



Empowering Businesses

Annual Report 2021-22

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Board's Report

Dear Members,

Your Directors take pleasure in presenting the Eighth (8th) Board's Report on the Business and Operations of the Company together with the Audited Financial Statement and Auditor's Report for the financial year ended March 31, 2022 ('FY 2022').

FINANCIAL HIGHLIGHTS

A summary of financial performance of the Company in the FY 2022 is as follows:

(Amount in INR thousand)

Particulars	FY 2021-22	FY 2020-21
Revenue from Operations	9,225	4,678
Other Income	364	284
Total Income	9,589	4,962
Employee Benefit Expenses	47,057	39,866
Depreciation and amortisation expense	475	1,415
Financial Cost	48,826	31,396
Other Expenses	5,949	5,747
Total Expenses	102,307	78,424
Loss before tax	(92,718)	(73,462)
Total Tax Expenses	-	-
Loss for the year	(92,718)	(73,462)
Other Comprehensive income (OCI) for the year, net of tax	(1,221)	677
Total Comprehensive expenses for the financial year	(93,939)	(72,785)
Earnings per Equity Share (INR) – Face value of ₹ 10/- each	(13.24)	(10.49)

REVIEW OF OPERATIONS

During the financial year under review, your Company has achieved total revenue from operations amounting to ₹ 9,225 thousand as compared to ₹ 4,678 thousand in the previous financial year. The Company has incurred a loss of ₹ 92,718 thousand. There has been no major change, in the nature of business, during the period under review.

CHANGE IN NATURE OF BUSINESS

During FY 2022, the main objects, as stated in the Memorandum of Association, were amended to include the activities related to Investment and allied activities.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

As on March 31, 2022, the Authorised Share Capital of the Company is ₹ 800,000,000/- divided into 10,000,000 equity shares having a face value ₹ 10/- each and 70,000,000 preference shares having a face value of ₹ 10/- each.

During FY 2022, the movement in the authorised share capital of the Company is as follows:

Authorised Share Capital	Equity Share Capital (In ₹)	Preference Share Capital (In ₹)
At the beginning of the year i.e., as on April 01, 2021	550,000,000	250,000,000
Share capital increased/ (decreased) during the financial year	(450,000,000)	450,000,000
At the end of the financial year i.e., as on March 31, 2022	100,000,000	700,000,000

Issued, Subscribed and Paid Up Share Capital

(a) Equity Share Capital

During FY 2022, there is no change in the Issued, Subscribed and Paid Up Equity Share Capital of the Company. As on March 31, 2022, the issued, subscribed and paid up equity share capital of the company is ₹ 70,018,000 divided into 7,001,800 equity shares having a face value of ₹ 10/- each.

Board's Report (contd.)

(b) Preference Share Capital

As on March 31, 2022, the Issued, Subscribed and Paid up Preference share capital of the Company is ₹ 224,763,250/- divided into 22,476,325 preference shares having a face value of ₹ 10/- each.

During FY 2022, the movement in the issued, subscribed and paid-up preference share capital of the Company is as follows:

Issued Subscribed and paid up Share Capital	Preference Share Capital (In Rs.)
At the beginning of the year i.e., as on April 01, 2021 (17,276,325 preference shares of ₹ 10/- each)	172,763,250
Preference Shares issued under the financial year (5,200,000 preference shares of ₹ 10/- each)	52,000,000
At the end of the year i.e., as on March 31, 2022 (22,476,325 preference shares of ₹ 10/- each)	224,763,250

DIVIDEND

Considering the financial position of the Company, the Directors have not recommended any dividend for FY 2022.

TRANSFER TO RESERVES

During FY 2022, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2021-22.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year, the Company has not given any loan or provided any guarantees or made any investments pursuant to Section 186 of the Act.

The Composition of the Board along with number of meetings and attendance details are as follows:

S. No.	Name of the Director	Designation	No. of Meetings held during the tenure	No. of Meeting attended during the year
1	Mr. Brijesh Kumar Agrawal	Director	4	4
2	Mr. Prateek Chandra	Director	4	3
3	Mr. Manoj Bhargava	Director	4	4

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the year under review, the Company has not entered into any related party transactions referred to in Section 188(1) of the Act.

PARTICULARS OF EMPLOYEES

During FY 2022, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Brijesh Kumar Agrawal (DIN: 00191760), is liable to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommend his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

None of the Director or Key Managerial Personnel was appointed/resigned during the financial year ended March 31, 2022, except the appointment of Mr. Bharat Sachdev (Membership No. A64503) as the Company Secretary (Key Managerial Personnel) of the Company w.e.f. May 01, 2021.

MEETINGS OF BOARD OF DIRECTORS

During FY 2022, four (4) Board Meetings were held on April 28, 2021, July 21, 2021, October 19, 2021 and January 23, 2022. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

Board's Report (contd.)

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;
- your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;

- the annual accounts have been prepared on a going concern basis;
- proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the Company.

COMMITTEES OF THE BOARD

Allotment Committee

The Allotment Committee ('Committee') was constituted by the Board of Directors in its meeting held on January 27, 2016 for the purpose of allotment of securities of the Company. During FY 2022, three (3) meetings of the Committee were held on April 28, 2021, September 09, 2021 and January 23, 2022.

The composition of the Committee along with the number of meetings and attendance details of each member at the Committee meetings as on March 31, 2022 are as follows:

S. No.	Name of the Committee Members	Category	No. of meetings held during the year	No. of meetings attended
1	Mr. Brijesh Kumar Agrawal	Member	3	3
2	Mr. Prateek Chandra	Member	3	3

Internal Complaints Committee

An Internal Complaint Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal), Act, 2013 has been duly constituted to redress the complaints received with respect to sexual harassment at workplace as well as to inquire into and make recommendations to the employer on the action required pursuant to its inquiry of such complaint made. As on the date of report, the Internal Complaints Committee comprises of four (4) members out of which two (2) are women members as on the date of this report.

The Company has adopted the policy for Prevention of Sexual Harassment of Women at Workplace.

The details of sexual harassment complaints received and disposed-off during the period under review are as follows:

No. of Complaints received	: Nil
No. of complaints disposed-off	: Nil
No. of cases pending for more than 90 days	: Nil

AUDITORS

Statutory Auditors

M/s Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) were appointed as Statutory Auditors of the Company at the Annual General Meeting ('AGM') of the Company held on November 17, 2017 for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 3rd AGM till the conclusion of the 8th AGM of the Company.

Since, the tenure of the aforesaid Statutory Auditors, shall conclude at the 8th AGM, the Board of Directors in its meeting held on April 26, 2022 considered the re-appointment of M/s. Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) for the second term of 5 years as the Statutory Auditors of the Company, subject to the approval of the members in the ensuing AGM of the Company.

The Company have received their consent for the proposed appointment as Statutory Auditors of the Company from the

Board's Report (contd.)

conclusion of the ensuing AGM of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment. The aforesaid Statutory Auditors, if appointed, will hold office from the conclusion of said AGM until the 13th AGM of the Company.

The report of the Statutory Auditors forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

Internal Auditor

During FY 2022, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2022, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the Statutory Auditors of the Company on the inefficiency or inadequacy of such controls.

ANNUAL RETURN

As per Section 134(3)(a) of the Act, the Annual Return referred to in Section 92(3) of the Act for the financial year ended on March 31, 2022 is available on the website of the Company at <http://pooraa.com>.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2022, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the

Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During FY 2022, no orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have an impact on the going concern status and the Company's operations in future.

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

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption.

The Foreign Exchange earned in terms of actual inflows and outflows, during the financial year are as follows:

Details	(Amount in INR thousand)	
	FY 2021-22	FY 2020-21
Inflows	3,08,250	Nil
Outflows	2,25,809	1,72,386

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2022, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

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

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their sincere appreciation to the contributions and valuable cooperation made by every individual associated with the Company through their hard work, dedication,

Board's Report (contd.)

competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believe in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focus on sustainable and profitable growth of the Company.

On behalf of the Board
For **Tolexo Online Private Limited**

Place: Noida
Date: April 26, 2022

Brijesh Kumar Agrawal
Director & Chief Executive Officer
DIN: 00191760

Manoj Bhargava
Director
DIN: 08267536

Independent Auditor's Report

To the Board of Directors of Tolexo Online Private Limited

OPINION

We have audited the accompanying standalone Ind AS financial statements of Tolexo Online Private Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2022, and the standalone Statement of Profit and Loss, including other comprehensive income, standalone Cash Flow Statement and the standalone Statement of Changes in Equity for the period then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give a true and fair view in conformity with the accounting principle specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

- in the case of the standalone Balance Sheet, of the state of affairs of the Company as at March 31, 2022.
- in the case of the standalone Statement of Profit and Loss including other comprehensive income, of the loss for the period ended on that date;
- in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and
- In the case of the Statement of Changes in Equity, of the changes in equity for the period ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued

by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

EMPHASIS OF MATTER PARAGRAPH

We refer accounting policy to the Financial Statement of the Company, wherein financial impact of COVID-19 on the operations of the company have been disclosed. Future operations of the Company will be subject to developments on COVID-19 front together with stability in the economy which are currently uncertain.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial period ended at March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in note 2.2(d) and Note 17 of the standalone Ind AS financial statements)	
Total turnover for the period ended at March 31, 2022 amounted to ₹ 9,225 thousands. The Company generates revenue primarily from web services and follows a prepaid model for its business.	Our audit procedures included the following:
Revenue from web services are recognized based on output method i.e. pro-rata over the period of the contract as and when the company satisfies performance obligations by transferring the promised services to its customers.	<ul style="list-style-type: none"> We read the Company's revenue recognition accounting policies and assessed compliance of policies with applicable financial reporting standards. We obtained an understanding of the revenue recognition process and tested controls around revenue recognition. We involved IT specialist, to obtain an understanding, evaluate the design, and test the operating effectiveness of the IT controls related to the revenue recognition process.

