INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MARKETPLACE TECHNOLOGIES PRIVATE LIMITED

Report on the Consolidated Ind AS financial statements

We have audited the accompanying consolidated Ind AS financial statements of **Marketplace Technologies Private Limited** ("the Holding Company") and its subsidiary Market Place Tech Infra Services Private Limited ("the subsidiary") (collectively referred to as "the Group") which comprise the Balance Sheet as at March 31, 2017, the consolidated statement of Profit and Loss (including other comprehensive income), the consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS financial statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated changes in equity of the group in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder. The respective Board of Directors of the Company are responsible for 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; the 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 consolidated Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on the consolidated Ind AS financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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 consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 including Ind AS, of the Financial position of the Company as at March 31, 2017, and its consolidated financial performance including other comprehensive income, its consolidated cash flows and the consolidated changes in equity for the year then ended.

Report on Other Legal and Regulatory Requirements

1. 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 of the aforesaid consolidated Ind AS financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books.

   (c) The consolidated balance sheet, the consolidated statement of profit and loss, the consolidated cash flows and consolidated statement of changes in equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

   (d) In our opinion, the aforesaid consolidated Ind AS 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 of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the subsidiary, none of the Directors of the Group companies incorporated in India is disqualified as on

March 31, 2017 from being appointed as a Director of that company 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 Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A";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, in our opinion and to the best of our information and according to the explanations given to us:

i. the consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. Refer Note 6 and 7 in Notes to Accounts to the consolidated Ind AS financial statements;
ii. the Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.
iv. the Company has provided requisite disclosures in Note 13 to its consolidated Ind AS financial statements as to holding as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of account maintained by the Company.

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

Supriya Panse
Partner
Membership No.: 46607
April 25, 2017

Annexure A to the 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")

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of **Marketplace Technologies Private Limited** ("the Holding Company") and its subsidiary company, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are 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") issued by ICAI 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 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 Holding Company and its subsidiary company, which are companies incorporated in India, have, 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, 2017, 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.

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

Supriya Panse
Partner
Membership No.: 46607
April 25, 2017

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
CONSOLIDATED IND AS BALANCE SHEET AS AT 31ST MARCH, 2017

(Amt Rs.in Lakhs)

	Particulars	Note No	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	1	285	209	222
	(b) Capital work-in-progress				
	(c) Investment Property				
	(d) Goodwill				
	(e) Intangible assets	1	5	7	9
	(f) Intangible assets under development				
	(g) Biological Assets other than bearer plants				
	(h) **Financial Assets**				
	(i) Investments	2	532	26	26
	(ii) Trade receivables				
	(ii) Loans				
	(iii) Others	3	68	385	320
	(i) Deferred Tax Assets (Net)	4	46	-	-
	(j) Other non-current assets				
	Total non-current assets		**936**	**627**	**577**
2	**Current assets**				
	(a) Inventories				
	(b) Financial Assets				
	(i) Investments	2	1,135	1,838	1,201
	(ii) Trade receivables	6	870	277	388
	(iii) Cash and cash equivalents	7	338	78	57
	(iv) Bank balances other than Cash and Cash Equivalents	8	313	5	114
	(v) Loans				
	(vi) Others	3	3	1	2
	(c) Current Tax Assets (Net)	9	226	322	372
	(d) Other current assets	5	22	31	27
	Total current assets		**2,907**	**2,552**	**2,161**
	Total Assets		**3,843**	**3,179**	**2,738**
II.	**EQUITY AND LIABILITIES**				
	Equity				
	(a) Equity Share capital	10	500	200	200
	(b) Other Equity		2,357	2,395	2,089
	Total equity attributable to equity holders of the Company		**2,857**	**2,595**	**2,289**
	Non-controlling interests		-	-	-
	Total Equity		**2,857**	**2,595**	**2,289**
	LIABILITIES				
1	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings		-	-	-
	(ii) Trade payables		-	-	-
	(i) Other financial liabilities	11	35	1	1
	(b) Provisions	12	101	78	65
	(c) Deferred tax liabilities (Net)	13	-	35	35
	(d) Other Non current liabilities			-	-
	Total non-current liabilities		**136**	**114**	**101**
2	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings				
	(i) Borrowings		-	-	-
	(i) Trade payables	14	40	29	38
	(ii) Other financial liabilities	11	11	1	1
	(b) Other current liabilities	15	101	78	67
	(c) Provisions	12	698	362	242
	(d) Current Tax Liabilities (Net)				
	Total current liabilities		**850**	**470**	**348**
	Total Equity and Liabilities		**3,843**	**3,179**	**2,738**

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

For and on behalf of Board of Directors

Supriya Panse
Partner
Membership No:- 046607

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

Place : Mumbai
Date : April 25, 2017

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
CONSOLIDATED STATEMENT OF IND AS FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2017

(Amt Rs.in Lakhs)

	Particulars	Note No	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
1	**Revenue**			
a	Revenue From Operations	16	3,620	2,823
b	Income from Investments and other income	17	182	152
	Total Revenue		**3,802**	**2,975**
2	**Expenses**			
	Employee benefits expenses	18	2,482	1,861
	Software / Hardware Purchases - Trading		332	252
	Service Provider Charges		122	162
	Depreciation and Amortisation Expenses	1	20	16
	Other expenses	19	544	223
	Total Expenses		**3,500**	**2,514**
3	Profit Before Exceptional And Extra ordinary Items and Tax (1 - 2)		302	461
4	Exceptional Items		-	-
5	Profit Before Extra ordinary Items and Tax (3 - 4)		302	461
6	Extraordinary Items		-	-
7	Profit Before Tax (5-6)		**302**	**461**
8	Tax Expenses			
	Current Tax		105	148
	Deferred Tax		(80)	-
9	Profit for the Period from Continuing Operation		**277**	**313**
10	Profit/(Loss) After Tax From Discontinuing Operations			
11	Net Profit for the period		**277**	**313**
12	**Other Comprehensive Income**			
a	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plan		15	3
	(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**		15	3
14	**Total Comprehensive Income for the period (11-13)**		**262**	**310**
15	**Profit attributable to:**			
	Owners of the company		**277**	**313**
	Non-controlling interests			
16	**Total comprehensive income attributable to:**			
	Owners of the company		**262**	**310**
	Non-controlling interests			
	Earning Per Equity Share			
17	Basic EPS		0.554	1.565
18	Diluted EPS		0.554	0.626
19	Par value of shares		1	1
20	Weighted average number of shares		50,000,000	50,000,000
	Significant Accounting Policies 1			

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

Supriya Panse
Partner
Membership No:- 046607

Place : Mumbai
Date : April 25, 2017

For and on behalf of Board of Directors

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED

Consolidated Cash Flow Statement for the Year ended March 31, 2017

(Amt Rs.in Lakhs)

	Particulars	For the Year Ended 31 March 2017		For the year ended 31 March 2016	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net profit Before Tax as per Financial Resluts		302		469
	Adjustments:				
	Depreciation and Amortisation		20		16
	Provision for Doubtful Debts		7		(1)
	Reversal of Tax for Earlier Years		(4)		
	Interest Income		(27)		13
	Provision for Employee Benefits		125		114
	Profit on Sale of Investments		(70)		(17)
	Dividend		(27)		(7)
	Allowances for expected credit losses on Financial Assets		316		-
	Fair Value Adjustment of Mutual Fund		(51)		(87)
	Provision for defined Employee benefit (OCI)		-		(2)
	Operating Profit before Working capital changes		**591**		**498**
	Adjustments for changes in:				
	Trade and Other Receivables		(588)		35
	Trade and Other Liabilities		314		(34)
	Taxes Paid		(13)		(52)
	Net Cash generated from Operating Activities		**304**		**447**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**				
	Acquisition of Fixed Assets		(94)		(1)
	Redemption of units of Mutual funds		2,581		4,816
	Fixed Deposits Matured		5		109
	Fixed Deposits placed		(300)		(5)
	Purchase of units of Mutual funds (including dividend re-invested and Profit on redemption)		(2,263)		(5,332)
	Profit on sale of Mutual Fund units		-		
	Interest Income		27		(13)
	Dividend Income				
	Net Cash (used in) / from Investing Activities		**(44)**		**(426)**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**				
	Increase in Share Capital		-		-
	Increase in Share Premium		-		-
	Dividend paid (incl Distribution Tax)		-		-
	Net Cash generated from / (used in) Financing Activities		**-**		**-**
	Net (Decrease) / Increase in Cash and Cash equivalents		**260**		**21**
	Opening Balance of Cash and Cash equivalents				
	Cash Balance			-	
	Bank Balance in Current Account	78		57	
	In Deposit Accounts		**78**		57
	Cash Balance			-	
	Bank Balance in Current Account	338		78	
	In Deposit Accounts		**338**		78
	Net (Decrease) / Increase in Cash and Cash equivalents		**260**		**21**

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

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

Place : Mumbai
Date : April 25, 2017

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	Intangible	Total
Cost or deemed cost											
Balance as at April 1, 2015		186	4		9	22	2	223	8	8	231
Additions during the year						1		1		-	1
Deductions / adjustments								-		-	-
Acquisition through Business Combination								-		-	-
Balance as at March 31, 2016	**-**	**186**	**4**	**-**	**9**	**23**	**2**	**224**	**8**	**8**	**232**
Balance as at April 1, 2016		186	4	-	9	23	2	224	8	8	**232**
Additions during the period			45			-	49	94	-	-	**94**
Deductions / adjustments								-		-	-
Acquisition through Business Combination								-		-	-
Balance as at March 31, 2017	**-**	**186**	**49**	**-**	**9**	**23**	**51**	**318**	**8**	**8**	**326**

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	Intangible	Total
Accumulated depreciation and impairment											
Balance as at April 1, 2015								-		-	-
Depreciation for the year		4	2		3	5	1	15	1	1	16
Deductions / Adjustments								-		-	-
Balance as at March 31, 2016	**-**	**4**	**2**	**-**	**3**	**5**	**1**	**15**	**1**	**1**	**16**
Balance as at April 1, 2016	-	4	2	-	3	5	1	15	1	1	16
Depreciation for the period		4	2		**3**	**4**	**5**	**18**	**2**	2	**20**
Deductions / Adjustments								-		-	-
Balance as at March 31, 2017	**-**	**8**	**4**	**-**	**6**	**9**	**6**	**33**	**3**	**3**	**36**

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	Intangible	Total
Net book value											
As at March 31, 2017	**-**	**178**	**45**	**-**	**3**	**14**	**45**	**285**	**5**	**5**	**290**
As at March 31, 2016	**-**	**182**	**2**	**-**	**6**	**18**	**1**	**209**	**7**	**7**	**216**
As at April 1, 2015	**-**	**186**	**4**	**-**	**9**	**22**	**2**	**223**	**8**	**8**	**231**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
NOTES TO BALANCE SHEET

2.Financial Assets - Investments (Amt Rs.in Lakhs)

