-**	**-**	**-**	**0.37**	**347.43**		**347.43**	**347.80**
Balance as at 1st April, 2018	-	-	0.37	-	-	-	-	0.37	347.43		347.43	347.80
Additions during the period			1.54					1.54			-	**1.54**
Deductions / adjustments								-			-	-
Acquisition through Business Combination								-			-	-
Balance as at 31st March, 2019	**-**	**-**	**1.91**	**-**	**-**	**-**	**-**	**1.91**	**347.43**	**-**	**347.43**	**349.34**

Particulars	Freehold Land	Buildings	Computers - Hardware and Networking Equipments - Owned	Computers - Hardware and Networking Equipments - On Lease	Furniture,fixtures and Office Equipments	Office equipments	Motor Vehicles	Tangible	Software	Trademarks	Intangible	Total
Accumulated depreciation and impairment												
Balance as at 1st April, 2017			0.21					0.21			-	0.21
Depreciation for the year			0.16					0.16	17.07		17.07	17.23
Deductions / Adjustments								-			-	-
Balance as at 31st March, 2018	**-**	**-**	**0.37**	**-**	**-**	**-**	**-**	**0.37**	**17.07**		**17.07**	**17.44**
Balance as at 1st April, 2018	-	-	0.37	-	-	-	-	0.37	17.07		17.07	17.44
Depreciation for the period			0.04					0.04	69.49		69.49	69.52
Deductions / Adjustments								-			-	-
Balance as at 31st March, 2019	**-**	**-**	**0.41**	**-**	**-**	**-**	**-**	**0.41**	**86.55**		**86.55**	**86.96**

Particulars	Freehold Land	Buildings	Computers - Hardware and Networking Equipments - Owned	Computers - Hardware and Networking Equipments - On Lease	Furniture,fixtures and Office Equipments	Office equipments	Motor Vehicles	Tangible	Software	Trademarks	Intangible	Total
Net book value												
As at 31st March, 2019	**-**	**-**	**1.50**	**-**	**-**	**-**	**-**	**1.50**	**260.87**		**260.87**	**262.38**
As at 31st March, 2018	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**330.36**		**330.36**	**330.36**
As at 1st April, 2017	**-**	**-**	**0.16**	**-**	**-**	**-**	**-**	**0.16**	**-**		**-**	**0.16**

MARKETPLACE TECH INFRA SERVICES PRIVATE LIMITED
NOTES TO BALANCE SHEET

2. Financial Assets - Investments

(Amt Rs. in Lakhs)

Particulars		As at 31st March, 2019	As at 31st March, 2018
A. Non Current Investment			
Investments in Associates			
Unquoted :		-	-
BSE CSR Integrated Foundation		0.25	0.25
2,500 Equity Shares of Re 10/- each fully paid up		-	-
Total		**0.25**	**0.25**
Current Investments			
a.Investment in Units of Mutual Funds	**Units**		
(SBI Liquid Fund Daily Divident - Regular Plan)	46470	464.20	368.63
Total		**464.20**	**368.63**

3. Other Financial Assets

(Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
A Non Current Financial Assets		
Deposits	3.75	3.25
Total	**3.75**	**3.25**

4. Deferred Tax Asset (Net)

(Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
A Non Current Financial Assets		
Deferred Tax (Net)	-	-
Total	**-**	**-**

5. Trade Receivables

(Amt Rs.in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Over six months (from the date due for payment)		
Unsecured, considered good	88.88	121.22
Doubtful		
Less: Provision for doubtful loans	-	-
Total	**88.88**	**121.22**

6. Cash and Cash Equivalents

(Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Cash on hand	0.00	0.02
Balances with banks		
In Current accounts	47.57	21.33
Total	**47.57**	**21.35**

7. Current Tax Assets (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Income Tax Paid In Advance (net of provisions)	70.23	21.47
Total	**70.23**	**21.47**

8. Other Current Assets (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advances recoverable in cash or in kind or for value to be received	7.38	40.02
Prepaid Expenses	0.67	8.51
Total	**8.05**	**48.53**