Key audit matters	How our audit addressed the key audit matter
<p>The service are delivered using IT system which manages very high volume on daily basis and generates reports from which Company recognizes revenue, and hence there is inherent risk around the completeness and accuracy of the revenue recognition. Given the involvement of high volume, IT systems and inherent risk involved as described above, we determined the revenue recognition as key audit matter of the audit.</p> <p>The Company's disclosures are included in Note 2.2(d) and Note 17 to the financial statement, which outlines the accounting policy for revenue and details of revenue recognized.</p>	<ul style="list-style-type: none"> We tested the IT general controls (including access controls, change management control and other IT general controls.), the relevant application controls and tested the reports generated by the system. We selected a sample of transactions and performed tests of details including reading the contract, identifying performance obligation etc., and assessed whether the criteria for revenue recognition is met. We also obtained and tested overall reconciliation of revenue and collection as generated from IT systems with accounting system.

OTHER INFORMATION

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the preparation and presentation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors are also 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and

presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- o Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional

omissions, misrepresentations, or the override of internal control.

- o Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's.
- o Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- o Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- o Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- o We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- o We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- o From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial period ended at March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. (A) As required by Section 143(3) of the Act, based on our audit we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls Over Financial Reporting
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - (a) The Company has disclosed the impact of pending litigations as at 31 March 2022 on its financial position in its Standalone financial statement.
 - (b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- (e) During the year, the company did not declared or paid any dividend.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi Date:26 April 2022

UDIN: 22095412AHVSG7925

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOLEXO ONLINE PRIVATE LIMITED

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section.

- i. In respect of the Company's Property, Plant and Equipment:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of Intangible assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the company do not own any the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
 - (d) The company has not revalued its Property, Plant and Equipment or intangible assets during the year.
 - (e) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 and rules made thereunder.
- ii.
 - (a) In our opinion and according to the information and explanations given to us, the Company is not having any inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii.
 - (a) The company has not granted any loans, or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
 - (b) The Investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
 - (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.

- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. a. The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable
- b. There are some dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute which is pending with CIT(Appeals):

Assessment year	Remarks	Amount	Pending before
2016-17	Demand raised for addition of income relating to receipts of securities premium against share allotment to India Mart.	₹ 5,96,90,660/-	CIT(Appeals)
2017-18	Demand raised for addition of income relating to receipts of securities premium against share allotment to IM	₹ 24,29,93,680/-	CIT(Appeals)

- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates (as defined under the Companies Act, 2013).
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Companies Act, 2013 ("the Act")).
- x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and Company has not raised any term loans. Accordingly, provisions of clause 3(x)(a) of the Order are not applicable on the Company.
- (b) According to the information and explanations given to us and on the basis of 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.
- xi. (a) In our opinion, and according to the information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year that causes the Standalone Ind AS financial statements materially misstated.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the

- auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards.
- xiv. In our opinion, and according to the information and explanations given to us, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the companies act 2013.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The company has incurred cash losses in the financial year and in the immediately preceding financial year
- xviii. There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act as company is not required to comply with the provisions of section 135 of companies act 2013.
- xxi. Tolexo Online private limited is a subsidiary of Indiamart Intermesh limited and does not have any subsidiary under it. It is not required to prepare Consolidated Financial statement. Hence, this clause is not applicable.

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi Date: 26 April 2022

UDIN: 22095412AHVSG792

Particulars	Amount ('000)
Current Current Financial year 21-22	43781
Imme Immediately preceding financial year 20-21	40936

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TOLEXO ONLINE PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of Tolexo Online Private Limited ("the Company") as of at March 31, 2022 in conjunction with our audit of the Ind AS 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 Act.

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 Act, 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 (ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

- a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS 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, 2022, 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).

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi Date: 26 April 2022
UDIN: 22095412AHVSG7925

Balance Sheet

as at 31 March 2022

(Amount in ₹ thousands, unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Property, plant and equipment	4	323	757
Intangible assets	5	53	70
Financial assets			
(i) Loans	6	85	-
(ii) Other financial assets	6	195	195
Non-current tax assets (net)	16	1,993	1,819
Other non-current assets	7	15,975	16,723
Total non-current assets		18,624	19,564
Current assets			
Financial assets			
(i) Cash and cash equivalents	8	19,683	5,436
(ii) Loans	6	706	733
Other current assets	7	837	526
Total current assets		21,226	6,695
Total assets		39,850	26,259
EQUITY AND LIABILITIES			
Equity			
Equity share capital	9	70,018	70,018
Other equity	10	(403,654)	(308,946)
Total equity		(333,636)	(238,928)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	11	355,466	253,871
Contract Liabilities	15	1,005	529
Provisions	14	4,474	2,034
Total non-current liabilities		360,945	256,434
Current liabilities			
Financial liabilities			
(i) Borrowings	11	-	-
(i) Trade payables	12	-	-
(iii) Other financial liabilities	0	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		388	311
(ii) Other financial liabilities	13	7,216	2,781
Contract Liabilities	15	3,405	4,068
Other current liabilities	15	724	511
Provisions	14	808	1,082
Total current liabilities		12,541	8,753
Total liabilities		373,486	265,187
Total equity and liabilities		39,850	26,259
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For **Pankaj Priti & Associates**
ICAI Firm Registration No. 016461N
Chartered Accountants

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date : 26 April 2022

For and on behalf of the Board of Directors of
Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
(Director & Chief Executive Officer)
DIN: 00191760

Bharat Sachdev
(Company Secretary)

Place: Noida
Date : 26 April 2022

Prateek Chandra
(Director & Chief Financial Officer)
DIN: 00356853

Statement of Profit and Loss

for the year ended 31 March 2022

(Amount in ₹ thousands, unless otherwise stated)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
INCOME:			
Revenue from operations	17	9,225	4,678
Other income	18	364	284
Total income		9,589	4,962
EXPENSES:			
Employee benefits expense	19	47,057	39,866
Finance costs	20	48,826	31,396
Depreciation, amortization and impairment expenses	21	475	1,415
Other expense	22	5,949	5,747
Total expenses		102,307	78,424
Loss before tax		(92,718)	(73,462)
Loss for the year		(92,718)	(73,462)
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss in subsequent year			
Re-measurement gain (losses) on defined benefit plans		(1,221)	677
Income tax effect		-	-
		(1,221)	677
Other comprehensive income for the year net of tax		(1,221)	677
Total comprehensive expense for the year		(93,939)	(72,785)
Earnings per equity share :	23		
Basic earnings per equity share (INR) - face value of ₹ 10 each		(13.24)	(10.49)
Diluted earnings per equity share (INR) - face value of ₹ 10 each		(13.24)	(10.49)
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For **Pankaj Priti & Associates**
ICAI Firm Registration No. 016461N
Chartered Accountants

per **Pankaj Jain**
Partner
Membership No.: 095412

For and on behalf of the Board of Directors of
Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
(Director & Chief Executive Officer)
DIN: 00191760

Prateek Chandra
(Director & Chief Financial Officer)
DIN: 00356853

Bharat Sachdev
(Company Secretary)

Place: New Delhi
Date : 26 April 2022

Place: Noida
Date : 26 April 2022

Statement of Changes in Equity

for the year ended 31 March 2022

(Amount in ₹ thousands, unless otherwise stated)

(A) EQUITY SHARE CAPITAL (REFER NOTE 9)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 31 March 2020	70,018
Changes in equity share capital during the year	-
As at 31 March 2021	70,018
Changes in equity share capital during the year	-
As at 31 March 2022	70,018

(B) OTHER EQUITY (REFER NOTE 10)

Particulars	Equity portion of OCCRPS (refer note 10)	Retained earnings	Total other equity
Balance as at 31 March 2020	93,068	(330,882)	(237,814)
Loss for the year	-	(73,462)	(73,462)
Other comprehensive income/ (loss) for the year	-	677	677
Equity contribution	1,653	-	1,653
Total comprehensive loss	1,653	(72,785)	(71,132)
Balance as at 31 March 2021	94,721	(403,667)	(308,946)
Loss for the year	-	(92,718)	(92,718)
Other comprehensive income/ (loss) for the year	-	(1,221)	(1,221)
Equity contribution	(769)	-	(769)
Total comprehensive loss	(769)	(93,939)	(94,708)
Balance as at 31 March 2022	93,952	(497,606)	(403,654)

The accompanying notes are an integral part of the financial statements
As per our report of even date

For **Pankaj Priti & Associates**
ICAI Firm Registration No. 016461N
Chartered Accountants

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date : 26 April 2022

For and on behalf of the Board of Directors of
Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
(Director & Chief Executive Officer)
DIN: 00191760

Bharat Sachdev
(Company Secretary)

Place: Noida
Date : 26 April 2022

Prateek Chandra
(Director & Chief Financial Officer)
DIN: 00356853

Statement of Cash Flows

for the year ended 31 March 2022

(Amount in ₹ thousands, unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
LOSS BEFORE TAX	(92,718)	(73,462)
Adjustments to reconcile loss before tax to net cash flows:		
Depreciation of property, plant and equipment	441	1,306
Amortisation of intangible assets	34	109
Finance income	(364)	(284)
Interest expense on financial liability measured at amortised cost	48,826	31,396
Operating loss before working capital changes	(43,781)	(40,936)
MOVEMENT IN WORKING CAPITAL		
(Increase)/decrease in other financial assets	-	119
(Increase)/ decrease in other assets	379	727
(Increase)/decrease in other non-current financial liabilities	4,435	303
(Increase)/decrease in trade payables	77	(95)
Increase/(decrease) in other liabilities	212	184
Increase in provisions	947	1,194
Increase in contract liabilities	(187)	817
Cash generated from operations	(37,918)	(37,687)
Income tax paid/ (refund)	(174)	46
Net cash generated/(used) in operating activities	(38,092)	(37,641)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipments	-	(118)
Sale of property, plant and equipments	6	
Interest received	363	284
Purchase of intangible assets	(30)	-
Net cash flows generated used in investing activities	339	166
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issuance of Optionally convertible cumulative redeemable preference share (OCCRPS) (Note 11)	52,000	20,000
Net cash generated from financing activities	52,000	20,000
Net (decrease) / increase in cash and cash equivalents	14,247	(17,475)
Cash and cash equivalents at the beginning of the year	5,436	22,911
Cash and cash equivalents at the end of the year (Note 8)	19,683	5,436
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	19,683	5,436
Total cash and cash equivalents (Note 8)	19,683	5,436

The accompanying notes are an integral part of the financial statements
As per our report of even date

For **Pankaj Priti & Associates**
ICAI Firm Registration No. 016461N
Chartered Accountants

per **Pankaj Jain**
Partner
Membership No.: 095412

For and on behalf of the Board of Directors of
Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
(Director & Chief Executive Officer)
DIN: 00191760

Prateek Chandra
(Director & Chief Financial Officer)
DIN: 00356853

Bharat Sachdev
(Company Secretary)

Place: New Delhi
Date : 26 April 2022

Place: Noida
Date : 26 April 2022

Notes to Financial Statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

Tolexo Online Private Limited (“the Company”) is a public company domiciled in India and was incorporated on May 28, 2014 under the provisions of the Companies Act applicable in India. The Company is engaged in the business of building cloud-based solutions for SME businesses to help and manage their business with increased efficiency. The registered office of the Company is located at 1st Floor, 29-Daryaganj, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 26 April 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements of the Company for the period ended 31st March 2022 have been prepared in accordance with Indian Accounting Standard (‘Ind AS’) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs (“MCA”).