Particulars		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Non Current Investment				
a. Investments in subsidiary				
Marketplace Tech Infra Services Private Limited		1.25	1	1
(1,00,000 Equity Shares of Re 1/- each fully paid up)				
BSE CSR Integrated Foundation		0.25		
(2,500 Equity Shares of Re 10/- each fully paid up)				
b. Investments in Debentures and Bonds				
Hudco Bonds - (2,500 Units of Rs 1,000/- each)		26	26	26
Total Non Current Investments		**28**	**27**	**27**
B. Current Investment				
c. Balances with banks				
In Deposit accounts (maturity greater than 1 year)				
Total Current Investments		-	**-**	**-**
Elimination of Invstment in Subsidiary		(1)	(1)	(1)
Grand Total of Financial Assets - Investments		**27**	**26**	**26**
a.Investment in Units of Mutual Funds				
A. Non Current Investment				
Units of Dividend Oriented Debt Schemes of Mutual Fund as at 31st Mar 2017	Units	Marketvalue	Marketvalue	Marketvalue
Hdfc Fmp 1150d Feb 2017 (1) Growth Series 37	2,001,215	202		
Idfc Fixed Term Plan Series 129 Direct Plan Growth (1147days)	3,000,000	302		
Total of Non Current Investment		**504**	**-**	**-**
B. Current Investment				
IDFC Cash Fund-Daily Divident (Regular Plan)	54,969	-	550	
Units of Growth Oriented Mutual Funds				
Birla sunlife Short Term Opportunities fund				56
ICICI Prudential Regular Savings Fund				51
ICICI Prudential Corporate Bond Fund				107
Kotak Income Opportunity Fund		-	128	118
Kotak Income Opportunity Fund		-	125	114
Hdfc Short Term Plan - Growth	411,216	133	122	111
Kotak Income Opportunity Fund Growth	1,103,355	198	180	165
Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	490,415	132	120	110
Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	486,841	131	119	109
Idfc Super Saver Fund Medium Term	221,522	61	56	52
Idfc Super Saver Fund Medium Term	440,236	122	112	104
Hdfc Corporate Debt Opportunities Fund	922,944	125	113	104
Idfc Super Saver Fund Medium Term	416,821	116	106	
Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	435,812	117	107	
Total of Current Investment		**1,135**	**1,838**	**1,201**
Grand Total		**1,639**	**1,838**	**1,201**

3. Other Financial Assets (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Non Current Financial Assets			
a. Deposits	68	69	3
b. Receivable from Punjab & Sind Bank	316	316	317
Less: Allowance for Credit Losses	(316)		
Net Receivable	-	316	317
Subtotal (A)	**68**	**385**	**320**
B. Current Financial Assets			
Deposits	3	1	2
Subtotal (B)	**3**	**1**	**2**
Total	**71**	**386**	**322**

4. Deferred Tax Asset (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred Tax Asset	46	-	-
Total	**46**	**-**	**-**

5. Other Assets (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Other Non Current Assets			
Subtotal (A)	-	-	-
B. Other Current Assets			
Advances recoverable in cash or in kind	2	12	6
Prepaid Expenses	20	19	21
Subtotal (B)			
Total	**22**	**31**	**27**

6. Trade Receivables (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(a) Over six months (from the date due for payment)			
Unsecured, considered good	6	12	3
Unsecured, considered doubtful	6	2	3
Less: Provision for doubtful debts	6	2	3
	6	12	3
(b) Others			
Unsecured, considered good	**864**	**265**	**385**
Total	**870**	**277**	**388**

7. Cash and Cash Equivalents (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Cash on hand	-		
Balances with banks			
In Current accounts	338	78	57
	338	78	57

8. Bank balances other than Cash and Cash Equivalents (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with banks			
In Deposit accounts	313	5	114
Total	**313**	**5**	**114**

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

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Income Tax Paid In Advance	226	322	372
(net of provisions)	-		
Total	**226**	**322**	**372**

10. Equity (Amt Rs.in Lakhs)

Particulars		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Equity Share capital				
AUTHORISED				
50,000,000 Equity Shares of Re. 1 each with voting rights		500	500	500
20,000,000 Preference Shares of Re. 1 each		200	200	200
Marketplace Tech Infra Services Private Limited		1	1	1
(1,00,000 Equity Shares of Re 1/- each fully paid up)				
Elimination Adjustments		-1	-1	-1
		700	**700**	**700**
ISSUED, SUBSCRIBED AND PAID UP				
50,000,000 Equity Shares of Re. 1 each fully paid up with voting rights	**1**	500	200	200
(3,00,00000 Equity Shares of face value of Re 1 each issued by way of Bonus Issue)				
Other Equity		**2,357**	**2,395**	**2,089**
Total		**2,857**	**2,595**	**2,289**

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

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Other Non Current Liabilities			
Lease Liability on Motor Car Purchased	35	1	1
Subtotal (A)	**35**	**1**	**1**
B. Other Current Liabilities			
Lease Liability on Motor Car Purchased	11	1	1
Subtotal (B)	11	1	1
Total	**46**	**2**	**2**

12. Provisions (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Non Current Provisions for employee benefits			
Provision for employee benefits			
Provision for Gratuity	101	78	65
Subtotal (A)	**101**	**78**	**65**
B. Current Provisions for employee benefits			
Accrued employee benefits expense	530	262	204
Provision for Employee Benefits			
Provision for Leave Encashment	158	98	36
Provision for Gratuity	10	2	2
Subtotal (B)	**698**	**362**	**242**
Total	**799**	**440**	**307**

13. Deferred tax liabilities (Net) (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred Tax Liability	-	35	35
Total	**-**	**35**	**35**

14. Trade Payables (Amt Rs.in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Payable to Service Providers	8	14	26
Provision for Tax	-	1	-
Provision for expenses	32	14	12
Total	**40**	**29**	**38**

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

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Income Received in Advance	36	33	30
Statutory remittances	40	33	21
Advances from customers	25	12	16
Total	**101**	**78**	**67**

16. Revenue from Operations (Amt Rs.in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Software license sales	73	64
Software license - Trading	331	252
Software development, Customization & Support Charges	2765	2056
Software maintenance income	451	451
Misc Income	-	
Total	**3,620**	**2823**

17. Other Income (Amt Rs.in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Interest Income on Fixed Deposits	14	5
Interest Income on Bonds [Non Current Investment]	2	2
Dividend from Mutual Funds [Current Investment]	27	16
Profit/Loss on Sale of investments [Current Investment]	70	17
Interest on income tax refund	14	16
Fair Value Measurement of Investments	51	87
Reversal of Income Tax Earlier Years	4	9
Total	**182**	**152**

18. Employess Benefit Expenses (Amt Rs.in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Salaries, wages and bonus	2166	1645
Contribution to provident fund and other funds	124	65
Staff welfare expenses	65	41
Compensated Absences	127	110
Total	**2482**	**1861**

19. Other Operating Expenses (Amt Rs.in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Advertisement Expenses	5	4
Auditors' Remuneration	4	3
Bad Debts Written Off	3	6
Bank Charges	0	0
Conveyance Expenses	8	5
Electricity Charges	26	22
Empanelment Charges	15	13
Housekeeping Expenses	4	3
Insurance	21	23
Miscellaneous Expenses	13	9
Printing & Stationery Exp.	3	2
Professional Fees	48	52
Provision for Doubtful Debts	4	-1
Provision for Recovery From P&S Bank	316	0
Rates and Taxes	5	4
Repair and Maintenance Computers & Softwares	4	6
Repair and Maintenance Others	4	4
Security Charges	7	6
Society Charges	2	2
Telephone Expenses	23	27
Travelling Expenses	17	30
Vehicle Expenses	12	3
Total	**544**	**223**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
CONSOLIDATED STATEMENTS OF CHANGE IN EQUITY

(Amt Rs.in Lakhs)

For the period ended March 31, 2017	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 April 1, 2016	200	2,335	60	2,395	2,595
Changes in equity share capital during the year/period					
(a) Issue of fully paid up Bonus equity shares	**300**	**(300)**			
Total	**500**	**2,035**	**60**	**2,395**	**2,595**
					-
Profit / (loss) for the period		277		277	277
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gian/ (loss)			(15)	(15)	(15)
Dividends (including corporate dividend tax)		-		-	-
					-
Balance as at March 31, 2017	**500**	**2,312**	**45**	**2,357**	**2,857**

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(Amt Rs.in Lakhs)

During the year ended March 31, 2016	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 April 1, 2015	200	2,022	63	2,085	2,285
					-
Profit for the period		313		313	313
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gian/ (loss)			(3)	(3)	(3)
Dividends (including corporate dividend tax)				-	-
Balance as of March 31, 2016	**200**	**2,335**	**60**	**2,395**	**2,595**

Significant Accounting Policies and Notes to Accounts

Notes annexed to and forming part of Consolidated Financial Statements for the Year ended March 31, 2017.

1. **Corporate information**

   Marketplace Technologies Private Ltd. ("MTPL" or "Company") was incorporated in 2005 as a wholly owned subsidiary of BSE Ltd. MTPL is engaged in providing IT solutions with focus on Commodities, Banking and Financial Services in India.

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 Annual Technical Services Revenue and Revenue from fixed-price maintenance contracts are recognized ratably over the period in which services are rendered. Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license. Revenue from On-site support and other services arising out of the sale of software products is recognized as the related services performed. Fees from the development of software are recognized as revenue by reference to the stage of completion of the development.

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 Income from 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 Leases

Lease is classified as finance lease whenever the term of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

I. The Company as lessee

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss. Contingent rentals are recognized as expenses in the periods in which they are incurred.

Rental expense from operating leases is generally recognized on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases, such increases are recognized in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

2.3.5 Cost recognition

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

2.3.6 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 is 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

a. 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.

b. Subsequent measurement (Non-derivative financial instruments)

I. Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

II. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount

outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

III. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

IV. 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.

V. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial-statements.

VI. 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.

VII. 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.

c. De-recognition of financial instruments:

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. Fair value of financial instruments:

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

e. Effective interest method

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Revenue from Investments and Deposits" line item.

2.3.8 Employee benefits

a. Retirement benefit costs and termination benefits

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:

Building	6 years
Plant and machinery	5 years
Office equipment	5 years
Computer equipment	3-6 years
Furniture and fixtures	10 years
Vehicles	8 years*

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

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

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 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.

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.

2.3.13 Provisions

A Provision is recognized if, as aa result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flow at a pre-tax rate that reflects current market assessments of time value of money and the risk to the liability.

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”.

3. **Related Party Transaction**

(a) List and Transactions with Related Parties

Name	**Relationship**	
BSE Limited	**Holding Company**	
Transactions with Holding Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Period Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	2907	1991
Expenditure		
Empanelment Charges	-	
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Receivables	663	155

Name	**Relationship**	
Central Depository Services (India) Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Sale of Software Licenses	23	31
Receivables	7	-

Name	**Relationship**	
CDSL Ventures Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Sale of Software Licenses	4	2

Name	**Relationship**	
BSE Institute Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	-	-

Name	**Relationship**	
Indian Clearing Corporation Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	584	534
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Receivables	96	48

Name	**Relationship**	
Institutional Investory Advisory Services India Ltd	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	-	-
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Receivables	-	0.30

Note: The above company ceases to be the Fellow Subsidiary Company of Marketplace Technologies Pvt. Ltd. w.e.f 5th January 2016.