9. Equity (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Share Capital		
AUTHORISED		
Equity Share Capital		
100,000 Equity Shares of Re. 1 Each	**1**	**1**
Preference Share Capital		
7,00,00,000 1% Non-cumulative Redeemable Preference Shares of Re.1 each	**700**	**700**
Total	**701**	**701**
ISSUED, SUBSCRIBED AND PAID UP		
Equity Share Capital		
100,000 Equity Shares of Re. 1 Each	**1**	**1**
Preference Share Capital		
7,00,00,000 1% Non-cumulative Redeemable Preference Shares of Re.1 each	**700**	**700**
Total	**701**	**701**
Other Equity		
Reserves & Surplus		
Opening balance	83.57	53.50
Add: Profit for the period	35.92	30.08
Less: Appropriations	-	-
Total	119.49	83.57
Total	**820.49**	**784.57**

10. Other Financial Liabilities (Amt Rs. in Lakhs)

A. Othet Non Current Liabilities	As at 31st March, 2019	As at 31st March, 2018
Provision for Gratuity	10.11	8.82
Subtotal (A)	**10.11**	**8.82**
B. Other Current Liabilities		
Provision for Gratuity	0.20	0.09
Subtotal (B)	**0.20**	**0.09**
Total	**10.32**	**8.91**

11. Provisions (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
A. Non Current Provision for employee benefits		
Subtotal (A)	-	-
B. Current Provision for employee benefits		
Accrued employee benefits expense	26.25	26.17
Provision for Employee Benefits		
Provision for Leave Encashment	28.92	29.95
Provision for Expenses	35.67	2.15
Subtotal (B)	**90.84**	**58.27**
Total	**90.84**	**58.27**

12. Deferred Tax Liability(Net) (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
A Non Current Financial Assets		
Deferred Tax (Net)	10.67	4.21
Total	**10.67**	**4.21**

13. Trade Payable (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Payable to Service Providers	-	40.42
Total	**-**	**40.42**

14. Other Current Liabilities (Amt Rs. in Lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Statutory Remittances	12.99	18.67
Income received in Advance	-	-
Salary Payable	-	-
Total	**12.99**	**18.67**

15. REVENUE FROM OPERATIONS

(Amt Rs.in Lakhs)

PARTICULARS	For the Year Ended 31st March, 2019	For the Year ended 31st March, 2018
(a) Software Support Services	673.44	562.71
Total	**673.44**	**562.71**

16. OTHER INCOME

(Amt Rs.in Lakhs)

PARTICULARS	For the Year Ended 31st March, 2019	For the Year ended 31st March, 2018
A. Income earned on financial assets that are mandatorily measured as at fair value through profit or loss		
(a) Dividend from Mutual Funds [Current-Investment]	23.09	3.63
(b) Miscellaneous Income	1.87	-
Total	**24.95**	**3.63**

17. EMPLOYEE COST

(Amt Rs.in Lakhs)

PARTICULARS	For the Year Ended 31st March, 2019	For the Year ended 31st March, 2018
(a) Salaries, Wages and Bonus	270.13	295.21
(b) Contribution to provident fund, superannuation fund and other funds	13.19	18.92
(c) Staff welfare expenses	3.93	4.05
(d) Compensated absences	24.57	23.43
Total	**311.82**	**341.62**

18. OTHER EXPENSES

(Amt Rs.in Lakhs)

PARTICULARS	For the Year Ended 31st March, 2019	For the Year ended 31st March, 2018
(a) Auditors' Remuneration	1.38	0.94
(b) Bank Charges	0.00	0.00
(c) Conveyance Expenses	0.63	0.45
(d) Empanelment Charges	7.50	7.53
(e) Miscellaneous Expenses	1.09	0.47
(f) Professional Fees	8.04	6.40
(g) Rates and Taxes	0.65	9.93
(h) Telephone Expenses	13.66	10.38
(i) Travelling Expenses	0.15	0.21
Total	**33.10**	**36.31**

MARKETPLACE TECH INFRA SERVICES PRIVATE LIMITED
STANDALONE STATEMENTS OF CHANGE IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

(Amt Rs. in Lakhs)