These financial statements must be read in conjunction with the company’s last annual financial statements as at and for the year ended March 31, 2021. They do include all the information required for complete set of Ind AS financial statements. However, selected explanatory notes are included to explain events and transaction that are significant to an understanding of the changes in the Company’s financial position and performance since the last annual statements.

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management’s best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Fair value measurement

The Company measures financial instruments, such as separable embedded derivative financial liability component of optionally convertible cumulative redeemable preference shares (OCCRPS), at fair value at each balance sheet date.

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

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, 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:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company’s assumptions about pricing by market participants

Notes to Financial Statements

for the year ended March 31, 2022

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 25)

Impact of COVID-19

The Company has taken into account all the possible impacts of COVID-19 in preparation of these financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and cost, impact on leases, impact on investment in subsidiaries and associates and investment in other

entities. (The Company has, regardless of the assessment) based on available internal and external sources of information upto the date of approval of these financial statements and believes that the impact of COVID-19 is not material to these financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements owing to the nature and duration of COVID-19.

4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On 24 March 2021, the Ministry of Corporate Affairs (MCA), notified amendments in Schedule III to the Companies Act, 2013 effective from 1 April 2021. Following are key amended provisions which may have impact on the presentation of financial statement of the Company:

Balance sheet:

- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade payables.

The Company is currently evaluating the impact of these amendment on its financial statements.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

4 PROPERTY, PLANT AND EQUIPMENT

	Computers	Office equipments	Total Property, Plant and Equipment
Gross carrying amount			
As at 31 March 2020	3,278	911	4,189
Additions for the year	112	6	118
As at 31 March 2021	3,390	917	4,307
Additions / (deletion) for the year	(24)	13	(11)
As at 31 March 2022	3,366	930	4,296
Accumulated depreciation			
As at 31 March 2020	1,511	733	2,244
Charge/impairment for the year	1,170	136	1,306
As at 31 March 2021	2,681	869	3,550
Charge/impairment for the year	403	20	423
As at 31 March 2022	3,084	889	3,973
Net book value			
As at 31 March 2020	1,767	178	1,945
As at 31 March 2021	709	48	757
As at 31 March 2022	282	41	323

5 INTANGIBLE ASSETS

	Softwares	Total
Gross carrying amount		
As at 31 March 2020	762	762
Additions for the year	5	5
As at 31 March 2021	767	767
Additions / (deletion) for the year	17	17
As at 31 March 2022	784	784
Accumulated depreciation		
As at 31 March 2020	588	588
Charge/impairment for the year	109	109
As at 31 March 2021	697	697
Charge/impairment for the year	34	34
As at 31 March 2022	731	731
Net book value		
As at 31 March 2020	174	174
As at 31 March 2021	70	70
As at 31 March 2022	53	53

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

6 FINANCIAL ASSETS

	As at 31 March 2022	As at 31 March 2021
a) Non-current (unsecured, considered good unless stated otherwise)		
Other financial assets		
Security deposits	195	195
Total other financial assets	195	195
Loans		
Loans to employees*		
considered good- Unsecured	85	733
	85	733
b) Current (unsecured, considered good unless stated otherwise)		
Loans		
Loans to employees*		
considered good- Unsecured	706	-
	706	-

*The above loans represents interest free loans to employees, which are recoverable in maximum 24 monthly instalments.

7 OTHER ASSETS (UNSECURED, CONSIDERED GOOD UNLESS OTHERWISE STATED)

	As at 31 March 2022	As at 31 March 2021
Non-current		
Indirect taxes recoverable	15,975	16,723
	15,975	16,723
Current		
Advances recoverable in cash or kind	137	100
Prepaid expenses	700	426
Total	837	526

8 CASH AND CASH EQUIVALENTS

	As at 31 March 2022	As at 31 March 2021
Balance with bank		
- On current accounts	19,683	5,436
Total Cash and cash equivalents	19,683	5,436

Notes:

- (i) Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

9 SHARE CAPITAL

	Number of shares	Amount
Authorised equity share capital		
As at 31 March 2020	55,000,000	550,000
Increase/(decrease) during the year	-	-
As at 31 March 2021	55,000,000	550,000
Increase/(decrease) during the year	(45,000,000)	(450,000)
As at 31 March 2022	10,000,000	100,000
Issued equity share capital (subscribed and fully paid up)		
As at 31 March 2020	7,001,800	70,018
Shares issued during the year	-	-
As at 31 March 2021	7,001,800	70,018
Shares issued during the year	-	-
As at 31 March 2022	7,001,800	70,018

a) Terms/ rights attached to equity shares:

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share.
- In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Shares held by holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of ₹ 10 each fully paid				
Indiamart InterMesh Limited (one-one shares held by Brijesh Kumar Agarwal & Dinesh Chandra Agarwal as Nominee of IndiaMART InterMESH Limited)	7,001,800	100%	7,001,800	100%

c) Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of ₹ 10 each fully paid				
Indiamart InterMesh Limited (one-one shares held by Brijesh Kumar Agarwal & Dinesh Chandra Agarwal as Nominee of IndiaMART InterMESH Limited)	7,001,800	100%	7,001,800	100%

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

Details of shareholding of promoters

Promoter Names	As at 31 March 2022			As at 31 March 2021	
	Number	% Holding	% Change during the year	Number	% Holding
Indiamart Intermesh Limited	7,001,798	100.00%	-	7,001,798	100%
Dinesh Chandra Agarwal (Nominee of Indiamart Intermesh Limited)	1	-	-	1	-
Brijesh Kumar Agrawal (Nominee of Indiamart Intermesh Limited)	1	-	-	1	-
	7,001,800	100%	-	7,001,800	100%

10 OTHER EQUITY

	As at 31 March 2022	As at 31 March 2021
Equity portion of OCCRPS (refer note 11)	93,952	94,721
Retained earnings	(497,606)	(403,667)
Total other equity	(403,654)	(308,945)

11 BORROWINGS

	As at 31 March 2022		As at 31 March 2021	
	No. of shares	Amount	No. of shares	Amount
Measured at amortised cost				
Non-current				
Optionally convertible cumulative redeemable preference shares (unsecured)	22,476,325	355,466	17,276,325	253,871
Total	22,476,325	355,466	17,276,325	253,871

Notes:

The Company had issued certain Optionally convertible redeemable preference shares (OCRPS). These OCRPS will be optionally convertible into equity shares of the Company at issued price including premium or at fair market value at the time of conversion at the option of holder. The OCRPS will be redeemable (in whole or in part) either at the option of the Company or at the option of the holder of the OCRPS after the expiry of 5 years from the date of allotment but before any time within 20 years from the date of allotment of OCRPS at par/premium. Based on these terms, the OCRPS have been bifurcated into a host non-derivative financial liability component and a separable embedded derivative component (i.e. holders option to convert the OCRPS either at issue price or fair market value at the time of conversion). The non-derivative financial liability component is measured at amortised cost using effective interest rate (EIR) method. The EIR represents the discount rate used to compute the fair value of the non-derivative financial liability component. The separable embedded derivative financial liability is measured at fair value on initial recognition with subsequent changes in fair value recognised through Statement of Profit and Loss and is disclosed under "Net (gain)/loss on derivative financial liability measured at amortised cost".

With effect from 22 February 2019, the Company has changed its terms of OCRPS to Optionally convertible cumulative redeemable preference shares (OCCRPS) to fix the tenure to 31 December 2025 and amount of redemption of preference shares to ₹ 30 per share including ₹ 20 per share for premium on redemption and conversion ratio is fixed for 1:1 per OCCRPS to equity share.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

	Number of shares	Amount
Authorised preference share capital		
As at 31 March 2020	25,000,000	250,000
Increase/(decrease) during the year	-	-
As at 31 March 2021	25,000,000	250,000
Increase/(decrease) during the year	45,000,000	450,000
As at 31 March 2022	70,000,000	700,000
Issued preference share capital (subscribed and fully paid up)		Amount
As at 31 March 2020	15,276,325	152,763
Increase/(decrease) during the year	2,000,000	20,000
As at 31 March 2021	17,276,325	172,763
Increase/(decrease) during the year	5,200,000	52,000
As at 31 March 2022	22,476,325	224,763

a) Shares held by holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
0.01% Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10 each fully paid				
Indiamart InterMesh Limited	22,476,325	100%	17,276,325	100%

b) Details of shareholders holding more than 5% shares in the Company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
0.01% Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10 each fully paid				
Indiamart InterMesh Limited	22,476,325	100%	17,276,325	100%

c) Terms/rights attached to 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)

The Company has issued only one class of preference shares i.e 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS). The OCCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up; the OCCRPS shall be participating in the surplus funds; the OCCRPS shall be participating in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid; (The OCCRPS will be entitled to dividend, if declared by the Board of Directors, on cumulative basis). The OCCRPS holders have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act 2013.