Name	Relationship	
BSE Samman CSR Ltd	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	2	-
Assets		
Receivables	2	-

Name	Relationship	
India International Exchange (IFSC) Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		(Amt Rs. in lakhs)
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	3	-
Assets		
Receivables	3	-

b) Key Management Personnel (KMP):

(Amt Rs. in lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Pranav Trivedi- Whole time Director	42	38
Animesh Jain – Whole time Director	56	51
Prateek Bakliwal – Company Secretary	NIL	NA

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.

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:

(Amt Rs. in lakhs)

	Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Change in benefit obligations			
	Benefit obligations at the beginning	75.00	64.00
	Current Service Cost	10.00	10.00
	Interest on defined benefit obligation	6.00	5.00
	Re-measurements - Actuarial Loss / (Gain)	15.00	3.00
	Benefits Paid	(3.00)	(7.00)
	Closing Defined Benefit Obligation	103.00	75.00
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			

b. Profit and Loss Account Expense

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:

(Amt Rs. in lakhs)

IV	Particulars	Mar 31, 2017	Mar 31, 2016
	Current Service Cost	10.00	10.00
	Actuarial (Gains) Losses	0	0
	Interest on net defined benefit obligations / (asset)	6.00	8.00
	Total Included in "Employee Benefit Expense"	16.00	18.00

c. 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:

(Amt Rs. in lakhs)

IV	Particulars	Mar 31, 2017	Mar 31,2016
	Re-measurement for the period – Obligation (gains) / losses	15.00	3.00
	Re-measurement for the period – Plan asset (gains) / losses	-	-
	Total amount recognized in "Other Comprehensive Income"	15.00	3.00

d. Principle Actuarial Assumptions

II	Assumptions	Mar 31,2017	Mar31,2016
	Discount Rate	7.66%	7.96%
	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.

e. 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 31,2017**	**March 31, 2016**
No of employees	224	141
Total Monthly Salary	38 lakhs	25 lakhs
Average Monthly Salary	0.17 lakhs	0.18 lakhs
Average Age	31.47 Years	32.91 Years
Average Past Service	3.79 Years	5.07 Years

f. 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:

(AmtRs. in lakhs)	
Maturity Profit	**As at March 31, 2017**
Expected benefits for year 1	2.71
Expected benefits for year 2	2.86
Expected benefits for year 3	4.95
Expected benefits for year 4	3.10
Expected benefits for year 5	3.34
Expected benefits for year 6 to 10	24.40

5. 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.

6. Amount Receivable from PSB on account of Fixed Deposit of Rs. 3 crores plus interest

In December 2013, the Company had placed two fixed deposits (FDs) totaling to Rs.3 crores with Punjab & Sindh Bank (PSB), Khar Branch, Mumbai. The same was confirmed by the Bank while issuing quarterly confirmations to Auditors for the respective quarters ended December 31, 2013 (Deloitte Haskins & Sells), March 31, 2014 (Deloitte Haskins & Sells) and June 30, 2014 (S Panse& Co). In July 2014, two officials of the Bank approached the Company and enquired whether the Company had availed any loan from Bank against the said FDs. On further inquiry with the Bank it was informed that the original FDs are lying with the Bank and the FDs in possession of the Company were fake. It was further informed by the Bank that the original FDs were in the possession of the

bank as a security against Cash Credit facility availed by the Company. The Company never opened a current account and availed cash credit facility with PSB. The documents (Application form and Board Resolution) the Company submitted to the bank officials were to open a term account i.e. Fixed Deposit Account only for a period of 1 year. PSB officials have confirmed existence of FDs rightfully totaling Rs.3 crores in the name of the Company for which they had a received money by way of RTGS. The Bank defrauded the Company firstly by issuing forged and fake Fixed Deposit receipt, secondly, by creating Cash Credit facility in the name of the Company and thirdly by keeping Fixed Deposit receipts with itself as a security for the said Cash Credit Facility. Subsequently, bank informed the Company that the Fixed Deposit receipts were credited to the Company's Account (Cash Credit Facility).

It is learned that several such cases are existing in PSB, Khar Branch and at other banks too. The matter is under CBI Investigation. The Company has filed a Complaint with Joint Commissioner of Police, Crime Branch, Mumbai against the Bank. The Company has also filed a law suit in the Honourable High Court of Bombay claiming the deposit amount of Rs. 3 crores along with interest @24% w.e.f December 2013, other incidental costs and damages.

The interest income on the fixed deposit is recognized and accrued till 17th July 2014 that is the date when the Company has sought premature withdrawal of the FD.

In connection with the above matter under CBI investigation, HDFC Bank, on receipt of notice from CBI, had blocked the Current Account (A/c No - 08302320001186) held with the Bank with effect from April 8, 2015. Later on, the account was unfreezed by the Bank based on the High Court's Order dated 6th January 2016 and a DD of Rs. 60 lakhs was issued in favour of Registrar Judicial I, High Court, Bombay as a deposit till the final decision of the court.

The Company has provided for the entire Credit Loss Impairment of Rs.316 lakhs for year ended March 31, 2017.

Details of Movement in the expected credit loss are as follows:

(Amt Rs. in lakhs)

Particulars	**Asat March31,2017**	**Asat March31,2017**
Balance at the beginning of the period	316	316
Movement on the expected credit loss allowance on Other Receivables calculated at lifetime expected credit losses	316	-
Balance at the end of the period	-	316

7. Contingent Liabilities (to the extent not provided for)

The company had received a Penalty Show Cause cum Demand notice on 26th September 2014 from Service Tax Department for penalty to be imposed in respect of an issue of wrong availing Cen vat Credit on input services during the period 2010-11 and 2011-12 which was not utilized for providing taxable output services.

Though the amount of penalty is not mentioned in the notice, as per the tax advisors of the company maximum amount of penalty that could be imposed would be Rs. 7,94,448/-.

The company is contesting the demand with Commissioner of Service Tax and the management including its tax advisors believe that company's position will likely be upheld by the Commissioner. The management believes that the ultimate outcome of the proceeding will be non-imposition of the Penalty.

8. First-time adoption of Ind-AS

These consolidated financial statements of Marketplace Technologies Private Limited and its subsidiary for the year ended March 31, 2017 have been prepared in accordance with Ind AS. This is the Group's first set of financial statements in accordance with Ind AS. For the purposes of transition to Ind AS, the company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2015 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in note 2 have been applied in preparing the consolidated financial statements for the nine months ended March 31, 2017 and the comparative information.

9. Exemptions availed on first time adoption of IND AS 101

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemption-

a. Deemed Cost- The company has elected to continue with the carrying value of all its plant and equipment and intangible assets recognized as at April 1, 2015 (transition date) measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

b. Reconciliation of equity as previously reported under IGAAP to Ind AS:

The following reconciliations provides the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101.

i) As at 31st March, 2016 (End of previous period presented under previous GAAP)

							(Amt Rs. in lakhs)
Particulars				**Note No**	**IGAAP Amount as at March 31, 2016**	**Adjustment Amount**	**Amount as per Ind AS as at March 31, 2016**
I.	**ASSETS**						
1	**Non-current assets**						
	(a)	Property, Plant and Equipment			209.00		209.00
	(b)	Intangible assets			7.00		7.00
	(c)	Intangible assets under development					0.00
	(d)	**Financial Assets**					
		(i)	Investments		26.00		26.00
		(ii)	Trade receivables		0.00		0.00
		(ii)	Loans		0.00		0.00
		(iii)	Others		384.00		384.00
	(e)	Deferred Tax Assets (Net)		1.00	27.00	-27.00	0.00
	(f)	Other non-current assets			0.00		0.00
	Total non-current assets				**653.00**	**-27.00**	**627.00**
2	**Current assets**						
	(a)	Financial Assets					
		(i)	Investments	2.00	1,650.00	188.00	1,838.00
		(ii)	Trade receivables		277.00		277.00
		(iii)	Cash and cash equivalents		78.00		78.00
		(iv)	Bank balances other than Cash and Cash Equivalents		5.00		5.00
		(v)	Loans		0.00		0.00
		(vi)	Others		1.00		1.00
	(b)	Current Tax Assets (Net)			322.00		322.00
	(c)	Other current assets			31.00		31.00
	Total current assets				**2,364.00**	**188.00**	**2,552.00**
	Total Assets				**3,017.00**	**161.00**	**3,178.00**

II.	**EQUITY AND LIABILITIES**					
	Equity					
	(a)	Equity Share capital		200.00		200.00
	(b)	Other Equity		2,267.00	119.00	2,395.00
	Total Equity			**2,476.00**	**119.00**	**2,595.00**
	LIABILITIES					
1	**Non-current liabilities**					
	(a)	Financial Liabilities				
		(i) Borrowings		1.00		1.00
		(ii) Trade payables		0.00		0.00
		(i) Other financial liabilities		0.00		0.00
	(b)	Provisions		78.00		78.00
	(a)	Deferred tax liabilities (Net)		0.00	35.00	35.00
	(b)	Other Non current liabilities		0.00		0.00
	Total non-current liabilities			**79.00**	**35.00**	**114.00**
2	**Current liabilities**					
	(a)	Financial Liabilities				
		(i) Borrowings		1.00		1.00
		(i) Trade payables		28.00		28.00
		(ii) Other financial liabilities		0.00		0.00
	(b)	Other current liabilities	3.00	72.00	7.00	79.00
	(c)	Provisions		361.00		361.00
	Total current liabilities			**463.00**	**7.00**	**470.00**
	Total Equity and Liabilities			**3,017.00**	**161.00**	**3,178.00**

ii) As at April 1, 2015 (Previous period presented under previous GAAP)

(Amt Rs. in lakhs)

Particulars			**Note No**	**IGAAP Amount as at April 1, 2015**	**Adjustment Amount**	**Amount as per Ind AS as at April 1, 2015**
I.	**ASSETS**					
1	**Non-current assets**					
	(a)	Property, Plant and Equipment		222.00		222.00
	(b)	Intangible assets		9.00		9.00