For the Year Ended 31st March, 2019	Equity Share Capital	OTHER EQUITY			Total equity attributable to equity holders of the Company
		Retained Earnings	Other Comprehensive income	Total Other Equity	
Balance as of 1st April, 2018	1.00	80.50	3.07	83.57	84.57
Changes in equity share capital during the year/period					
(a) Issue of fully paid up Bonus equity shares	-	-			
Total	1.00	80.50	-	83.57	84.57
Profit / (loss) for the period		35.62		35.62	35.62
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gain/ loss)			**0.29**	0.29	0.29
Dividends (including corporate dividend tax)		-		-	-
					-
Balance as at 31st March, 2019	**1.00**	**116.12**	**3.37**	**119.49**	**120.49**

(Amt Rs. in Lakhs)

For the Year Ended 31st March, 2018	Equity Share Capital	OTHER EQUITY			Total equity attributable to equity holders of the Company
		Retained Earnings	Other Comprehensive income	Total Other Equity	
Balance as of 1st April, 2017	1.00	53.50	-	53.50	54.50
Changes in equity share capital during the year/period					
(a) Issue of fully paid up Bonus equity shares	-	-			
Total	1.00	53.50	-	53.50	54.50
Profit / (loss) for the period		27.00		27.00	27.00
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gain/ loss)			**3.07**	3.07	3.07
Dividends (including corporate dividend tax)		-		-	-
					-
Balance as at 31 st March, 2018	**1.00**	**80.50**	**3.07**	**83.57**	**84.57**

Significant Accounting Policies and Notes to Accounts

Notes annexed to and forming part of Financial Statements for the Year ended March 31, 2019

1. **Corporate information**

   Marketplace Tech Infra Services Private Limited. ("MTINFRA" or "Company") was incorporated in 2011 as a wholly owned subsidiary of Marketplace Technologies Private Limited. Marketplace Tech Infra Services Private Limited is engaged in providing IT solutions.

2. **Significant Accounting Policies**

   2.1 Statement of compliance

   In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 1, 2016. Previous period numbers in the financial statements have been restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS of Shareholders' equity as at March 31, 2016 and of the comprehensive net income for the period ended March 31, 2016.

   The financial statements have been prepared in accordance with Ind ASs notified under the (Indian Accounting Standards) Rules, 2015. Up to the year ended March 31, 2016, the Company prepared its financial statements in accordance with the requirements of IGAAP as the previous GAAP, which include Standards notified under the Companies (Accounting Standards) Rules, 2006.

   2.2 Use of Estimates:

   The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

   Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and future periods are affected.

2.3 Basis of preparation

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that' are within the scope of Ind AS 17, and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

Level 3 inputs are unobservable inputs for the asset or liability.

The principal accounting policies are set out below.

2.3.1 Revenue recognition

The Company derives revenues primarily from business IT services comprising of IT support, software development, customization, sale and maintenance services. ("together called as software related services")Revenue from Service is recognized as and when the service is performed as per the relevant agreements and when there is a reasonable certainty of ultimate realization.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue. The Company has adopted Ind AS 115 using the cumulative effect method. The effect of initially applying this standard is assessed at the date of initial application (i.e. April 1, 2018). There was no significant impact on the adoption of the standard on the financial statements of the Company.

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration we expect to receive in exchange for those products or services.Revenue from fixed-price, fixed-timeframe contracts, where the performance obligations are satisfied over time and where there is no uncertainty as to measurement or collectability of consideration, is recognized as per the percentage-of-completion method. When there is uncertainty as to measurement or ultimate collectability, revenue recognition is postponed until such uncertainty is resolved.

Revenue in excess of invoicing are classified as contract assets (which we refer as unbilled revenue) while invoicing in excess of revenues are classified as contract liabilities (which we refer to as unearned revenues)Revenue from licenses where the customer obtains a "right to use" the licenses is recognized at the time the license is made available to the customer. Revenue from licenses where the customer obtains a "right to access" is recognized over the access period.

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2.3.2 Dividend Income

Dividend income from investments is recognized when the shareholder's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

2.3.3 Interest income

Interest Incomefrom a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate exactly

discounts the estimated future cash receipts through expected life of the financial asset to that asset's net carrying amount on initial recognition.

2.3.4 Cost recognition

Costs and expenses are recognized when incurred and have been classified according to their primary nature.