The OCCRPS will be optionally convertible into one is to one equity share of the Company at price of ₹ 30 per share including premium of ₹ 20 per share. These OCCRPS will be redeemable (in whole or in part) at the option of the holder of the OCCRPS on 31 December 2025.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

12 TRADE PAYABLES

	As at 31 March 2022	As at 31 March 2021
Payable to micro, small and medium enterprises	-	-
Other trade payables		
Other	388	311
Total	388	311

Trade payables are non-interest bearing and are normally settled on 30-day terms.

Outstanding for following periods from due date of payment / transaction

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2022					
(i) MSME	-	-	-	-	-
(ii) Others	20	-	-	-	20
Accrued expenses					368
31 March 2021					
(i) MSME	-	-	-	-	-
(ii) Others	106	-	-	-	106
Accrued expenses					205

13 OTHER FINANCIAL LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Current		
Payable to employees	7,216	2,781
	7,216	2,781

14 PROVISIONS

	As at 31 March 2022	As at 31 March 2021
Non-current		
Provision for employees benefits*		
Provision for gratuity	3,429	1,385
Provision for leave encashment	1,045	649
	4,474	2,034
Current		
Provision for employees benefits*		
Provision for gratuity	298	404
Provision for leave encashment	510	678
Total	808	1,082

*Refer note 24.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

15 CONTRACT AND OTHER LIABILITIES

	As at 31 March 2022	As at 31 March 2021
(a) Contract Liabilities*		
Non-current		
Deferred revenue	1,005	529
	1,005	529
Current		
Deferred revenue	3,405	3,576
Advances from customers	-	492
	3,405	4,068
Total	4,410	4,597
(b) Other liabilities		
Professional Tax payable	4	2
GST payable	3	-
Tax deducted at source payable	637	458
Contribution to provident fund payable	79	48
Contribution to ESI payable	1	3
Total	724	511

* Contract liabilities includes consideration received in advance to render services in future periods.

16 TAX ASSETS AND LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Non-Current tax assets (net of provisions)		
Non current	1,993	1,819
	1,993	1,819

17 REVENUE FROM OPERATIONS

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of services		
Income from services	9,225	4,678
Total	9,225	4,678

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

Transaction price allocated to the remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligation that are unsatisfied (or partially unsatisfied) at the reporting date:

	For the year ended 31 March 2022		For the year ended 31 March 2021	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Income from services	3,405	1,005	4,068	529
	3,405	1,005	4,068	529

No consideration from contracts with customers is excluded from the amounts presented above.

The Company applies practical expedient in Ind AS 115 and does not disclose information about remaining performance obligations that have original expected durations of one year or less.

Contract liability (deferred revenue)

	As at 31 March 2022	As at 31 March 2021
Income from services	4,410	4,597
	4,410	4,597
Non-current	1,005	529
Current	3,405	4,068
	4,410	4,597

Significant changes in the contract liability balances during the year are as follows:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Opening balance at the beginning of the year	4,597	3,781
Less: Revenue recognised from contract liability balance at the beginning of the year	(2,923)	(2,675)
Add: Amount received from customers during the year (net of Refund)	9,038	5,495
Less: Revenue recognised from amount received during the year	(6,301)	(2,004)
Closing balance at the end of the year	4,410	4,597

18 OTHER INCOME

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income from financial assets measured at amortised cost		
Interest income on fixed deposit with banks	358	275
Other interest income	6	9
Total	364	284

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

19 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31 March 2022	For the year ended 31 March 2021
Salaries, wages and bonus	44,700	37,961
Gratuity expense	716	847
Leave encashment expense	662	612
Contribution to provident and other funds	537	439
Staff welfare expenses	442	7
Total	47,057	39,866

20 FINANCE COSTS

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on financial liability measured at amortised cost	48,826	31,396
	48,826	31,396

21 DEPRECIATION, AMORTIZATION AND IMPAIRMENT EXPENSES

	For the year ended 31 March 2022	For the year ended 31 March 2021
Depreciation/ Impairment of property, plant and equipment (refer note 4)	441	1,306
Amortisation/ Impairment of intangible assets (refer note 5)	34	109
Total	475	1,415

22 OTHER EXPENSES

	For the year ended 31 March 2022	For the year ended 31 March 2021
Internet and other online expenses	1,939	1,887
Rent	165	352
Rates and taxes	133	102
Communication costs	338	130
Advertisement expenses	1,046	1,178
Repair and maintenance:		
- Plant and machinery	167	61
Travelling and conveyance	34	118
Legal and professional fees	1,389	1,042
Auditor's remuneration	70	60
Insurance expenses	624	731
Collection charges	29	4
Recruitment and training expenses	-	49
Miscellaneous expenses	15	33
Total	5,949	5,747

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

Payment to Auditors

	For the year ended 31 March 2022	For the year ended 31 March 2021
As auditor:		
- Audit fee	70	60
	70	60

23 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS are calculated by dividing the loss for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares. The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Basic earning per share		
Loss for the month	(92,718)	(73,462)
Weighted average number of equity shares in calculating basic EPS	7,001,800	7,001,800
Basic earning per share	(13.24)	(10.49)
Diluted earning per share		
Loss for the month for basic earnings per share	(92,718)	(73,462)
Interest expense on convertible preference shares	44,070	31,396
Adjusted Loss for the year	(48,648)	(42,066)
Weighted average number of equity shares in calculating basic EPS	7,001,800	7,001,800
Potential equity shares in the form of convertible preference shares	22,476,325	16,268,098
Total no. of shares outstanding (including dilution)	29,478,125	23,269,898
Diluted earning per share	(0.17)	(0.18)

There are potential equity shares which are anti-dilutive, hence they are ignored in the calculation of diluted loss per share and accordingly the diluted loss per share is the same as basic loss per share.

24 DEFINED BENEFIT PLAN AND OTHER LONG TERM EMPLOYEE BENEFIT PLAN

The Company has a defined benefit gratuity plan. Every employee who will complete statutory required year of service, will gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. This defined benefit plans expose the Company to actuarial risks, such as longevity risk, interest rate risk and salary risk.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

The amount included in the balance sheet arising from the company's obligation in respect of its gratuity plan and leave encashment is as follows:

	As at 31 March 2022	As at 31 March 2021
Gratuity - defined benefit plan		
Present value of unfunded defined benefit obligation	3,726	1,789
	3,726	1,789
Leave encashment - other long term employee benefit plan		
Present value of other long term employee benefit plan	1,555	1,326
	1,555	1,326

a) Reconciliation of the net defined benefit (asset) liability and other long term employee benefit plan

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) liability and other other long term employee benefit plan and its components:

Reconciliation of present value of defined benefit obligation for Gratuity

	Gratuity	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Balance at the beginning of the year	1,789	1,619
Current service cost	632	745
Interest cost	84	103
Remeasurements		
Actuarial (gains) losses		
- changes in demographic assumptions	1,070	(2,409)
- changes in financial assumptions	(181)	1,694
- experience adjustments	332	38
Balance at the end of the year	3,726	1,789

Reconciliation of present value of other long term employee benefit plan for Leave encashment

	Leave encashment	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Balance at the beginning of the year	1,326	978
Benefits paid	(434)	(265)
Current service cost	294	944
Interest cost	62	62
Remeasurements		
Actuarial (gains) losses		
- changes in demographic assumptions	230	(1,484)
- changes in financial assumptions	(63)	889
- experience adjustments	139	202
Balance at the end of the year	1,555	1,326

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

b) Expense recognised in profit or loss

	Gratuity	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	632	745
Net interest expense	84	103
Components of defined benefit costs recognised in profit or loss	716	847
Remeasurement of the net defined benefit liability:		
Actuarial (gain) /loss on defined benefit obligation	(1,221)	677
Components of defined benefit costs recognised in other comprehensive income	(1,221)	677
Total	(505)	1,524

	Leave Encashment	
	For the year ended 31 March 2022	For the year ended 31 March 2021
Current service cost	294	944
Net interest expense	62	62
Actuarial (gain) loss on other long term employee benefit plan	306	(393)
Components of defined benefit costs recognised in profit or loss	662	613
Total	662	613

c) Actuarial assumptions

Principal actuarial assumptions at the reporting date

	As at 31 March 2022	As at 31 March 2021
Discount rate	6.60%	4.70%

	As at 31 March 2022		As at 31 March 2021	
	Upto 4 years of service	Above 4 years of service	Upto 4 years of service	Above 4 years of service
Attrition rate				
Ages				
Upto 30 years	15.00%	15.00%	35.00%	35.00%
From 31 to 44 years	15.00%	15.00%	35.00%	35.00%
Above 44 years	15.00%	15.00%	35.00%	35.00%
Future salary growth				
Year 1	12.00%	12.00%	12.00%	12.00%
Year 2	12.00%	12.00%	12.00%	12.00%
Year 3 and onwards	12.00%	12.00%	12.00%	12.00%
Mortality table	India Assured Life Mortality (2012-14)		India Assured Life Mortality (2012-14)	

The Company regularly assesses these assumptions with the projected long-term plans and prevalent industry standards.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

d) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Gratuity	Increase	Decrease
For the year ended 31 March 2022		
Impact of change in discount rate by 0.50%	(143)	153
Impact of change in salary by 0.50%	128	(124)
For the year ended 31 March 2021		
Impact of change in discount rate by 0.50%	(33)	204
Impact of change in salary by 0.50%	31	140
For the year ended 31 March 2020		
Impact of change in discount rate by 0.50%	(96)	107
Impact of change in salary by 0.50%	66	(66)

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

e) The table below summarises the maturity profile and duration of the gratuity liability:

Particulars	As at 31 March 2022	As at 31 March 2021
Within one year	298	404
Within one - three years	593	556
Within three - five years	626	428
Above five years	2,210	402
	3,726	1,789

25 FAIR VALUE MEASUREMENTS

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

Particulars	As at 31 March 2022	As at 31 March 2021
Financial assets		
- Cash and cash equivalents	19,683	5,436
- Loan to employees	791	733
- Security deposits	195	195
Total financial assets	20,669	6,364
Financial liabilities		
Measured at Amortised cost		
- Borrowings	355,466	253,871
- Trade payables & Other Financial liabilities	7,604	3,092
	363,070	256,964
Total financial liabilities	363,070	256,964

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

b) The following methods / assumptions were used to estimate the fair values:

- i) The carrying value of cash and cash equivalents, loan to employees, trade payables, security deposits and other financial assets and financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments.
 - ii) The fair value of non current borrowings are based on discounted cash flow using a current borrowing rate. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable input, including own credit risk
- c) During the year ended 31 March 2022 and 31 March 2021, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

26 CAPITAL MANAGEMENT

The Company manages its capital to ensure that the company will be able to continue as going concerns while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company is not subject to any externally imposed capital requirements.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity.