	(c)	Intangible assets under development					
	(d)	**Financial Assets**					
		(i)	Investments		26.00		26.00
		(ii)	Trade receivables				
		(ii)	Loans				
		(iii)	Others		320.00		320.00
	(e)	Deferred Tax Assets (Net)		1	3.00		3.00
	(f)	Other non-current assets			2.00		2.00
	Total non-current assets				**582.00**	**0.00**	**582.00**
2	**Current assets**						
	(a)	Financial Assets					
		(i)	Investments	2.00	1,100.00	101.00	1,201.00
		(ii)	Trade receivables		388.00		388.00
		(iii)	Cash and cash equivalents		57.00		57.00
		(iv)	Bank balances other than Cash and Cash Equivalents		114.00		114.00
		(v)	Loans				
		(vi)	Others				
	(b)	Current Tax Assets (Net)			372.00		372.00
	(c)	Other current assets			27.00		27.00
	Total current assets				**2,058.00**	**101.00**	**2,159.00**
	Total Assets				**2,641.00**	**101.00**	**2,742.00**
II	**EQUITY AND LIABILITIES**						
	Equity						
	(a)	Equity Share capital			200.00		200.00
	(b)	Other Equity			2,022.00	67.00	2,089.00
	Total Equity				**2,222.00**	**67.00**	**2,289.00**
	LIABILITIES						
1	**Non-current liabilities**						
	(a)	Financial Liabilities			1.00		1.00
		(i)	Borrowings				
		(ii)	Trade payables				
		(i)	Other financial liabilities				
	(b)	Provisions			70.00		70.00
	(a)	Deferred tax liabilities (Net)		1.00	4.00	34.00	38.00
	(b)	Other Non current liabilities					
	Total non-current liabilities				**75.00**	**34.00**	**109.00**

2	**Current liabilities**						
	(a)	Financial Liabilities					
		(i)	Borrowings		1.00		1.00
		(i)	Trade payables		36.00		36.00
		(ii)	Other financial liabilities		17.00		17.00
	(b)	Other current liabilities			72.00		72.00
	(c)	Provisions		3.00	218.00		218.00
	Total current liabilities				**344.00**		**344.00**
	Total Equity and Liabilities				**2,641.00**	**101.00**	**2,742.00**

i) Reconciliations between IGAAP and Ind AS

a. Reconciliation of Equity as at March 31, 2016

	(Amt Rs. in Lakhs)
Particulars	**As at March 31, 2016**
As reported under IGAAP	2,194.00
Add: Fair Value adjustment for Mutual Fund Investments	187.00
Less: Deferred Tax adjustment	33.00
Less: Warranty Adjustment	5.00
Equity under Ind AS	2,360.00

b. Reconciliation of Net Income for period ended March 31, 2016

	(Amt Rs. in Lakhs)
Particulars	**As at Mar 31, 2016**
Net Profit as reported under IGAAP	**240.00**
Add: Fair Value adjustment for Mutual Fund Investments	87.00
Less: Deferred Tax adjustment	29.00
Less: Warranty Adjustment	2.00
Less: Re measurement of the defined benefit plan - Actuarial Gain recognized in Other Comprehensive Income	3.00
Net Profit for the year as per IND AS	293.00
Other Comprehensive Income	
Add: Re measurement of the defined benefit plan - Actuarial Gain.	3.00
Total Comprehensive Income under Ind AS	**296.00**

c. **Reconciliation of Equity as at April 1, 2015**

	(Amt Rs. in Lakhs)
Particulars	**As at April 1, 2015**
As reported under IGAAP	2,001.00
Add: Fair Value adjustment for Mutual Fund Investments	101.00
Less: Deferred Tax adjustment	33.00
Less: Warranty Adjustment	5.00
Equity under Ind AS	2,064.00

Notes to reconciliations:

Note No.	**Particulars**
1	**Deferred tax:** Under previous GAAP, deferred taxes were recognized for the tax effect of timing differences between accounting income and taxable income for the year i.e., income statement approach. However, under Ind AS 12, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the balance sheet and their respective tax base i.e. balance sheet approach
2	**Investments:** Under the previous GAAP, the Company accounted for long term investments in non-quoted and quoted investments at cost less provision other than temporary diminution in the value of investments. Current investments are stated at the lower of cost and fair value. As per the requirements of Ind AS 109, the investments in mutual fund units are to be fair valued and investment in bonds are to be valued at amortised cost.
3	**Warranty Adjustments** Software is sold along with the Annual Technical Services of one year. Revenue from sale of software includes the revenue for the Technical services to be provided, such revenue is segregated from sale of software and recognized rateably over the period of one year.

10. 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.870.00 lakh and Rs.277.00 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 is the cash-generating company. 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 strengthens 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.

11. Categories of Financial Instruments

							(Amt Rs. in Lakhs)
		Carrying Value	**Carrying Value**	**Carrying Value**	**Fair Value**	**Fair Value**	**Fair Value**
	Particulars	**As at March 31, 2017**	**As At March 31, 2016**	**As At April 1, 2015**	**As at March 31, 2017**	**As At March 31, 2016**	**As At April 1, 2015**
I)	**Financial Assets**						

a)	**Measured at Amortised Cost**						
	Investment in Debt Instrument	532	26	26	532	26	26
	Trade Receivable	870	277	388	870	277	388
	Cash and Cash Equivalent	338	78	57	338	78	57
	Bank balances other than Cash and Cash Equivalents	313	5	114	313	5	114
	Loans	-	-	-	-	-	-
	Other Financial Assets	68	385	320	68	385	320
b)	**Measured at Fair Value through Profit or Loss**						
	Investment in Mutual Funds	1,135	1,838	1,201	1,201	1,201	1,201
	Investment in Equity Shares	1	1	1	1	1	1
	Total Financial Assets (a+b)	3,257	2,610	2,107	3,323	1,973	2,107
II)	**Financial Liabilities**						
a)	**Measured at Amortised Cost**						
	Borrowings						
	Trade Payables	40	29	**38**	40	29	38
	Other Financial Liabilities	11	1	1	11	1	1
	Total Financial Liabilities	51	30	39	51	30	39

11.1 The following table presents fair value hierarchy of assets as at March 31, 2017:

				(Amt Rs. in Lakhs)
Particulars	**Fair Value As of March 31, 2017**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	1,639.00	1,639.00		
Investment in Equity Shares	1.00			1.00
Investment in Tax Free bonds	27.00	27.00		

11.2 The following table presents fair value hierarchy of assets as at March 31, 2016:

				(Amt Rs. in Lakhs)
Particulars	**Fair Value as of March 31, 2016**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	1,838.00	1,838.00		
Investment in Equity Shares	1.00			1.00
Investment in Tax Free bonds	26.00	26.00		

11.3 The following table presents fair value hierarchy of assets as at April 01, 2015:

(Amt Rs. in Lakhs)				
Particulars	**Fair Value as of April 1, 2015**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	1,201.00	1,201.00		
Investment in Equity Shares	1.00	-	-	1.00
Investment in Tax Free bonds	26.00	26.00	-	-

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, 2017**	**For the period ended March 31, 2016**
No. of Equity Shares (Issued and paid up)	5,00,00,000	2,00,00,000
Basic EPS (Not Annualized) in Rs.	0.554	1.550
Diluted EPS (Not Annualized) in Rs.	0.554	0.626
Par value of Shares Rs.	1	1

Company Issued Bonus Equity Shares to Equity Shareholders in the ratio of 3:2 on November 18, 2016. Diluted Earnings per Share is calculated on weighted Average number of Equity Shares (i.e.5,00,00,000 Equity Shares).

13. Disclosure On Specified Bank Notes (SBNs):

Disclosure on specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016.

(Amt in Rs.)

Particulars	**SBNs**	**Other denomination notes**	**Total**
Closing cash in hand as on 08.11.2016	7,500	9,861	17,361
(+) Permitted receipts	-	50,000	50,000
(-) Permitted payments	7,500	37,095	44,595
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	22,766	22,766

14. Finance Lease

Assets acquired on finance lease comprise of motor vehicles.

The Minimum lease rentals and the present value of minimum lease payments in respect of such assets are as follows:

(Rs in lakhs)

Sr.	Particulars	Minimum Lease Payments			Present value of Minimum Lease Payments		
		As on March 31, 2017	**As on March 31, 2016**	**As on April 1, 2015**	**As on March 31, 2017**	**As on March 31, 2016**	**As on April 1, 2015**
1	Payable not later than 1 Year	11	0	1	4	0	0
2	Payable later than 1 Year and not later than 5 Years	35	1	2	26	1	2
	Total	**46**	**1**	**3**	**30**	**1**	**2**
	Less : Future Finance Charges	16	0	1			
	Present Value of Minimum Lease Payments	**30**	**1**	**2**			

No contingent rent recognized / (adjusted) in the statement of profit and loss in respect of finance lease.

15. Income Tax Expense:

The following are the details of income tax assets as of March 31, 2017, March 31, 2016 and April 1, 2015.

(Amt Rs. In Lakhs)

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Net Current tax at the beginning (Assets)	320	372
Current Income Tax provision including earlier tax adjustment	100	148
Earlier Years' Adjustments	173	160
Income tax paid (Including TDS)	179	258
Balance at the end	226	322

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, 2017 and year ended March 31, 2016.

(Amt Rs. In Lakhs)

Particular	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Profit before tax from continuing operations	302	373
Income tax expense calculated at 34.608% (A)	103	126
Adjustment:	-	-
Effect of income that is exempt from taxation	31	12
Effect of expenses that are not deductible in determining taxable profit	-	-
Effect of expenses that are deductible in determining taxable profit	21	17
Effect of expenses that are allowed on payment basis in determining taxable profit	-	-
Effect of Book Depreciation and Tax Depreciation	6	5
Effect of Carried forward losses under tax	-	-
Tax saving due to reduced rate on capital gain	10	-
Total (B)	68	35
Adjustments recognized in the current year in relation to the current tax of prior years (C)	64	56
Minimum Alternate Tax (Tax under MAT less Tax as per Normal provision) (D)	-	-
Income tax expense recognized in profit or loss (relating to continuing operations) (A-B+C+D)	100	148

16. The financial statements were approved for issue by the board of directors in their meeting held on April 25, 2017.

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

For and on behalf of the Board of Directors,

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
Whole-time Director
DIN: 00559680

PrateekBakliwal
Company Secretary
Membership No : A24595

Place ; Mumbai
Date : April 25, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF MARKETPLACE TECHNOLOGIES PRIVATE LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Marketplace Technologies Private Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of changes in equity for the year ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as 'financial statements').

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 Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including Other Comprehensive Income and 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 relevant rules issued there under.

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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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.

Opinion

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 including Ind AS, of the Financial position of the Company as at March 31, 2017, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

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 paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone 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 March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 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 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, we state that:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 6 and 7 in Notes to Account to the financial statements;
ii. According to information and explanations given to us, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. According to information and explanations given to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
iv. The Company has provided requisite disclosures in Note 13 to its financial statements as to holding as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016 and these are in accordance with the books of account maintained by the Company.

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

Supriya Panse
Partner
Membership No.: 46607
April 25, 2017

Annexure A to the Auditor's Report

The Annexure referred to in paragraph 1 of our Report to the members of **Marketplace Technologies Private Limited** ("the Company") for the year ended March 31, 2017.

We report that:

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

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of 'ENC Software Solutions Private Limited' (erstwhile name of Market Place Technologies Private Limited).

(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) According to the information and explanations given to us and on the basis of our examination of the books of account and other records, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraph (iii)is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has not given any loan, guarantee or security in terms of the provisions of section 185 the Act during the period and the Company has complied with the provisions of section 186 of the Act with respect to the investments made.