2.3.5 Income Tax

Income Tax expenses comprise current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing deference between accounting income and taxable income for the year).Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

a. Current Tax

Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws.

b. Deferred Tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the

foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset-to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

c. Minimum Alternate Tax(MAT)

In accordance with the guidance note issued by the Institute of Chartered Accountants of India ('ICAI') on accounting for credit available in respect of MAT under the Income-tax Act, 1961, the Company recognizes MAT credit as an asset only when and to the extent there is convincing evidence that the Company will be liable to pay normal income tax during the specified period.

d. Current and deferred tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

2.3.7 Financial Instruments

2.3.7.1 Initial recognition: Financial assets and liabilities are recognized when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

2.3.7.2 Subsequent measurement (Non derivative financial instruments)

i. Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

ii. Cash and cash equivalents

Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

iii. Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the company after deducting all of its liabilities. Equity instruments recognized by the Company are recognized at the proceeds received net off direct issue cost.

2.3.8 Employee benefits

a. Retirement benefit costs and termination benefits - Gratuity

Payments to defined contribution retirement benefit plans are recognized as an expense when employees have rendered service entitling them to the contributions.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each reporting period. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Past service cost is recognized in profit or loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);

- Net interest expense or income; and
- Re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense. Curtailment gains and losses are accounted for as past service costs.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

A liability for a termination benefit is recognized at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

b. Short-term and other long-term employee benefits

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognized in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

2.3.9 Property, plant and equipment

Property, plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any.

The cost of tangible assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for use as intended by the management.The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year end. The lives are based on historical experience with similar assets as well as anticipation of future events, which may impact their life, such as changes in technology.

The estimated useful lives of assets are as follows:

Computer equipment	3-6 years

(*When acquired on lease the same shall depend on the lease period of the asset)

Derecognition of assets

The carrying amount of Property, plant and equipment shall be derecognised on disposal, or when no future economic benefits are expected from its use or disposal. Gains or losses arising from derecognition of Property, plant and equipment, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss.

2.3.10 Intangible assets

Intangible assets purchased are measured at cost or fair value as of the date of acquisition, as applicable, less accumulated amortization and accumulated impairment, if any.Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use.

Any expense on software for support, maintenance, upgrades etc., payable periodically is charged to the Statement of Profit and Loss.

2.3.11 Impairment

a. Financial assets (other than at fair value)

The company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses 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. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

b. Non-financial assets (Tangible and intangible assets)

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and thevalue-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.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit or loss.

2.3.12 Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

Particulars	**For the period ended March 31, 2019**	**For the period ended March 31, 2018**
No. of Equity Shares (Issued and paid up)	1,00,000	1,00,000
Basic EPS	36.41	27.00
Par value of Shares	1	1

2.3.13 Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

2.3.14 Cash flow

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.3.15 Dividend Distribution

Final dividends on shares are recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the company's Board of Directors.

2.3.16 Trade Receivables

The average credit period provided to customers is 30 days. No interest is charged on overdue trade receivables. Allowances for doubtful debts are recognized against trade receivables based on estimated irrecoverable amounts determined by reference to past default experience of the counterparty and an analysis of the counterparty's current financial position.

2.3.17 Operating Segment

The CEO & MD of the company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on only one class of operations, i.e. providing IT solutions with focus on Commodities, Banking and Financial Services in India, hence there are no reportable segments as per Indian Accounting Standard 108 "Operating Segments".

2.3.18Current / Non-current classification

Thecompany present assets and liabilities to be classified as either Current or Non-current.

Assets

- An asset is classified as current when it satisfies any of the following criteria:

a) it is expected to be realised in, or is intended for sale or consumption in, the entity's normal operating cycle;
b) it is held primarily for the purpose of being traded;
c) it is expected to be realised within twelve months after the balance sheet date; or
d) it is cash or a cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the balance sheet date

- All other assets are classified as non-current.

Liabilities

- A liability is classified as current when it satisfies any of the following criteria:

a) it is expected to be settled in, the entity's normal operating cycle;
b) it is held primarily for the purpose of being traded; it is due to be settled within twelve months after the balance sheet date; or

c) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the balance sheet date.

- All other liabilities are classified as non-current.