27 ADDITIONAL REGULATORY INFORMATION

- Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
Current Ratio (in times)	Current Assets	Current liabilities	1.69	0.76	121%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	32%	36%	-10%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	17.02	16.05	6%
Net capital turnover ratio (in times)	Revenue from operations	Working capital (Current Assets-Current liabilities)	1.06	(2.27)	-147%
Net profit ratio (in %)	Net profit after tax	Revenue from operations	-1005%	-1570%	-36%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	13%	18%	-25%

Notes

1. Capital Employed = Total shareholder's equity
2. Average is calculating based on simple average of opening and closing balances.

* Explanation where variance in ratio is more than 25%

- **Current ratio**

Current Assets and Current Liabilities have increased in current year leading to increased ratio in the current year.

- **Net capital turnover ratio**

Current Assets were more than Current Liabilities in previous year, thereby leading to negative ratio in the previous year.

- **Net profit ratio**

Revenue has decreased in current year as compared to previous year, leading to reduction in net profit profit ratio.

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

28 SEGMENT INFORMATION

The primary reporting of the Company has been performed on the basis of business segment. The Company has only one reportable business segment, which is engaged in the business of building cloud-based solutions for SME businesses to help and manage their business with increased efficiency. Accordingly, the figures appearing in these financial statements relate to the Company's single business segment.

Information about geographical areas:

The company's revenue from continuing operations from external customers by location of operations and information of its non-current assets by location of assets are detailed below:

	Revenue from external customers	
	For the year ended 31 March 2022	For the year ended 31 March 2021
India	8,973	4,678
Others	252	-
Total	9,225	4,678

	Non-current assets*	
	As at 31 March 2022	As at 31 March 2021
India	16,352	17,550
Others	-	-
Total	16,352	17,550

* Non-current assets exclude financial assets and tax assets.

29 RELATED PARTY TRANSACTIONS

i) Names of related parties and related party relationship

a) Holding Company	Indiamart Intermesh Limited
b) Key Management Personnel (KMP)	
Director & CEO	Brijesh Kumar Agrawal
Director & CFO	Prateek Chandra
Director	Manoj Bhargava
Company Secretary	Bharat Sachdev (Appointed w.e.f May 01, 2021)
Company Secretary	Rahul Luthra (Resigned w.e.f March 17, 2021)

ii) The following table provides the total amount of transactions that have been entered into with the related parties for the relevant year:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Issue of 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)		
IndiaMart InterMesh Ltd	52,000	20,000
Balance of Optionally convertible cumulative redeemable preference share (OCCRPS)		
IndiaMart InterMesh Limited	355,466	253,871

Notes to Financial Statements

for the year ended March 31, 2022

(Amount in ₹ thousands, unless otherwise stated)

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

30 CONTINGENT LIABILITIES IN RESPECT OF INCOME-TAX DEMAND

Particulars	As at 31 March 2022	As at 31 March 2021
(In respect of Assessment year 2016-17, demand was raised for addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited and accordingly the losses to be carried forward by the Company are demanded to be reduced from ₹ 719,220 to ₹ 482,070. The matter is pending with CIT(Appeals). The Company is contesting the demand and the management believe that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the financial statements for tax demand raised)	59,691	59,691
(In respect of Assessment year 2017-18, demand of ₹ 2,42,994 was raised on Tolexo Online Private limited due to addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited . The Company is contesting the demand and the management believe that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the financial statements for tax demand raised.)	242,994	242,994

31 GOING CONCERN

The parent company shall provide financial support to the Company, so as to meet its liabilities and commitments as and when the same is required.

32 Figures for the previous year have been regrouped/reclassified to conform to the classification of the current year.

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Pankaj Priti & Associates**
ICAI Firm Registration No. 016461N
Chartered Accountants

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date : 26 April 2022

For and on behalf of the Board of Directors of
Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
(Director & Chief Executive Officer)
DIN: 00191760

Bharat Sachdev
(Company Secretary)

Place: Noida
Date : 26 April 2022

Prateek Chandra
(Director & Chief Financial Officer)
DIN: 00356853

Board's Report

Dear Members,

Your Directors take pleasure in presenting the Seventeenth (17th) Board's Report on the business and operations of the Company together with the Audited Financial Statements and the Auditor's Report for the financial year ended March 31, 2022 ('FY 2022').

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2022 is as follows:

(Amount in INR thousand)

Particulars	FY 2021-22	FY 2020-21
Revenue from Operations	-	-
Other Income	177	6
Total Income	177	6
Employee Benefit Expenses	-	-
Purchase of traded goods	-	-
Financial Cost	14,818	3,647
Other Expenses	1,256	685
Total Expenses	16,074	4,332
Loss before tax	(15,897)	(4,326)
Total Tax Expenses	-	-
Profit/(Loss) for the year	(15,897)	(4,326)
Other Comprehensive loss for the financial year	-	-
Total Comprehensive income/(loss) for the financial year	(15,897)	(4,326)
Earnings per Equity Share (INR) – Face value of ₹ 10/- each	(144.51)	(39.33)

REVIEW OF OPERATIONS

No business activities were carried out by the Company during the year under review.

CHANGE IN NATURE OF BUSINESS

During FY 2022, there was no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

During FY 2022, there is no change in the Authorised Share Capital of the Company. As on March 31, 2022, the Authorised Capital of the Company is ₹ 100,000,000 divided into 5,00,000 Equity Shares having a face value of ₹ 10/- each and 95,00,000 preference shares having a face value of ₹ 10/- each.

Issued, Subscribed and Paid Up Share Capital

(a) Equity Share Capital

During FY 2022, there is no change in the Issued, Subscribed and Paid Up Equity Share Capital of the Company. As on March 31, 2022, the issued, subscribed

and paid up equity share capital of the Company is ₹ 11,00,000 divided into 1,10,000 equity shares having a face value of ₹ 10/- each.

(b) Preference Share Capital

As on March 31, 2022, the Issued, Subscribed and Paid up Preference share capital of the Company is ₹ 78,700,000 divided into 78,70,000 preference shares having a face value ₹ 10/- each.

During FY 2022, the movement in the issued, subscribed and paid-up preference share capital of the Company is as follows:

Issued, Subscribed and Paid-up Preference Share Capital	Preference Share Capital (In ₹)
At the beginning of the year i.e., as on April 01, 2021 (3,870,000 preference shares of ₹ 10/- each)	38,700,000
Preference Shares issued during the financial year (4,000,000 preference shares of ₹ 10/- each)	40,000,000
At the end of the financial year i.e., as on March 31, 2022 (7,870,000 preference shares of ₹ 10/- each)	78,700,000

Board's Report (contd.)

DEBENTURES

During FY 2022, the Company has issued and allotted 72,00,000 Compulsory Convertible Debentures of face value of ₹ 100/- each to IndiaMART InterMESH Limited (100% holding Company) on Private Placement basis.

The Company between the end of the financial year i.e., March 31, 2022 and the date of this report which was duly approved by the Board in its meeting held on April 5, 2022, issued and allotted 13,75,000 0.0001% Compulsory Convertible Debentures (CCD) of ₹ 100/- each to IndiaMART InterMESH Limited, holding company on Private Placement basis.

DIVIDEND

Considering the financial position of the Company, the Directors have not recommended any dividend for FY 2022.

TRANSFER TO RESERVES

During FY 2022, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2021-22.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

As on March 31, 2022, the Company does not have any Subsidiary Company and Joint Ventures. Further, the Company has four (4) Associate Companies. The details are as follows:

1. Truckhall Private Limited ('SuperProcure')
2. Shipway Technology Private Limited ('Shipway')
3. Agillos E-Commerce Private Limited ('Aerchain')
4. Edgewise Technologies Private Limited ('EasyEcom')

Development/Performance and Financial Position of each Associate Company is presented below:

1. **Truckhall Private Limited ('SuperProcure')** was incorporated on August 18, 2016. It is inter-alia engaged in the business of creating online marketplace and software development for the logistics industry including running and managing a digital platform 'SuperProcure'. SuperProcure is a SaaS based platform that digitizes the entire freight sourcing by finding the best possible rates through a transparent bidding and auction structure, and dispatch monitoring system of the logistics department of any business, offering complete and real-time visibility of all the events in the entire dispatch cycle, from

indenting to delivery, via alerts, dashboards and reports, which improves collaboration amongst all stakeholders leading to better efficiency in the entire process.

The Company acquired 25.20% share capital of SuperProcure on fully converted and diluted basis through a mix of subscribing to 12,846 Compulsorily Convertible Preference Shares and purchasing of 1,879 Equity Shares for an aggregate consideration of approximately ₹ 110.10 million.

As on March 31, 2022, its total revenue was ₹ 45.18 million and net loss after taxation was ₹ 34.38 million.

2. **Shipway Technology Private Limited ('Shipway')**, was incorporated on August 06, 2015. It is inter-alia engaged in the business of developing SaaS based solutions that allow small business to automate their shipping operations via its flagship product 'Shipway'. The product allows sellers to improve the shipping experience for their customers by providing branded tracking pages, sending out automatic delivery notifications, and capturing customer feedback. Additionally, via its 'Ezyslips product', the entity allows sellers to automate their back-office shipping workflows' including courier allocation, bulk label printing, fraud detection and returns management.