(v) The Company has not accepted any deposits from the public.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii)

(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year

by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable..

(c) According to the information and explanations given to us and on the basis of our examination of the books of account and other records, there are no material statutory dues which have not been deposited on account of dispute. However, according to information and explanations given to us, the company had received a Penalty Show Cause cum Demand notice on 26th September 2014 from Service Tax Department for penalty to be imposed in respect of an issue of wrong availing Cenvat Credit on input services during the period 2010-11 and 2011-12 which was not utilized for providing taxable output services. Though the amount of penalty is not mentioned in the notice, as per the tax advisors of the company maximum amount of penalty that could be imposed would be Rs. 7,94,448/-.

The company is contesting the demand with Commissioner of Service Tax and the management including its tax advisors believes that company's position will likely be upheld by the Commissioner. The management believes that the ultimate outcome of the proceeding will be non imposition of the Penalty.

(viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) According to the information and explanations give to us, no material fraud by the company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(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) 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 section 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards. Section 177 is not applicable to the Company.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, 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 25, 2017

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 Technologies Pvt Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('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 the 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 March 31, 2017, 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 25, 2017

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
STANDALONE IND AS BALANCE SHEET AS AT 31ST MARCH, 2017

(Amt Rs. in Lakhs)

	Particulars	Note No	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and Equipment	1	285	209	222
	(b) Capital work-in-progress				
	(c) Investment Property				
	(d) Goodwill				
	(e) Intangible assets	1	5	7	9
	(f) Intangible assets under development				
	(g) Biological Assets other than bearer plants				
	(h) **Financial Assets**				
	(i) Investments	2	531	27	27
	(ii) Trade receivables				
	(iii) Loans				
	(iv) Others	3	64	379	320
	(i) Deferred Tax Assets (Net)	4	33	-	-
	(j) Other non-current assets		-	-	-
	Total non-current assets		**918**	**622**	**578**
2	**Current assets**				
	(a) Inventories				
	(b) Financial Assets				
	(i) Investments	2	1,135	1,838	1,201
	(ii) Trade receivables	6	870	270	386
	(iii) Cash and cash equivalents	7	213	47	37
	(iv) Bank balances other than Cash and Cash Equivalents	8	313	5	114
	(v) Loans				
	(vi) Others	3	3	1	-
	(c) Current Tax Assets (Net)	9	224	268	349
	(d) Other current assets	5	21	19	24
	Total current assets		**2,779**	**2,448**	**2,111**
	Total Assets		**3,697**	**3,070**	**2,689**
II.	**EQUITY AND LIABILITIES**				
	Equity				
	(a) Equity Share capital	10	500	200	200
	(b) Other Equity		2,303	2,360	2,068
	Total Equity		**2,803**	**2,560**	**2,268**
	LIABILITIES				
1	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings		-	-	-
	(ii) Trade payables		-	-	-
	(i) Other financial liabilities	11	35	1	1
	(b) Provisions	12	93	73	62
	(c) Deferred tax liabilities (Net)	13	-	42	38
	(d) Other Non current liabilities		-	-	-
	Total non-current liabilities		**128**	**116**	**101**
2	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowings		-	-	-
	(ii) Trade payables	14	31	18	33
	(iii) Other financial liabilities	11	11	1	1
	(b) Other current liabilities	15	96	73	68
	(c) Provisions	12	628	302	218
	(d) Current Tax Liabilities (Net)		-	-	-
	Total current liabilities		**766**	**394**	**320**
	Total Equity and Liabilities		**3,697**	**3,070**	**2,689**

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

Supriya Panse
Partner
Membership No:- 046607

For and on behalf of Board of Directors

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

Place : Mumbai
Date : April 25, 2017

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
STATEMENT OF STANDALONE IND AS FINANCIAL RESULTS FOR THE YEAR ENDED MARCH 31, 2017

(Amt Rs. in Lakhs)

	Particulars	Note No	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
1	**Revenue**			
a	Revenue From Operations	16	3,619	2,808
b	Income from Investments and other income	17	179	152
	Total Revenue		**3,798**	**2,960**
2	**Expenses**			
	Employee benefits expenses	18	2,090	1,461
	Software / Hardware Purchases - Trading		332	252
	Service Provider Charges		566	588
	Depreciation and Amortisation Expenses	1	20	16
	Other expenses	19	521	206
	Total Expenses		**3,529**	**2,523**
3	Profit Before Exceptional And Extra ordinary Items and Tax (1 - 2)		269	437
4	Exceptional Items		-	-
5	Profit Before Extra ordinary Items and Tax (3 - 4)		269	437
6	Extraordinary Items		-	-
7	Profit Before Tax (5-6)		**269**	**437**
8	Tax Expenses			
	Current Tax		86	133
	Deferred Tax		(75)	5
9	Profit for the Period from Continuing Operation		**258**	**299**
10	Profit/(Loss) After Tax From Discontinuing Operations			
11	Net Profit for the period		**258**	**299**
12	**Other Comprehensive Income**			
a	(i) Items that will not be reclassified to profit or loss			
	Remeasurement of the defined benefit plan		15	(3)
	(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**		15	(3)
	Total Comprehensive Income for the period (11+13)		**243**	**296**
12	Earning Per Equity Share			
	Basic EPS (Not annualised)		0.516	1.495
	Diluted EPS (Not annualised)		0.516	0.598
	Par value of shares		1	1
	Weighted average number of shares		50,000,000	20,000,000

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

For and on behalf of Board of Directors

Supriya Panse
Partner
Membership No:- 046607

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Wholetime Director)
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

Place : Mumbai
Date : April 25, 2017

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED

STANDALONE IND AS CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

(Amt Rs. In Lakhs)

	Particulars		For the Year Ended 31 March 2017		For the year ended 31 March 2016	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**					
	Net profit Before Tax as per Financial Resluts			**269**		437
	Adjustments:					
	Depreciation and Amortisation			20		16
	Provision for Doubtful Debts			7		(1)
	Reversal of Tax for Earlier Years			(4)		
	Interest Income			(27)		(13)
	Provision for Employee Benefits			122		112
	Profit on Sale of Investments			(70)		(17)
	Dividend			(27)		(16)
	Allowances for expected credit losses on Financial Assets			316		-
	Fair Value Adjustment of Mutual Fund			(51)		(87)
	Operating Profit before Working capital changes			**555**		**431**
	Adjustments for changes in:					
	Trade and Other Receivables			(607)		58
	Trade and Other Liabilities			304		(26)
	Taxes Paid			(43)		(52)
	Net Cash generated from Operating Activities	**A**		**209**		**411**
B.	**CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES**					
	Acquisition of Fixed Assets			(94)		(1)
	Redemption of units of Mutual funds			2,581		4,815
	Fixed Deposits Matured			5		109
	Fixed Deposits placed			(300)		-
	Purchase of units of Mutual funds (including dividend re-invested and Profit on redemption)			(2,262)		(5,332)
	Profit on sale of Mutual Fund units			-		(5)
	Interest Income			27		
	Dividend Income			-		13
	Net Cash (used in) / from Investing Activities	**B**		**(43)**		**(401)**
C.	**CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES**					
	Increase in Share Capital			**-**		-
	Increase in Share Premium			-		-
	Dividend paid (incl Distribution Tax)			-		-
	Net Cash generated from / (used in) Financing Activities	**C**		**-**		**-**
	Net (Decrease) / Increase in Cash and Cash equivalents	**A+B+C**		**166**		**10**
	Opening Balance of Cash and Cash equivalents					
	Cash Balance		-		-	
	Bank Balance in Current Account		47		37	
	In Deposit Accounts			47		37
	Cash Balance				-	
	Bank Balance in Current Account		213		47	
	In Deposit Accounts			**213**		47
	Net (Decrease) / Increase in Cash and Cash equivalents			**166**		**10**

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

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
(Whole-time Director)
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

Place : Mumbai
Date : April 25, 2017

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	Intangible	Total
Cost or deemed cost											
Balance as at April 1, 2015		186	4		9	22	2	223	8	8	231
Additions during the year						1		1		-	1
Deductions / adjustments								-		-	-
Acquisition through Business Combination								-		-	-
Balance as at March 31, 2016	**-**	**186**	**4**	**-**	**9**	**23**	**2**	**224**	**8**	**8**	**232**
Balance as at April 1, 2016		186	4	-	9	23	2	224	8	8	**232**
Additions during the period			45			-	49	94	-	-	**94**
Deductions / adjustments								-		-	-
Acquisition through Business Combination								-		-	-
Balance as at March 31, 2017	**-**	**186**	**49**	**-**	**9**	**23**	**51**	**318**	**8**	**8**	**326**

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	Intangible	Total
Accumulated depreciation and impairment											
Balance as at April 1, 2015								-		-	-
Depreciation for the year		4	2		3	5	1	15	1	1	16
Deductions / Adjustments								-		-	-
Balance as at March 31, 2016	**-**	**4**	**2**	**-**	**3**	**5**	**1**	**15**	**1**	**1**	**16**
Balance as at April 1, 2016	-	4	2	-	3	5	1	15	1	1	16
Depreciation for the period		4	2		**3**	**4**	**5**	**18**	**2**	2	**20**
Deductions / Adjustments								-		-	-
Balance as at March 31, 2017	**-**	**8**	**4**	**-**	**6**	**9**	**6**	**33**	**3**	**3**	**36**

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	Intangible	Total
Net book value											
As at March 31, 2017	**-**	**178**	**45**	**-**	**3**	**14**	**45**	**285**	**5**	**5**	**290**
As at March 31, 2016	**-**	**182**	**2**	**-**	**6**	**18**	**1**	**209**	**7**	**7**	**216**
As at April 1, 2015	**-**	**186**	**4**	**-**	**9**	**22**	**2**	**223**	**8**	**8**	**231**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
NOTES TO BALANCE SHEET

2.Financial Assets - Investments (Amt Rs. in Lakhs)