Operating Cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3. Related Party Transaction

List and Transactions with Related Parties

Name	**Relationship**	
Marketplace Technologies Private Limited	**Holding Company**	
Transactions with Holding Company	**(AmtRs. in lakhs)**	
Particulars	**Year Ended 31March 2019**	**Year Ended 31March 2018**
Income		
Software Support charges	313	516
	Year Ended 31 March 2019	**Year Ended 31 March 2018**
Assets		
Investments	701	701

Name	**Relationship**	
BSE LTD	**Holding Company**	
Transactions with Holding Company	**(AmtRs. in lakhs)**	
Particulars	**Year Ended 31March 2019**	**Year Ended 31March 2018**
Income		
Software Support charges	-	2.43
	Year Ended	**Year Ended**

	31 March 2019	31 March 2018
Assets		
Receivables	-	-

Name	**Relationship**	
BSE CSR INTEGRATED FOUNDATION	**Fellow Subsidiary Company**	
Transactions with Holding Company	**(AmtRs. in lakhs)**	
Particulars	**Year Ended 31March 2019**	**Year Ended 31March 2018**
Assets		
Investments	0.25	0.25

4. Employee Benefits

a. <u>Defined Benefit Plan – Gratuity</u>

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

5. Employee Benefits

b. Defined Benefit Plan – Gratuity

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service and the employee's compensation (generally immediately before retirement). The gratuity scheme covers substantially all regular employees.

Such plan exposes the Company to actuarial risks such as: investment risk, interest rate risk, longevity risk and salary risk.

Investment risk: The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to market yields at the end of the reporting period on government bond yields; if the return on plan asset is below this rate, it will create a plan deficit. Currently the plan has a relatively balanced investment in equity securities and debt instruments.

Interest risk: A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

Longevity risk: The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk: The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The total amount of net liability / asset to be recorded in the balance sheet of the Institute, along with the comparative figures for previous period, is shown in the table below:

Rs in lakhs

	Particulars	**Year Ended March31 2019**	**Year Ended March 31 2018**
Change in benefit obligations			
	Benefit obligations at the beginning	8.91	8.33
	Current Service Cost	2.37	3.00
	Interest on defined benefit obligation	0.70	0.64

	Re-measurements - Actuarial Loss / (Gain)	-0.29	-3.07
	Benefits Paid	-	-
	Closing Defined Benefit Obligation	10.31	8.91
Change in plan assets			
	Opening Fair Value of Plan Assets	-	-
	Contributions by Employer	-	-
	Interest on Plan Assets	-	-
	Re-measurements - Actuarial Loss / (Gain)	-	-
	Benefits Paid	-	-
	Closing Fair Value of Plan Assets	-	-
Funded status			

c. <u>Profit and Loss Account Expense</u>

The expenses charged to the profit & loss account for the period along with the corresponding charge of the previous period is presented in the table below:

Rs in lakhs

IV	**Particulars**	**March 31, 2019**	**March 31, 2018**
	Current Service Cost	2.37	3
	Acturial (Gains) Losses	-	-
	Interest on net defined benefit obligations / (asset)	0.70	0.64
	Total Included in "Employee Benefit Expense"	3.07	3.64

d. Amount Recorded in Other Comprehensive Income

The total amount of re-measurement items and impact of liabilities assumed or settled, if any, which is recorded immediately in Other Comprehensive Income (OCI) during the period is shown in the table below:

Rs. In Lakhs

IV	Particulars	March 31, 2019	Mar 31, 2018
	Re-measurement for the period – Obligation (gains) / losses	(0.29)	(3.07)
	Re-measurement for the period – Plan asset (gains) / losses	-	-
	Total amount recognized in "Other Comprehensive Income"	(0.29)	(3.07)

e. Principle Actuarial Assumptions

II	Assumptions	March 31, 2019	Mar31, 2018
	Discount Rate	7.78%	7.87%
	Salary escalation	6.00%	6.00%
	Employee Turnover	2.00%	2.00%
	Mortality Rate during Employment	*	*
	Mortality Rate after Employment	-	-

*Note -Mortality rate during employment is as per Indian Assured Lives Mortality (2006-08)

- Discount Rate: The discount rate is based on the prevailing market yields of Indian government securities as at the balance sheet date for the estimated term of the obligations.