The Company acquired 26% share capital Shipway on fully converted and diluted through a mix of subscribing to 4,088 Compulsorily Convertible Preference Shares and purchasing of 100 Equity Shares for an aggregate consideration of approximately ₹ 182 million.

As on March 31, 2022, its total revenue was ₹ 47.60 million and net loss after taxation was ₹ 0.89 million.

3. **Agillos E-Commerce Private Limited ('Aerchain')**, was incorporated on May 05, 2016. It is in the business of offering SaaS based solutions for businesses to automate their procurement operations under its brand name 'Aerchain'. Aerchain seamlessly connects relevant stakeholders, brings visibility, improves efficiency and spreads intelligence across the entire Source to Pay lifecycle of enterprises. Further, through their AI & ML based sourcing engine, they help procurement teams by identifying, analyzing and recommending suppliers to drive cost benefits.

The Company acquired 26.23% share capital of Aerchain on fully converted and diluted basis through a mix of subscribing to 2,694 Compulsorily Convertible Preference Shares and purchasing of 2,241 Equity Shares for an aggregate consideration of approximately ₹ 260 million.

Board's Report (contd.)

As on March 31, 2022, its total revenue was ₹ 38.32 million and net loss after taxation was ₹ 19.25 million.

4. Edgewise Technologies Private Limited ('EasyEcom'), was incorporated on January 22, 2015. It offers SaaS based online commerce enablement solutions to the merchants under the brand name EasyEcom. EasyEcom's flagship inventory and warehouse management solutions allow merchants to allocate, track, and reconcile inventory across various online and offline sales channels. It also offers additional modules which automate other back-office functions of merchants, such as shipping related payments reconciliation and returns reconciliation.

The Company acquired 26.01% share capital of EasyEcom on fully converted and diluted basis through a mix of subscribing to 4,784 Compulsorily Convertible Series A Preference Shares and purchasing of 100 Equity Shares for an aggregate consideration of approximately ₹ 1,335 million.

As on March 31, 2022, its total revenue was ₹ 40.89 million and net profit after taxation was ₹ 3.77 million.

Further, the following changes have taken place in the status of Associate Company during the period subsequent to the end of the financial year and the date of this report:

Adansa Solutions Private Limited ('Realbooks'), was incorporated on May 22, 1973. Realbooks, offers a cloud based accounting software product for businesses. Furthermore, it enables businesses to create customized invoices, attach files to vouchers, and manage their inventory. It also enables businesses to manage their different business units at multiple locations from a single dashboard.

During the financial year, the Company indirectly through its wholly-owned subsidiary, Tradezeal Online Private Limited, entered into an agreement to acquire 26.01% share capital of Realbooks on fully converted and diluted basis for an aggregate consideration of approximately ₹ 1,375 million. Subsequently, Realbooks became the Associate of the Company on completion of the acquisition on April 05, 2022.

Further, apart from the above, no other Company have become or ceased to be subsidiary, joint venture or associate of the Company during the financial year.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 186 of the Act, the details of Loans and Investments made during the financial year are given in Note

no. 4 of notes to the Financial Statements forming part of the Annual Report. Further, investment made by the Company are mentioned under the head 'Particulars of Subsidiaries, Joint Ventures and Associate Companies' in this report.

During the financial year, the Company has not provided any guarantees pursuant to Section 186 of the Act.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During FY 2022, the Company has not entered into any related party transactions referred to in Section 188(1) of the Act.

PARTICULARS OF EMPLOYEES

During FY 2022, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Manoj Bhargava (DIN: 08267356), is liable to retire by rotation at the ensuing AGM and being eligible, offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommends his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

None of the Director or Key Managerial Personnel was appointed/resigned during the financial year ended March 31, 2022.

MEETING OF BOARD OF DIRECTORS

During FY 2022, fourteen (14) Board Meetings were held on April 16, 2021, April 28, 2021, June 01, 2021, June 09, 2021, July 21, 2021, July 23, 2021, August 03, 2021, August 13, 2021, October 19, 2021, December 21, 2021, December 29, 2021, January 23, 2022, January 24, 2022 and February 28, 2022. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

Board's Report (contd.)

The Composition of the Board along with number of meetings and attendance details are as follows:

S. No.	Name of the Director	Designation	No. of meetings held during the year	No. of Meeting attended during the year
1	Mr. Praveen Kumar Goel	Director	14	14
2	Mr. Manoj Bhargava	Director	14	14
3	Mr. Sudhir Gupta	Director	14	14

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;
- your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detecting of fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;
- proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to appointment & remuneration of Directors are not applicable to the Company.

AUDITORS

Statutory Auditors

M/s Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) were re-appointed as Statutory Auditors of the Company at the Annual General Meeting

('AGM') of the Company held on August 28, 2020, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 15th AGM till the conclusion of the 20th AGM of the Company.

The report of the Statutory Auditors forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Statutory Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

Internal Auditor

During FY 2022, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2022, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

ANNUAL RETURN

Pursuant to Section 92(3) and 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return as on March 31, 2022 forms part of this report as 'Annexure -1'.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2022, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

Board's Report (contd.)

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

During FY 2022, no orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operations in future.

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

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption and foreign exchange inflow or outflow.

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2022, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

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

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believe in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focus on sustainable and profitable growth of the Company.

On behalf of the Board
For **Tradezeal Online Private Limited**

Place: Noida
Date: April 26, 2022

Praveen Kumar Goel
Director
DIN: 03604600

Sudhir Gupta
Director
DIN: 08267484

Board's Report (contd.)

ANNEXURE - 1

EXTRACT OF ANNUAL RETURN FORM NO. MGT 9

For the financial year ended March 31, 2022

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	U74110DL2005PTC136907
2. Registration Date	May 31, 2005
3. Name of the Company	Tradezeal Online Private Limited
4. Category/Sub-Category of the Company	Public Company
5. Address of the Registered office and contact details	TRADEZEAL ONLINE PRIVATE LIMITED 1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002 Contact No.- +91 -11-45608941 Email Id – compliance@tradezeal.com
6. Whether listed Company	No
7. Name, Address and Contact details of Registrar and Transfer Agent, if, any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
		NIL	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name of the Company	Address of the Company	CIN	Holding / Subsidiary / Associate	% of equity shares held	Applicable Section
1	IndiaMART InterMESH Limited	1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002	L74899DL1999PLC101534	Holding	100	2 (46) & (87) of the Companies Act, 2013
2.	Truckhall Private Limited	Manhar Mahal, Flat no. 3B 4, Bakul Bagan Row. Kolkata- 700025, West Bengal	U60221WB2016PTC217183	Associate	25.02	2 (6) & (46) of the Companies Act, 2013
3.	Shipway Technology Private Limited	Unit No. 1002, 10th Floor, Tower B, Spaze I Tech park, Sector 49, Sohna Road, Gurugram - 120001, Haryana	U72300HR2015PTC056319	Associate	26	2 (6) & (46) of the Companies Act, 2013
4.	Agillos E-Commerce Private Limited	#7, 6th Cross Road, Bilekahaly Dollars Colony BTM Layout II Stage, Bangalore - 560078, Karnataka	U52300KA2016PTC092938	Associate	26.23	2 (6) & (46) of the Companies Act, 2013
5.	Edgewise Technologies Private Limited	Flat No - A024, 3rd Floor, Krishvi Gavashki, Kadubeesanahalli, Bangalore- 560103, Karnataka.	U72200KA2015PTC078474	Associate	26.01	2 (6) & (46) of the Companies Act, 2013

Board's Report (contd.)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

A) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 01, 2021)				No. of Shares held at the end of the year (As on March 31, 2022)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF/ Nominee of Body Corporate	-	100*	100	00.09%	-	100*	100	00.09%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	1,09,900	1,09,900	99.91%	-	1,09,900	1,09,900	99.91%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	-	1,10,000	1,10,000	100%	-	1,10,000	1,10,000	100%	-
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub -total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	1,10,000	1,10,000	100%	-	1,10,000	1,10,000	100%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)- Body Corporate	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual share- holders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual share- holders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non-Resident Indians	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs									
Sub-total (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,10,000	1,10,000	100%	-	1,10,000	1,10,000	100%	-

* Mr. Brijesh Kumar Agrawal holding equity shares as a nominee of IndiaMART InterMESH Limited.

Board's Report (contd.)

B) Shareholding of Promoter:

S. No.	Name of the Shareholder	Shareholding at the beginning of the year April 01, 2021			Shareholding at the end of the year March 31, 2022			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	IndiaMART InterMESH Limited	1,09,900	99.91%	0%	1,09,900	99.91%	0%	-
2.	Mr. Brijesh Kumar Agrawal (Nominee of IndiaMART InterMESH Limited)	100	00.09%	0%	100	00.09%	0%	-
Total		1,10,000	100%	0%	1,10,000	100%	0%	-

C) Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the year April 01, 2021		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	1,10,000	100%	-	-
2.	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
3.	At the end of the year	1,10,000	100%	-	-

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):
NIL

E) Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other directors: NIL

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

On behalf of the Board
For **Tradezeal Online Private Limited**

Place: Noida
Date: April 26, 2022

Praveen Kumar Goel
Director
DIN: 03604600

Sudhir Gupta
Director
DIN: 08267484

Independent Auditor's Report

To the Board of Directors of Tradezeal Online Private Limited

We have audited the accompanying standalone Ind AS financial statements of **Tradezeal Online Private Limited** ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2022, and the standalone Statement of Profit and Loss, including other comprehensive income, standalone Cash Flow Statement and the standalone Statement of Changes in Equity for the period then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give a true and fair view in conformity with the accounting principle specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

- (a) in the case of the standalone Balance Sheet, of the state of affairs of the Company as at March 31, 2022
- (b) in the case of the standalone Statement of Profit and Loss including other comprehensive income, of the loss for the period ended on that date;
- (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and
- (d) In the case of the Statement of Changes in Equity, of the changes in equity for the period ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

EMPHASIS OF MATTER PARAGRAPH

We refer accounting policy to the Financial Statement of the Company, wherein financial impact of COVID- 19 on the operations of the company have been disclosed. Future operations of the Company will be subject to developments on COVID-19 front together with stability in the economy which are currently uncertain.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial period ended at March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

OTHER INFORMATION

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the preparation and presentation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors are also 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence

obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial period ended at March 31,2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. (A) As required by Section 143(3) of the Act, based on our audit we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls Over Financial Reporting.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- (a) The Company has no pending litigations as at 31 March 2022 that can affect its financial position in its standalone financial Statements.
- (b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- (d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- (e) During the year, The company has not declared or paid any dividend.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi

Date: 26 April 2022

UDIN: 22095412AHUYFC8045

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRADEZEAL ONLINE PRIVATE LIMITED

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section.