Particulars		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Non Current Investment				
a. Investments in subsidiary				
Marketplace Tech Infra Services Private Limited		1.00	1	1
(1,00,000 Equity Shares of Re 1/- each fully paid up)				
BSE CSR Integrated Foundation		0.25		
(2,500 Equity Shares of Re 10/- each fully paid up)				
Elimination of SUBISIDIARY INVESTMENT				
b. Investments in Debentures and Bonds (Quoted)				
Hudco Bonds - (2,500 Units of Rs 1,000/- each)		25.88	26	26
Total Non Current Investments		27		
B. Current Investment				
c. Balances with banks				
In Deposit accounts (maturity greater than 1 year)				
Total Current Investments		-	**-**	**-**
Grand Total of Financial Assets - Investments		**27**	**27**	**27**
a.Investment in Units of Mutual Funds				
A. Non Current Investment				
Units of Dividend Oriented Debt Schemes of Mutual Fund as at 31st Mar 2017	Units	Marketvalue	Marketvalue	Marketvalue
Hdfc Fmp 1150d Feb 2017 (1) Growth Series 37	2,001,215	202		
Idfc Fixed Term Plan Series 129 Direct Plan Growth (1147days)	3,000,000	302		
Total of Non Current Investment		**504**	**-**	**-**
B. Current Investment				
IDFC Cash Fund-Daily Divident (Regular Plan)	54,969	-	550	-
Units of Growth Oriented Mutual Funds				
Birla sunlife Short Term Opportunities fund		-	**-**	56
ICICI Prudential Regular Savings Fund		-	**-**	**51**
ICICI Prudential Corporate Bond Fund Regular Plan Growth		-	**-**	**107**
Kotak Income Opportunity Fund		-	128	118
Kotak Income Opportunity Fund		-	125	114
Hdfc Short Term Plan - Growth	411,216	133	122	111
Kotak Income Opportunity Fund Growth	1,103,355	198	180	165
Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	490,415	132	120	110
Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	486,841	131	119	109
Idfc Super Saver Fund Medium Term	221,522	61	56	52
Idfc Super Saver Fund Medium Term	440,236	122	112	-
Hdfc Corporate Debt Opportunities Fund	922,944	125	113	104
Idfc Super Saver Fund Medium Term	416,821	116	106	104
Dsp Blackrock Inc Opportunities Fund Regular Plan Growth	435,812	117	107	-
Total of Current Investment		**1,135**	**1,838**	**1,201**
Grand Total		**1,639**	**1,838**	**1,201**

3. Other Financial Assets (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Non Current Financial Assets			
a. Deposits	64	63	3
b. Receivable from Punjab & Sind Bank	316	316	317
Less: Allowance for Credit Losses	(316)		
Net Receivable	-	316	317
Subtotal (A)	**64**	**379**	**320**
B. Current Financial Assets			
Deposits	3	1	0
Subtotal (B)	**3**	**1**	**-**
Total	**67**	**380**	**320**

4. Deferred Tax Asset (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred Tax Asset	33	-	-
Total	**33**	**-**	**-**

5. Other Assets (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Other Non Current Assets			
Subtotal (A)	-	-	-
B. Other Current Assets			
Advances recoverable in cash or in kind	2	1	4
Prepaid Expenses	19	18	20
Subtotal (B)			
Total	**21**	**19**	**24**

6. Trade Receivables (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
(a) Over six months (from the date due for payment)			
Unsecured, considered good	6	12	3
Unsecured, considered doubtful	6	2	3
Less: Provision for doubtful debts	6	2	3
	6	12	3
(b) Others			
Unsecured, considered good	864	258	386
Total	**870**	**270**	**386**

7. Cash and Cash Equivalents (Amt Rs. in Lakhs) (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Cash on hand	-	-	-
Balances with banks			
In Current accounts	213	47	37
In Deposit accounts	-	-	-
Own Fund	-	-	-
Earmarked - Defaulter	-	-	-
	213	47	37

8. Bank balances other than Cash and Cash Equivalents (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Balances with banks			
In Deposit accounts	313	5	114
Total	**313**	**5**	**114**

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

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Income Tax Paid In Advance	224	268	349
(net of provisions)	-	-	-
Total	**224**	**268**	**349**

10. Equity

(Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Equity Share capital			
AUTHORISED			
50,000,000 Equity Shares of Re. 1 each with voting rights	500	500	500
20,000,000 Preference Shares of Re. 1 each	200	200	200
	700	**700**	**700**
ISSUED, SUBSCRIBED AND PAID UP			
50,000,000 Equity Shares of Re. 1 each fully paid up with voting rights (3,00,00000 Equity Shares of face value of Re 1 each issued by way of Bonus Issue)	500	200	200
Reserves & Surplus	2303	2360	2068
Total	**2803**	**2560**	**2268**

11. Other Financial Liabilities

(Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Other Non Current Liabilities			
Lease Liability on Motor Car Purchased	35	1	1
Subtotal (A)	**35**	**1**	**1**
B. Other Current Liabilities			
Lease Liability on Motor Car Purchased	11	1	1
Subtotal (B)	**11**	**1**	**1**
Total	**46**	**2**	**2**

12. Provisions

(Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
A. Non Current Provisions for employee benefits			
Provision for employee benefits			
Provision for Gratuity	93	73	62
Subtotal (A)	**93**	**73**	**62**
B. Current Provisions for employee benefits			
Accrued employee benefits expense	489	221	186
Provision for Employee Benefits			
Provision for Leave Encashment	129	79	30
Provision for Gratuity	10	2	2
Subtotal (B)	**628**	**302**	**218**
Total	**721**	**375**	**280**

13. Deferred tax liabilities (Net) (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Deferred Tax Liability	-	42	38
Total	**-**	**42**	**38**

14. Trade Payables (Amt Rs. in Lakhs)

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Payable to Service Providers	8	4	23
Provision for expenses	23	14	10
Total	**31**	**18**	**33**

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

Particulars	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Income Received in Advance	36	33	30
Statutory remittances	35	27	22
Advances from customers	25	13	16
Total	**96**	**73**	**68**

16. Revenue from Operations (Amt Rs in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Software license sales	73	64
Software license - Trading	331	252
Software development, Customization & Support Charges	2764	2041
Software maintenance income	451	451
Misc Income	-	
Total	**3,619**	**2,808**

17. Other Income (Amt Rs in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Interest Income on Fixed Deposits	14	5
Interest Income on Bonds [Non Current Investment]	2	2
Dividend from Mutual Funds [Current Investment]	27	16
Profit/Loss on Sale of investments [Current	70	17
Interest on income tax refund	11	16
Fair Value Measurement of Investments	51	87
Reversal of Income Tax Earlier Years	4	9
Total	**179**	**152**

18. Employess Benefit Expenses (Amt Rs in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Salaries, wages and bonus	1825	1282
Contribution to provident fund and other funds	108	52
Staff welfare expenses	51	33
Compensated Absences	106	94
Total	**2,090**	**1,461**

19. Other Operating Expenses (Amt Rs in Lakhs)

Particulars	For the Year Ended March 31, 2017	For the year Ended March 31, 2016
Advertisement Expenses	5	4
Auditors' Remuneration	3	2
Bad Debts Written Off	3	6
Conveyance Expenses	7	5
Electricity Charges	26	22
Empanelment Charges	8	10
Housekeeping Expenses	4	3
Insurance	21	23
Miscellaneous Expenses	12	9
Printing & Stationery Exp.	3	3
Professional Fees	41	50
Provision for Doubtful Debts	4	-1
Provision for Recovery From P&S Bank	316	0
Rates and Taxes	5	4
Repair and Maintenance Computers & Softwares	4	6
Repair and Maintenance Others	4	4
Security Charges	7	6
Society Charges	2	2
Telephone Expenses	18	16
Travelling Expenses	16	30
Vehicle Expenses	12	2
Total	**521**	**206**

MARKETPLACE TECHNOLOGIES PRIVATE LIMITED
STANDALONE STATEMENTS OF CHANGE IN EQUITY

(Amt Rs. In Lakhs)

For the period ended March 31, 2017	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 April 1, 2016	200	2,300	60	2,360	2,560
Changes in equity share capital during the year/period					
(a) Issue of fully paid up Bonus equity shares	300	(300)			
Total	500	2,000	60	2,360	2,560
					-
Profit / (loss) for the period		258		258	258
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gain/ (loss)			**(15)**	(15)	(15)
Dividends (including corporate dividend tax)		-		-	-
					-
Balance as at March 31, 2017	**500**	**2,258**	**45**	**2,303**	**2,803**

(Amt Rs. In Lakhs)

During the year ended March 31, 2016	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 April 1, 2015	200	2,001	63	2,064	2,264
					-
Profit for the period		299		299	299
Remeasurement of the net defined benefit liability/asset, net of tax effect (acturial gain/ (loss)			(3)	(3)	(3)
Dividends (including corporate dividend tax)				-	-
Balance as of March 31, 2016	**200**	**2,300**	**60**	**2,360**	**2,560**

Significant Accounting Policies and Notes to Accounts

Notes annexed to and forming part of Standalone Financial Statements for the year ended March 31 2017.

1. **Corporate information**

   Marketplace Technologies Private Ltd. ("MTPL" or "Company") was incorporated in 2005 as a wholly owned subsidiary of BSE Ltd. MTPL is engaged in providing IT solutions with focus on Commodities, Banking and Financial Services in India.

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 and presentation

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 Annual Technical Services Revenue and Revenue from fixed-price maintenance contracts are recognized ratably over the period in which services are rendered. Revenue from the sale of user licenses for software applications is recognized on transfer of the title in the user license. Revenue from On-site support and other services arising out of the sale of software products is recognized as the related services performed. Fees from the development of software are recognized as revenue by reference to the stage of completion of the development.

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 Income from 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 Leases

Lease is classified as finance lease whenever the term of the lease transfers substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

I. The Company as lessee

Assets held under finance leases are initially recognized as assets of the Company at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the balance sheet as a finance lease obligation.

Lease payments are apportioned between finance expenses and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance expenses are recognized immediately in profit or loss. Contingent rentals are recognized as expenses in the periods in which they are incurred.

Rental expense from operating leases is generally recognized on a straight-line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases, such increases are recognized in the year in which such benefits accrue. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred.

2.3.5 Cost recognition

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

2.3.6 Taxation

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

a. 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.

b. Subsequent measurement (Non derivative financial instruments)

I. Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

II. Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

III. Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

IV. 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.

V. Investment in subsidiaries

Investment in subsidiaries is carried at cost in the separate financial statements.

VI. 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.

VII. 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.

c. **De-recognition of financial instruments**:

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

d. **Fair value of financial instruments:**

In determining the fair value of its financial instruments, the company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

e. **Effective interest method**

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Revenue from Investments and Deposits" line item.

2.3.8 Employee benefits

a. **Retirement benefit costs and termination benefits**

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:

Building	6 years
Plant and machinery	5 years
Office equipment	5 years
Computer equipment	3-6 years
Furniture and fixtures	10 years
Vehicles	8 years*

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

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the statement of profit and loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

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.

2.3.13 Provisions

A Provision is recognized if, as aa result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flow at a pre-tax rate that reflects current market assessments of time value of money and the risk to the liability.

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".

3. Related Party Transaction

(a) List and Transactions with Related Parties

Name	**Relationship**	
BSE Limited	**Holding Company**	
Transactions with Holding Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	2,907	1,992
Expenditure	-	-
Empanelment Charges	-	-
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Receivables	663	155

Name	**Relationship**	
Marketplace Tech Infra Services Private Limited	**Subsidiary Company**	
Transactions with Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Expenditure		
Service Provider Charges	510	486
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Investments	1	1
Receivables	-	-

Name	Relationship	
Central Depository Services (India) Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Sale of Software Licenses	23	31
Receivables	7	-

Name	Relationship	
CDSL Ventures Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Sale of Software Licenses	4	2

Name	Relationship	
BSE Institute Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	-	-

Name	Relationship	
Indian Clearing Corporation Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customisation and Maintenance charges	584	534
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Receivables	96	48

Name	**Relationship**	
Institutional Investor Advisory Services India Ltd	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	-	-
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Receivables	-	0.30

Note: The above company ceases to be the Fellow Subsidiary Company of Marketplace Technologies Pvt. Ltd. w.e.f. 5th January 2016.