- Salary Escalation Rate: The estimates of future salary increases considered takes into account the inflation, seniority, promotion and other relevant factors.

f. Summary of Membership data

The following table summarizes the relevant information provided to us for valuation in respect of active servicing members of the scheme.

Particulars	March 31,2019	March 31, 2018
No of employees	62	57
Total Monthly Salary	6.46 Lakhs	6 Lakhs
Average Monthly Salary	0.1 Lakhs	0.1 Lakhs
Average Age	30.34 Years	30.05 Years
Average Past Service	3.50 Years	3.54 Years

g. Projected Plan Cash Flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan based on past service of the employees as at the valuation date:

Maturity Profit	March 31,2019
Expected benefits for year 1	0.20
Expected benefits for year 2	0.31
Expected benefits for year 3	0.33
Expected benefits for year 4	0.34
Expected benefits for year 5	0.35
Expected benefits for year 6 to 10	3.07
Expected benefits for year 11 and above	44.06

6. Critical accounting judgments and estimates

In the course of applying the policies outlined in all notes stated above, management makes estimations and assumptions that impact the amounts recognized in the financial statements. The Company believes that critical judgment and estimation have been made in the following areas:

i. Intended use, useful lives and residual value of property, plant and equipment and intangible assets

Based on technical evaluations, management makes its judgement when property, plant and equipment and intangible assets are capable to operate in the manner intended by them.

Management reviews the useful lives and residual values of property, plant and equipment and intangible assets at least once a year. Such lives are dependent upon an assessment of both the technical lives of the assets and also

their likely economic lives based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

ii. Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change.

iii. Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

iv. Income taxes

The Company's tax jurisdiction is in India. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

v. Defined employee benefit assets/liabilities

Determined based on the present value of future pension obligations using assumptions determined by the Company with advice from an independent qualified actuary.

vi. Other estimates

The preparation of financial statements involves estimates and assumptions that affect the reported amount of assets, liabilities at the date of financial statements and the reported amount of revenues and expenses for the reporting period. Specifically, the Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

7. Financial Instrument

Risk Management

The Company has developed and implemented a risk management framework for Identification of elements of risk, which in the opinion of the Board may threaten the existence of the Company.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

Market Risk

Our business relies in providing IT solutions with focus on Commodities, Banking and Financial Services in India. It is important that we remain focused on the effectiveness of strategic programs in improving our competitive position and differentiation in market segments, the momentum of new initiatives to achieve our long term aspirations.

Top risks are reviewed and monitored regularly. Risk evaluation and management is an ongoing process within the organization. Major risks identified are systematically addressed through mitigating actions on a continuing basis.

Credit Risk

Credit risk is the risk that one party to a financial asset will fail to discharge an obligation and cause the other party to incur a financial loss.

The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs.0.03lakh and Rs.6.90 lakhs as of March 31, 2017, and March 31, 2016, respectively and Trade receivables are typically unsecured and are derived from revenue earned from customers.

Liquidity risk

The Company, as a policy, does not prefer to invest its surplus cash in high risk assets such as equities or low liquidity assets like real estate. The primary area of risk for the Company's market exposures are related to the interest rate risk on its investment securities. To mitigate interest rate risk, all surplus funds are invested in appropriate avenues upon a review by the investment committee. All investment decisions are driven by certain guiding principles including the safety of investments, liquidity, and returns. Further, the Company reviews performance of the treasury operations on quarter to quarter basis and gives its recommendations to the Board. This further strengthen the process of investment and mitigate gaps.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has no outstanding bank borrowings. The company believes that the working capital is sufficient to meet its current requirements and to accelerate the growth. Accordingly, no liquidity risk is perceived.