- i. The Company has no Fixed Assets, hence clause 3(i)(a) to (e) of the order is not applicable to the company.
- ii. (a) In our opinion and according to the information and explanations given to us, the Company is not having any inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) The company has not granted any loans, or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.
- (b) The Investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable
- b) There are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the term loans have been used for the object they were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates (as defined under the Companies Act, 2013).
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Companies Act, 2013 ("the Act")).
- x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and Company has not raised any term loans. Accordingly, provisions of clause 3(x)(a) of the Order are not applicable on the Company.
- (b) According to the information and explanations given to us and on the basis of 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
- xi. (a) In our opinion, and according to the information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year that causes the Standalone Ind AS financial statements materially misstated.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards.
- xiv. In our opinion, and according to the information and explanations given to us, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the companies act 2013.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. (a) The company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The company is not required to be registered under section 45-IA of the Reserve Bank of India act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

- xvii. The company has incurred cash losses in the financial year and in the immediately preceding financial year.

Particulars	Amount ('000)
Current Current Financial year 21-22	1256
Immediately preceding financial year 20-21	685

- xviii. There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date

of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act as company is not required to comply with the provisions of section 135 of companies act 2013.
- xxi. Tradezeal is not required to prepare Consolidated Financial statement. Hence, the provisions of this clause are not applicable.

For **Pankaj Priti & Associates**
Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain
(Partner) Membership No. 095412

Place: Delhi
Date: 26 April 2022
UDIN: 22095412AHUYFC8045

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TRADEZEAL ONLINE PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1 (f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of Tradezeal Online Private Limited ("the Company") as of at March 31, 2022 in conjunction with our audit of the Ind AS 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 Act.

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 Act, 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 (ICAI). 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:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS 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, 2022, 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).

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi

Date: 26 April 2022

UDIN: 22095412AHUYFC8045

Balance Sheet

as at 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Investment in associates	4	685,547	-
(i) Investments	4	87,908	-
Non-Current tax assets (net)	7	18	-
Total non-current assets		773,473	-
Current assets			
Financial assets			
(i) Cash and cash equivalents	5	2,078	19,515
Other current assets	6	148	2
Total current assets		2,226	19,517
Total assets		775,699	19,517
EQUITY AND LIABILITIES			
Equity			
Equity share capital	11	1,100	1,100
Other equity	11	676,509	(27,950)
Total equity		677,609	(26,850)
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	8	98,031	46,337
Total non-current liabilities		98,031	46,337
Current liabilities			
Financial liabilities			
(i) Trade payables	9		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		45	30
Other current liabilities	9	14	-
Total current liabilities		59	30
Total liabilities		98,090	46,367
Total equity and liabilities		775,699	19,517
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date: 26 April 2022

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 26 April 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Statement of Profit and Loss

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
INCOME:			
Other income	12	177	6
Total income		177	6
EXPENSE:			
Finance costs	13	14,818	3,647
Other expenses	14	1,256	685
Total expenses		16,074	4,332
Loss before tax		(15,897)	(4,326)
Income tax expense			-
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Loss for the period		(15,897)	(4,326)
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss in subsequent period			
Re-measurement gains/(losses) on defined benefit plans		-	-
Income tax effect		-	-
		-	-
Other comprehensive income for the period, net of tax		-	-
Total comprehensive loss for the period		(15,897)	(4,326)
Earnings per equity share:			
	15		
Basic earnings per equity share (INR)		(144.51)	(39.33)
Diluted earnings per equity share (INR)		(144.51)	(39.33)
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date: 26 April 2022

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 26 April 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Statement of Changes in Equity

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

(A) EQUITY SHARE CAPITAL (REFER NOTE 10)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 01 April 2020	1,100
Changes in equity share capital	-
As at 31 March 2021	1,100
Changes in equity share capital	-
As at 31 March 2022	1,100

(B) OTHER EQUITY (REFER NOTE 10)

Particulars	Equity portion of CCD Equity funding	Other equity		Total
		Equity portion of OCCRPS (refer note 7)	Reserves and surplus	
Balance as at 1 April 2020	-	20	(24,007)	(23,987)
Loss for the year	-	-	(4,326)	(4,326)
Other comprehensive income	-	-	-	-
Equity contribution	-	363	-	363
Total comprehensive loss	-	363	(4,326)	(3,963)
Balance as at 31 March 2021	-	382	(28,333)	(27,951)
Loss for the period	-	-	(15,897)	(15,897)
Other comprehensive income	-	-	-	-
Equity portion of CCD	720,000	357	-	720,357
Total comprehensive loss	720,000	357	(15,897)	704,460
Balance as at 31 March 2022	720,000	739	(44,230)	676,509

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date: 26 April 2022

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 26 April 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Statement of Cash Flows

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
LOSS BEFORE TAX	(15,897)	(4,326)
Adjustments for:		
Finance costs	14,818	3,647
Interest income	(177)	(6)
Operating (loss) before working capital changes	(1,256)	(685)
MOVEMENT IN WORKING CAPITAL		
(Increase)/decrease in other non-current financial assets		
Increase/(decrease) in other liabilities	14	-
Increase/(Decrease) in trade and other payables	13	5
Cash generated from operations	(1,229)	(682)
Direct taxes paid (net of refunds)	-	-
Net cash generated/used in operating activities	(1,229)	(682)
CASH FLOW FROM INVESTING ACTIVITIES		
Investment in equity instruments of associates	(685,547)	-
Investment in equity instruments of other entities	(87,908)	-
Investment in fixed deposits with bank(having original maturity of more than three months)	-	160
Net cash used in investing activities	(773,455)	160
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from equity funding	720,000	-
Proceeds from issue of Optionally Convertible Cumulative Redeemable Preference Shares	40,000	20,000
Interest paid	(2,771)	-
Cash generated from operations	757,229	20,000
Income tax paid/ (refund)	18	-
Net cash generated from financing activities	757,247	20,000
Net (decrease) / increase in cash and cash equivalents	(17,437)	19,478
Cash and cash equivalents at the beginning of the period	19,515	187
Cash and cash equivalents at the end of the period	2,078	19,665
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	2,078	19,515
Total cash and cash equivalents (note 5)	2,078	19,515
Summary of significant accounting policies		

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date: 26 April 2022

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 26 April 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Notes to Financial Statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

Tradezeal Online Private Limited (Formerly known as Tradezeal International Private Limited) ("the Company") is a public company domiciled in India and was incorporated on May 31, 2005 under the provision of the Companies Act applicable in India. The Company is engaged in carrying out the business related to Investment and allied activities. The registered office of the Company is located at 1st Floor, 29-Daryaganj, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 26 April 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements of the Company for the year ended 31st March 2022 have been prepared in accordance with Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ("MCA").

These financial statements must be read in conjunction with the company's last annual financial statements for the year ended March 31, 2021. They do include all the information required for complete set of Ind AS financial statements. However, selected explanatory notes are included to explain events and transaction that are significant to an understanding of the changes in the Company's financial position and performance since the last annual statements.

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Fair value measurement

The Company measures financial instruments, such as Investment in optionally convertible cumulative redeemable preference shares (OCCRPS), Investment in mutual funds, at fair value at each balance sheet date.

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

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, 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:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company's assumptions about pricing by market participants

Notes to Financial Statements

for the year ended March 31, 2022

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 16)

Impact of COVID-19

The Company has taken into account all the possible impacts of COVID-19 in preparation of these financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and cost, impact on leases, impact on investment in subsidiaries and associates and investment in other

entities. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these financial statements and believes that the impact of COVID-19 is not material to these financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements owing to the nature and duration of COVID-19.

4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On 24 March 2021, the Ministry of Corporate Affairs (MCA), notified amendments in Schedule III to the Companies Act, 2013 effective from 1 April 2021. Following are key amended provisions which may have impact on the presentation of financial statement of the Company:

Balance sheet:

- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade payables.

The Company is currently evaluating the impact of these amendment on its financial statements.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

4 NON CURRENT INVESTMENT

Investment in associates- Unquoted

	31 March 2022		31 March 2021	
	No. of units	Amount	No. of units	Amount
(Accounted under equity method)				
Fully paid up - at cost				
0.001% Compulsory Convertible Preference Shares of ₹ 10 each (at premium of ₹ 7,467 each) in Truckhall Private Limited (Refer Note 1 below)	12,846	96,050	-	-
Equity shares of ₹ 10 each (at premium of ₹ 7,467 each) in Truckhall Private Limited	1,879	14,049	-	-
0.001% Compulsory Convertible Preference Shares of ₹ 10 each (at premium of ₹ 43,446 each) in Shipway Technology Private Limited (Refer Note 1 below)	4,088	177,648	-	-
Equity shares of ₹ 10 each (at premium of ₹ 43,446 each) in Shipway Technology Private Limited	100	4,346	-	-
0.001% Compulsory Convertible Preference Shares of ₹ 10 each (at premium of ₹ 60,311 each) in Agillos E-Commerce Pvt. Ltd. (Refer Note 1 below)	2,694	162,505	-	-
Equity shares of ₹ 10 each (at premium of ₹ 43,497 each) in Agillos E-Commerce Pvt. Ltd.	2,241	97,499	-	-
0.001% Compulsory Convertible Preference Shares of ₹ 10 each (at premium of ₹ 27,314 each) in Edgewise Technologies Pvt Ltd (Refer Note 1 below)	4,784	130,718	-	-
Equity shares of ₹ 10 each (at premium of ₹ 27,314 each) in Edgewise Technologies Pvt Ltd	100	2,732	-	-
Total		685,547		-