Name	**Relationship**	
BSE Samman CSR Ltd	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Assets		
Investments	2	-
Receivables	2	-

Name	**Relationship**	
India International Exchange (IFSC) Limited	**Fellow Subsidiary Company**	
Transactions with Fellow Subsidiary Company		**Rs in lakhs**
Particulars	**Year Ended 31 March 2017**	**Year Ended 31 March 2016**
Income		
Software License, Customization and Maintenance charges	3	-
Assets		
Receivables	3	-

(b) Key Management Personnel (KMP):

Rs. in Lakh

Particulars	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Pranav Trivedi - Whole time Director	42	38
Animesh Jain –Whole time Director	56	51
Prateek Bakliwal – Company Secretary	NIL	NA

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.

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 March 31 2017	Year Ended March 31 2016
Change in benefit obligations			
	Benefit obligations at the beginning	75.00	64.00
	Current Service Cost	10.00	10.00
	Interest on defined benefit obligation	6.00	5.00
	Re-measurements - Actuarial Loss / (Gain)	15.00	3.00
	Benefits Paid	(3.00)	(7.00)
	Closing Defined Benefit Obligation	103.00	75.00
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			

b. <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, 2017	March 31, 2016
	Current Service Cost	10.00	10.00
	Acturial (Gains) Losses	-	-
	Interest on net defined benefit obligations / (asset)	6.00	8.00
	Total Included in "Employee Benefit Expense"	16.00	18.00

c. <u>Amount Recorded in Other Comprehensive Income</u>

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, 2017	Mar 31, 2016
	Re-measurement for the period – Obligation (gains) / losses	15.00	3.00
	Re-measurement for the period – Plan asset (gains) / losses	-	-
	Total amount recognized in "Other Comprehensive Income"	15.00	3.00

d. <u>Principle Actuarial Assumptions</u>

II	Assumptions	March 31, 2017	Mar31, 2016
	Discount Rate	7.66%	7.96%
	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)

- <u>Discount Rate</u>: 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.

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

e. <u>Summary of Membership data</u>

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

Particulars	March 31,2017	March 31, 2016
No of employees	224	141
Total Monthly Salary	38 lakhs	25 lakhs
Average Monthly Salary	0.17 lakhs	0.18 lakhs
Average Age	31.47 Years	32.91 Years
Average Past Service	3.79Years	5.07 Years

f. 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:

Rs in lakhs	
Maturity Profit	**March 31,2017**
Expected benefits for year 1	2.74
Expected benefits for year 2	2.86
Expected benefits for year 3	4.95
Expected benefits for year 4	3.10
Expected benefits for year 5	3.34
Expected benefits for year 6 to 10	24.40

5. 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.

6. Amount Receivable from PSB on account of Fixed Deposit of Rs. 3 crores plus interest

In December 2013, the Company had placed two fixed deposits (FDs) totaling to Rs.3 crores with Punjab & Sindh Bank (PSB), Khar Branch, Mumbai. The same was confirmed by the Bank while issuing quarterly confirmations to Auditors for the respective quarters ended December 31, 2013 (Deloitte Haskins & Sells), March 31, 2014 (Deloitte Haskins & Sells) and June 30, 2014 (S Panse& Co). In July 2014, two officials of the Bank approached the Company and enquired whether the Company had availed any loan from Bank against the said FDs. On further inquiry with the Bank it was informed that the original FDs are lying with the Bank and the FDs in possession of the Company were fake. It was further informed by the Bank that the original FDs were in the possession of the bank as a security against Cash Credit facility availed by the Company. The Company never opened a current account and availed cash credit facility with PSB. The documents (Application form and Board Resolution) the Company submitted to the bank officials were to open a term account i.e. Fixed Deposit Account only for a period of 1 year. PSB officials have confirmed existence of FDs rightfully totaling Rs.3 crores in the name of the Company for which they had a received money by way of RTGS. The Bank defrauded the Company firstly by issuing forged and fake Fixed Deposit receipt, secondly, by creating Cash Credit facility in the name of the Company and thirdly by keeping Fixed Deposit receipts with itself as a security for the said Cash Credit Facility. Subsequently, bank informed the Company that the Fixed Deposit receipts were credited to the Company's Account (Cash Credit Facility).

It is learned that several such cases are existing in PSB, Khar Branch and at other banks too. The matter is under CBI Investigation. The Company has filed a Complaint with Joint Commissioner of Police, Crime Branch, Mumbai against the Bank. The Company has also filed a law suit in the Honourable High Court of Bombay claiming the deposit amount of Rs. 3 crores along with interest @24% w.e.f December 2013, other incidental costs and damages.

The interest income on the fixed deposit is recognized and accrued till 17th July 2014 that is the date when the Company has sought premature withdrawal of the FD.

In connection with the above matter under CBI investigation, HDFC Bank, on receipt of notice from CBI, had blocked the Current Account (A/c No - 08302320001186) held with the Bank with effect from April 8, 2015. Later on, the account was unfreezed by the Bank based on the High Court's Order dated 6th January 2016 and a DD of Rs. 60 lakhs was issued in favour of Registrar Judicial I, High Court, Bombay as a deposit till the final decision of the court.

The Company has provided for the entire Credit loss Impairment of Rs.316 lakhs for the year ended March 31, 2017.

Details of Movement in the expected credit loss are as follows:

(Rs. in lakhs)

Particulars	**March 31,2017**	**As at March 31, 2016**
Balance at the beginning of the period	316	316
Movement on the expected credit loss allowance on Other Receivables calculated at lifetime expected credit losses	316	-
Balance at the end of the period	-	316

7. Contingent Liabilities (to the extent not provided for)

The company had received a Penalty Show Cause cum Demand notice on 26th September 2014 from Service Tax Department for penalty to be imposed in respect of an issue of wrong availing Cenvat Credit on input services during the period 2010-11 and 2011-12 which was not utilised for providing taxable output services.

Though the amount of penalty is not mentioned in the notice, as per the tax advisors of the company maximum amount of penalty that could be imposed would be Rs. 7,94,448/-.

The company is contesting the demand with Commissioner of Service Tax and the management including its tax advisors believe that company’s position will likely be upheld by the Commissioner. The management believes that the ultimate outcome of the proceeding will be non-imposition of the Penalty.

8. First-time adoption of Ind-AS

These financial statements of Marketplace Technologies Private Limited for the year ended March 31, 2017 have been prepared in accordance with Ind AS. This is the company's first set of financial statements in accordance with Ind AS. For the purposes of transition to Ind AS, the company has followed the guidance prescribed in Ind AS 101 - First Time adoption of Indian Accounting Standard, with April 1, 2015 as the transition date and IGAAP as the previous GAAP.

The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in note 2 have been applied in preparing the financial statements for the year ended March 31, 2017 and the comparative information.

9. Exemptions availed on first time adoption of IND AS 101

Ind-AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemption-

a. Deemed Cost- The company has elected to continue with the carrying value of all its plant and equipment and intangible assets recognized as at April 1, 2015 (transition date) measured as per the previous GAAP and used that carrying value as its deemed cost as of the transition date.

b. Reconciliation of equity as previously reported under IGAAP to Ind AS:

The following reconciliations provide the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101.

i) As at 31st March, 2016 (End of previous period presented under previous GAAP)

Rs in lakhs						
Particulars			**Note No**	**IGAAP Amount as at March 31, 2016**	**Adjustment Amount**	**Amount as per Ind AS as at March 31, 2016**
I.	**ASSETS**					
1	**Non-current assets**					
	(a)	Property, Plant and Equipment		209.00		209.00
	(b)	Intangible assets		7.00		7.00
	(c)	Intangible assets under development				0.00
	(d)	**Financial Assets**				

		(i)	Investments		27.00		27.00
		(ii)	Trade receivables		0.00		0.00
		(ii)	Loans		0.00		0.00
		(iii)	Others		379.00		379.00
	(e)	Deferred Tax Assets (Net)		1.00	20.00	-20.00	0.00
	(f)	Other non-current assets			0.00		0.00
	Total non-current assets				**642.00**	**-20.00**	**622.00**
2	**Current assets**						
	(a)	Financial Assets					
		(i)	Investments	2.00	1,650.00	188.00	1,838.00
		(ii)	Trade receivables		270.00		270.00
		(iii)	Cash and cash equivalents		47.00		47.00
		(iv)	Bank balances other than Cash and Cash Equivalents		5.00		5.00
		(v)	Loans		0.00		0.00
		(vi)	Others		1.00		1.00
	(b)	Current Tax Assets (Net)			268.00		268.00
	(c)	Other current assets			19.00		19.00
	Total current assets				**2,260.00**	**188.00**	**2,448.00**
	Total Assets				**2,902.00**	**168.00**	**3,070.00**
II.	**EQUITY AND LIABILITIES**						
	Equity						
	(a)	Equity Share capital			200.00		200.00
	(b)	Other Equity			2,241.00	119.00	2,359.89
	Total Equity				**2,441.00**	**119.00**	**2,560.00**
	LIABILITIES						
1	**Non-current liabilities**						
	(a)	Financial Liabilities					
		(i)	Borrowings		0.00		0.00
		(ii)	Trade payables		0.00		0.00
		(i)	Other financial liabilities		1.00		1.00
	(b)	Provisions			73.00		73.00
	(a)	Deferred tax liabilities (Net)			0.00	42.00	41.88
	(b)	Other Non current liabilities			0.00		0.00
	Total non-current liabilities				**74.00**	**42.00**	**115.88**

2	**Current liabilities**					
	(a)	Financial Liabilities				
		(i)	Borrowings		0.00		0.00
		(i)	Trade payables		18.00		18.00
		(ii)	Other financial liabilities		1.00		1.00
	(b)	Other current liabilities		3.00	66.00	7.00	73.24
	(c)	Provisions			302.00		302.00
	Total current liabilities				**387.00**	**7.00**	**394.24**
	Total Equity and Liabilities				**2,902.00**	**168.00**	**3,070.00**

ii) As at April 1, 2015 (Previous period presented under previous GAAP)