8. Categories of Financial Instruments

(AmtRs. in lakhs)							
		Carrying Value	**Carrying Value**	**Carrying Value**	**Fair Value**	**Fair Value**	**Fair Value**
	Particulars	**March 31, 2019**	**March 31,2018**	**April 1, 2017**	**As at March 31, 2019**	**March 31,2018**	**April 1, 2017**
I)	**Financial Assets**						
a)	**Measured at Ammortised Cost**						
	Investment in Debt Instrument	-	-	-	-	-	-
	Trade Receivable	88.88	121.22	0.03	88.88	121.22	0.03
	Cash and Cash Equivalent	47.57	21.35	124.90	47.57	21.35	124.90
	Bank balances other than Cash and Cash Equivalents	-	-	-	-	-	-
	Loans	-	-	-	-	-	-
	Other Financial Assets	3.75	3.25	4.05	3.75	3.25	4.05
b)	**Measured at Fair Value through Profit or Loss**						
	Investment in Mutual Funds	464.20	368.63	-	464.20	368.63	-
	Investment in Equity Shares	0.25	0.25	0.25	0.25	0.25	0.25
	Total Financial Assets (a+b)	604.65	514.70	129.23	604.65	514.70	129.23
II)	**Financial Liabilities**						
a)	**Measured at Ammortised Cost**						
	Borrowings						
	Trade Payables	-	40.42	-		40.42	-
	Other Financial Liabilities	-	-	-	-	-	-
	Total Financial Liabilities	-	40.42	-		40.42	-

8.1 The following table presents fair value hierarchy of assets as at March 31, 2019:

(AmtRs. in lakhs)				
Particulars	**Fair Value As of March 31, 2019**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	464.20	464.20	-	-
Investment in Equity Shares	0.25	-	-	0.25
Investment in Tax Free bonds	-	-	-	-

8.2 The following table presents fair value hierarchy of assets as at March 31, 2018:

(AmtRs. in lakhs)				
Particulars	**Fair Value As of March 31, 2018**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	368.63	368.63	-	-
Investment in Equity Shares	0.25	-	-	0.25
Investment in Tax Free bonds	-	-	-	-

Preference Shares Issued

During the previous year (FY 17-18) the Company has issued 7,00,00,000 1% Non-cumulative Redeemable Preference Shares of Re.1 each to the Holding Company Marketplace Technologies Pvt Ltd. by way of right issue during the year. The amount raised has been utilised partially towards purchase of software (NEST) for the purpose of its business activities and remaining amount has been parked in Liquid Scheme of a Mutual Fund till the time it is used for the intended purpose. The Issuer will have the option by giving not less than 15 days clear notice to redeem part or whole of the Preference Shares at any point of time within 10 years from the date of allotment.

9. Income Tax Expense:

The following are the details of income tax assets as of March 31, 2019, March 31, 2018 and April 1, 2017.

(AmtRs. in lakhs)

Particulars	**As at March 31, 2019**	**As at March 31, 2018**
Net Current tax at the beginning (Assets)	20	3
Current Income Tax provision	(5)	(10)
Earlier Years' Adjustments	-	-
Income tax paid (Including TDS)	56	27
Balance at the end	71	20

A reconciliation of Income tax provision to the amount computed by applying the income tax rate to the profit before tax for year ended March 31, 2019 and year ended March 31, 2018.

Particular	**For the year ended March 31, 2019**	**For the year ended March 31, 2018**
Profit before tax from continuing operations	43	54
Income tax expense calculated at 27.82% (A)	11	16
Adjustment:		
Effect of income that is exempt from taxation	6	1
Effect of expenses that are not deductible in determining taxable profit	-8	-7
Effect of expenses that are deductible in determining taxable profit	-	-
Effect of expenses that are allowed on payment basis in determining taxable profit	7	7
Effect of Book Depreciation and Tax Depreciation	-11	-25
Effect of Carried forward losses under tax	-	-
Tax saving due to reduced rate on capital gain	-	-
Total (B)	-6	-25
Adjustments recognised in the current year in relation to the current tax of prior years (C)		-
Minimum Alternate Tax (Tax under MAT less Tax as per Normal provision) (D)	-1	-1
Income tax expense recognised in profit or loss (relating to continuing operations) (A-B+C+D)	**4**	**10**

10. The financial statements were approved for issue by the board of directors in their meeting held on April 24,2019

11. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For S. Panse& Co
Chartered Accountants
Firm Reg. No: - 113470W

For and on behalf of the Board of Directors,

Supriya Panse
Partner
Membership No:- 046607

Pranav Trivedi
Director
DIN : 00559680

Animesh Jain
Director
DIN : 2826627

Mumbai ,
Dated, April 24, 2019

Hardik Desai
Company Secretary
Membership No : A35491