Rs in lakhs							
Particulars				**Note No**	**IGAAP Amount as at April 1, 2015**	**Adjustment Amount**	**Amount as per Ind AS as at April 1, 2015**
I.	**ASSETS**						
1	**Non-current assets**						
	(a)	Property, Plant and Equipment			222.00		222.00
	(b)	Intangible assets			9.00		9.00
	(c)	Intangible assets under development					
	(d)	**Financial Assets**					
		(i)	Investments		27.00		27.00
		(ii)	Trade receivables				
		(ii)	Loans				
		(iii)	Others		320.00		320.00
	(e)	Deferred Tax Assets (Net)					
	(f)	Other non-current assets					
	Total non-current assets				**578.00**	**0.00**	**578.00**
2	**Current assets**						
	(a)	Financial Assets					
		(i)	Investments	2.00	1,100.00	101.00	1,201.00
		(ii)	Trade receivables		386.00		386.00
		(iii)	Cash and cash equivalents		37.00		37.00
		(iv)	Bank balances other than Cash		114.00		114.00

			and Cash Equivalents				
		(v)	Loans				
		(vi)	Others				
	(b)	Current Tax Assets (Net)			349.00		349.00
	(c)	Other current assets			24.00		24.00
	Total current assets				**2,010.00**	**101.00**	**2,111.00**
	Total Assets				**2,588.00**	**101.00**	**2,689.00**
II.	**EQUITY AND LIABILITIES**						
	Equity						
	(a)	Equity Share capital			200.00		200.00
	(b)	Other Equity			2,001.00	67.00	2,068.00
	Total Equity				**2,201.00**	**67.00**	**2,268.00**
	LIABILITIES						
1	**Non-current liabilities**						
	(a)	Financial Liabilities			1.00		1.00
		(i)	Borrowings				
		(ii)	Trade payables				
		(i)	Other financial liabilities				
	(b)	Provisions			62.00		62.00
	(a)	Deferred tax liabilities (Net)		1.00	4.00	34.00	38.00
	(b)	Other Non current liabilities					
	Total non-current liabilities				**67.00**	**34.00**	**100.00**
2	**Current liabilities**						
	(a)	Financial Liabilities					
		(i)	Borrowings		1.00		1.00
		(i)	Trade payables		33.00		33.00
		(ii)	Other financial liabilities				
	(b)	Other current liabilities			69.00		69.00
	(c)	Provisions		3.00	218.00		218.00
	Total current liabilities				**320.00**		**325.00**
	Total Equity and Liabilities				**2,588.00**	**101.00**	**2,689.00**

iii) Reconciliations between IGAAP and Ind AS

a. Reconciliation of Equity as at March 31, 2016

	(Rs in lakhs)
Particulars	**As at March 31, 2016**
As reported under IGAAP	2,241.00
Add: Fair Value adjustment for Mutual Fund Investments	188.00
Less: Deferred Tax adjustment	62.00
Less: Warranty Adjustment	7.00
Equity under Ind AS	2,360.00

b. Reconciliation of Net Income for period ended March 31, 2016

	(Rs in lakhs)
Particulars	**As at Mar 31, 2016**
Net Profit as reported under IGAAP	**240.00**
Add: Fair Value adjustment for Mutual Fund Investments	87.00
Less: Deferred Tax adjustment	29.00
Less: Warranty Adjustment	2.00
Less: Re measurement of the defined benefit plan - Actuarial Gain recognized in Other Comprehensive Income	3.00
Net Profit for the year as per IND AS	293.00
Other Comprehensive Income	
Add: Re measurement of the defined benefit plan - Actuarial Gain.	3.00
Total Comprehensive Income under Ind AS	**296.00**

c. Reconciliation of Equity as at April 1, 2015

	(Rsin lakhs)
Particulars	**As at April 1, 2015**
As reported under IGAAP	2,001.00
Add: Fair Value adjustment for Mutual Fund Investments	101.00
Less: Deferred Tax adjustment	34.00
Equity under Ind AS	2,068.00

Notes to reconciliations:

Note No.	Particulars
1	**Deferred tax:** Under previous GAAP, deferred taxes were recognized for the tax effect of timing differences between accounting income and taxable income for the year i.e., income statement approach. However, under Ind AS 12, deferred taxes are computed for temporary differences between the carrying amount of an asset or liability in the balance sheet and their respective tax base i.e. balance sheet approach
2	**Investments:** Under the previous GAAP, the Company accounted for long term investments in non-quoted and quoted investments at cost less provision other than temporary diminution in the value of investments. Current investments are stated at the lower of cost and fair value. As per the requirements of Ind AS 109, the investments in mutual fund units are to be fair valued and investment in bonds are to be valued at amortised cost.
3	**Warranty Adjustments** Software is sold along with the Annual Technical Services of one year. Revenue from sale of software includes the revenue for the Technical services to be provided, such revenue is segregated from sale of software and recognized rateably over the period of one year.
4	**Actuarial gains/losses:** Actuarial gains/losses are to be presented in Other Comprehensive Income in IndAS.

10. 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.870.00 lakh and Rs.277.00 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 is the cash-generating company. 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.

11. Categories of Financial Instruments

(Rs in lakhs)							
		Carrying Value	**Carrying Value**	**Carrying Value**	**Fair Value**	**Fair Value**	**Fair Value**
	Particulars	**As at March 31, 2017**	**March 31,2016**	**April 1, 2015**	**As at March 31, 2017**	**March 31,2016**	**April 1, 2015**
I)	**Financial Assets**						
a)	**Measured at Ammortised Cost**						
	Investment in Debt Instrument	27.00	26.00	27.00	27.00	26.00	27.00
	Trade Receivable	870.00	270.00	386.00	870.00	270.00	386.00
	Cash and Cash Equivalent	213.00	47.00	37.00	213.00	47.00	37.00

	Bank balances other than Cash and Cash Equivalents	313.00	5.00	114.00	313.00	5.00	114.00
	Loans	-	-	-	-	-	-
	Other Financial Assets	67.00	379.00	320.00	67.00	379.00	320.00
b)	**Measured at Fair Value through Profit or Loss**						
	Investment in Mutual Funds	1,639.00	1,838.00	1,201.00	1,639.00	1,838.00	1,201.00
	Investment in Equity Shares	1.00	1.00	1.00	1.00	1.00	1.00
	Total Financial Assets (a+b)	3,130.00	2,566.00	2,086.00	3,130.00	2,566.00	2,086.00
II)	**Financial Liabilities**						
a)	**Measured at Ammortised Cost**						
	Borrowings						
	Trade Payables	31.00	18.00	33.00	31.00	18.00	33.00
	Other Financial Liabilities	11.00	2.00	2.00	11.00	2.00	2.00
	Total Financial Liabilities	42.00	20.00	35.00	42.00	20.00	35.00

11.1 The following table presents fair value hierarchy of assets as at March 31, 2017:

(Rs in lakhs)				
Particulars	**Fair Value As of March 31, 2017**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	1,639.00	1,639.00	-	-
Investment in Equity Shares	1.00	-	-	1.00
Investment in Tax Free bonds	27.00	27.00	-	-

11.2 The following table presents fair value hierarchy of assets as at March 31, 2016:

(Rs in lakhs)				
Particulars	**Fair Value As of March 31, 2016**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	1,838.00	1,838.00	-	-
Investment in Equity Shares	1.00	-	-	1.00
Investment in Tax Free bonds	26.00	26.00	-	-

11.3 The following table presents fair value hierarchy of assets as at April 01, 2015:

(Rs in lakhs)				
Particulars	**Fair Value As of April 1, 2015**	**Fair Value Measurement at the end of reporting period/ year using**		
		Level 1	**Level 2**	**Level 3**
Investment in Mutual Funds	1,201.00	1,201.00	-	-
Investment in Equity Shares	1.00	-	-	1.00
Investment in Tax Free bonds	26.00	26.00	-	-

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 year ended March 31, 2017**	**For the year ended March 31, 2016**
No. of Equity Shares (Issued and paid up)	5,00,00,000	2,00,00,000
Basic EPS (In Rs.)	0.554	1.565
Diluted EPS (In Rs.)	0.554	0.626
Par value of Shares (In Rs.)	1	1

Company Issued Bonus Equity Shares to Equity Shareholders in the ratio of 3:2 on November 18, 2016. Diluted Earnings per Share is calculated on weighted Average number of Equity Shares (i.e.5,00,00,000 Equity Shares).

13. Disclosure on Specified Bank Notes (SBNs):

Disclosure on specified bank notes or other denomination note as defined in the MCA notification G.S.R. 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December, 30 2016.

(Amt in Rs.)

Particulars	**SBNs**	**Other denomination notes**	**Total**
Closing cash in hand as on 08.11.2016	7,500	3,469	10,969
(+) Permitted receipts	-	50,000	50,000
(-) Permitted payments	7,500	37,095	44,595
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	16,374	16,374

14. Finance Lease

Assets acquired on finance lease comprise of motor vehicles.

The Minimum lease rentals and the present value of minimum lease payments in respect of such assets are as follows:

(Rs in lakhs)

Sr.	**Particulars**	**Minimum Lease Payments**			**Present value of Minimum Lease Payments**		
		As on March 31, 2017	**As on March 31, 2016**	**As on April 1, 2015**	**As on March 31, 2017**	**As on March 31, 2016**	**As on April 1, 2015**
1	Payable not later than 1 Year	11	0	1	4	0	0
2	Payable later than 1 Year and not later than 5 Years	35	1	2	26	1	2
	Total	**46**	**1**	**3**	**30**	**1**	**2**
	Less : Future Finance Charges	16	0	1			
	Present Value of Minimum Lease Payments	**30**	**1**	**2**			

No contingent rent recognized / (adjusted) in the statement of profit and loss in respect of finance lease.

15. Income Tax Expense:

The following are the details of income tax assets as of March 31, 2017, March 31, 2016 and April 1, 2015.

(Rs in lakhs)

Particulars	**As at March 31, 2017**	**As at March 31, 2016**
Net Current tax at the beginning (Assets)	268	349
Current Income Tax Provision	(86)	(133)
Earlier Years Adjustments	(121)	(162)
Income tax paid (Including TDS)	163	214
Balance at the end	224	268

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, 2017 and year ended March 31, 2016.

(Rs in lakhs)

Particular	**For the year ended March 31, 2017**	**For the year ended March 31, 2016**
Profit before tax from continuing operations	269	349
Income tax expense calculated at 34.608% (A)	93	119
Adjustment:		
Effect of income that is exempt from taxation	28	12
Effect of expenses that are not deductible in determining taxable profit	-	-
Effect of expenses that are deductible in determining taxable profit	21	17
Effect of expenses that are allowed on payment basis in determining taxable profit	-	-
Effect of Book Depreciation and Tax Depreciation	6	5
Effect of Carried forward losses under tax	-	-
Tax saving due to reduced rate on capital gain	10	-
Total (B)	**65**	**35**
Adjustments recognized in the current year in relation to the current tax of prior years (C)	57	49
Minimum Alternate Tax (Tax under MAT less Tax as per Normal provision) (D)	-	-
Income tax expense recognized in profit or loss (relating to continuing operations) (A-B+C+D)	86	133

16. The financial statements were approved for issue by the board of directors in their meeting held on April 25, 2017.

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

For and on behalf of the Board of Directors,

Ashishkumar Chauhan
Chairman
DIN : 00898469

Pranav Trivedi
Whole-time Director
DIN: 00559680

Prateek Bakliwal
Company Secretary
Membership No : A24595

Place; Mumbai
Date: April 25, 2017