Notes:

- During the year ended 31 March 2022, the company has made investments in Truckhall Private Limited, Shipway Technology Private Limited, Agillos E-Commerce Pvt. Ltd and Edgewise Technologies Pvt Ltd thereby becoming associates of the company.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

Investment in others

	31 March 2022		31 March 2021	
	No. of units	Amount	No. of units	Amount
Unquoted (measured at FVTPL)				
Instant Procurement Services Private Limited				
0.001% Optionally Convertible redeemable Preference Shares of ₹ 10 each in Instant Procurement Services Private Limited	12,446	-	12,446	-
0.001% Compulsory Convertible Preference Shares of ₹ 10 each in Instant Procurement Services Private Limited	3,764	-	3,764	-
Equity shares held in Instant Procurement Services Private Limited in of ₹ 10 each*	5,500	-	5,500	-
Legistify Services Private Limited (refer note below)				
0.001% Compulsory Convertible Preference Shares of ₹ 10 each (at premium of ₹ 5132.68 each)	1,146	5,909	-	-
0.001% Compulsory Convertible Preference Shares of ₹ 10 each (at premium of ₹ 4104.14 each)	1,580	6,485	-	-
Equity shares of ₹ 10 each (at premium of ₹ 5132.68 each)	100	514	-	-
0.001% Compulsory Convertible Debentures of ₹ 1000 each	75,000	75,000	-	-
Total		87,908		-
Total non-current investments		773,455		-

Note:

During the year ended 31 March 2022, the Company has acquired 11.01% interest on fully converted and diluted basis in Legistify Services Private Limited at the aggregate consideration of ₹ 87,908 Thousands. This investment has been classified as "Investment at FVTPL" as per Ind-AS 109.

Loans

	As at 31 March 2022	As at 31 March 2021
Inter corporate loans (Instant Procurement Services Private Limited)*	-	5,000
	-	5,000
Less : Provision for diminution in the value of investment	-	(5,000)
	-	-

*The loan was converted into equity shares of the Company during the year ended March 31, 2021

5 CASH AND CASH EQUIVALENTS

	As at 31 March 2022	As at 31 March 2021
Cash on hand	-	-
Balance with bank		
- On current accounts	2,078	19,515
Cash and cash equivalents as per statement of cash flows	2,078	19,515

Notes:

- (i) Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

6 OTHER ASSETS

	As at 31 March 2022	As at 31 March 2021
Current (Unsecured, considered good unless otherwise stated)		
Advances recoverable in cash or kind	-	-
Balances with government authorities	146	-
Prepaid expenses	2	2
Total	148	2

7 TAX ASSETS AND LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Current tax assets (net of provisions)		
Advance income tax (net of income tax provisions)	-	-
Non current	18	-
	18	-

8 BORROWINGS

	As at 31 March 2022	As at 31 March 2021
Measured at amortised cost		
Non-current		
Liability component of compound financial instrument		
Optionally convertible cumulative redeemable preference shares (unsecured)	98,031	46,337
Total non-current borrowings	98,031	46,337

Terms of conversion/ redemption of 0.01% Optionally convertible Cumulative redeemable preference share (OCCRPS)

With effect from 22 February 2019, the Company has converted its series Redeemable Preference Share and Optionally Convertible Redeemable Preference Shares into Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS). And also changed terms of all OCCRPS to fix the tenure to 30 April, 2026 and amount of redemption of preference shares to ₹ 30 per share including ₹ 20 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

During the year ended March 31, 2021, the company issued and allotted 20,00,000 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 10/- each at par aggregating to ₹ 2,00,00,000/- to holding company. The OCCRPS be convertible/redeemable (in whole or in part) at the option of the holder on April 30, 2026 and amount of redemption of preference shares to ₹ 20 per share including ₹ 10 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

During the year ended March 31, 2022, the company issued and allotted 40,00,000 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 10/- each at par aggregating to ₹ 4,00,00,000/- to holding company. The OCCRPS be convertible/redeemable (in whole or in part) at the option of the holder on April 30, 2026 and amount of redemption of preference shares to ₹ 20 per share including ₹ 10 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Optionally Convertible Cumulative Redeemable Preference Shares (Face value ₹ 10 per share)	
	Number of shares	Amount
Authorised preference share capital		
At 31 March 2020	2,500,000	25,000
Increase/(Decrease) during the year	7,000,000	70,000
At 31 March 2021	9,500,000	95,000
Increase/(Decrease) during the period	-	-
At 31 March 2022	9,500,000	95,000
Issued preference share capital (subscribed and fully paid up)		
At 31 March 2020	1,870,000	18,700
Shares issued during the year	2,000,000	20,000
At 31 March 2021	3,870,000	38,700
Shares issued during the period	4,000,000	40,000
At 31 March 2022	7,870,000	78,700

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
a) Shares held by holding company				
<i>Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10 each fully paid</i>				
Indiamart InterMesh Limited	7,870,000	100%	3,870,000	100%
b) Details of shareholders holding more than 5% preference shares in the Company				
<i>Optionally Convertible Cumulative Redeemable Preference Shares of ₹ 10 each fully paid</i>				
Indiamart InterMesh Limited	7,870,000	100%	3,870,000	100%

9 TRADE PAYABLES

	As at 31 March 2022	As at 31 March 2021
Current		
Dues to micro enterprises and small enterprises	-	-
Dues to other than MSMEs		
- others	45	30
Total	45	30

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

Outstanding for following periods from due date of payment / transaction

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2022					
(i) MSME	-	-	-	-	-
(ii) Others	35	-	-	-	35
Accrued expenses	-	-	-	-	10
31 March 2021					
(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
Accrued expenses	-	-	-	-	30

10 OTHER CURRENT LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Tax deducted at source payable	14	-
Total	14	-

11 SHARE CAPITAL

	Number of shares	Amount
Equity share capital		
Authorised equity share capital		
At 31 March 2020	500,000	5,000
At 31 March 2021	500,000	5,000
Increase/(Decrease) during the period	-	-
At 31 March 2022	500,000	5,000
Issued equity share capital (subscribed and fully paid up)		
At 31 March 2020	110,000	1,100
At 31 March 2021	110,000	1,100
Shares issued during the period	-	-
At 31 March 2022	110,000	1,100

a) Terms/ rights attached to equity shares:

- 1) The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share.
- 2) In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

b) Shares held by holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of ₹ 10 each fully paid				
Indiamart InterMesh Limited (including Nominee shares held on behalf of IndiaMART InterMESH Limited)	110,000	100%	110,000	100%

c) Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of ₹ 10 each fully paid				
Indiamart InterMesh Limited (including Nominee shares held on behalf of IndiaMART InterMESH Limited)	110,000	100%	110,000	100%

Details of shareholding of promoters

Promoter Names	As at 31 March 2022			As at 31 March 2021	
	Number	% Holding	% Change during the year	Number	% Holding
Indiamart InterMesh Limited	109,900	99.91%	-	109,900	99.91%
Brijesh Kumar Agrawal (Nominee of Indiamart InterMesh Limited)	100	0.09%	-	100	0.09%
	110,000	100%	-	110,000	100%

d) Other equity

	As at 31 March 2022	As at 31 March 2021
Retained earnings	(44,230)	(28,333)
Equity portion of OCCRPS	739	382
Equity portion of CCD	720,000	-
Total other equity	676,509	(27,950)

12 OTHER INCOME

	For the year ended 31 March 2022	For the year ended 31 March 2021
Fair value gain on financial assets measured at fair value through profit and loss		
Interest Income		
- on fixed deposit with banks	177	6
Total	177	6

13 FINANCE COSTS

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on		
- others	2,766	-
Interest on Optionally cumulative convertible redeemable preference shares (OCCRPS)	12,052	3,647
Total	14,818	3,647

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

14 OTHER EXPENSES

	For the year ended 31 March 2022	For the year ended 31 March 2021
Legal and professional fees	1,188	12
Rates and taxes	26	645
Auditor's remuneration	35	24
Bank Charges	-	2
Other Expenses	7	2
Total	1,256	685

	For the year ended 31 March 2022	For the year ended 31 March 2021
Payment to Auditors		
As auditor:		
- Audit fee	35	24
	35	24

15 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the loss for the period attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year.

Diluted EPS are calculated by dividing the loss for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares. The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Basic		
Loss for the year	(15,897)	(4,326)
Weighted average number of equity shares in calculating basic EPS	110,000	110,000
Basic loss per share	(145)	(39.33)
Diluted		
Loss for the year	(15,897)	(4,326)
Weighted average number of equity shares in calculating basic EPS	110,000	110,000
Potential equity shares in the form of convertible preference shares	7,870,000	3,870,000
Potential equity shares in the form of Compulsory Convertible Debentures	72,000,000	-
Total no. of shares outstanding (including dilution)	79,980,000	3,980,000
Diluted earning loss per share	(145)	(0.02)

There are potential equity shares which are anti-dilutive, hence they are ignored in the calculation of diluted loss per share and accordingly the diluted loss per share is the same as basic loss per share

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

16 FINANCIAL INSTRUMENTS

- a) **Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:**

	Level	31 March 2022	31 March 2021
Financial assets			
a) Measured at fair value through profit or loss (FVTPL)			
Investment in equity/preference instruments of other entities (Refer Note b(iii) below)	Level 3	87,908	-
b) Measured at Amortised cost			
- Cash and cash equivalents		2,078	19,515
Total financial assets		89,986	19,515
Financial liabilities			
a) Measured at Amortised cost			
- Borrowings		98,031	46,337
- Trade Payables		45	30
Total financial liabilities		98,076	46,367

- b) **The following methods / assumptions were used to estimate the fair values:**

- The carrying value of cash and cash equivalents and trade payables measured at amortised cost approximate their fair value.
- The fair value of non current borrowings are based on discounted cash flow using a current borrowing rate. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable input, including own credit risk
- Fair value of equity/preference instruments of other entities is estimated based on discounted cash flows valuation technique using the cash flow projections, discount rate and credit risk.

17 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, Optionally convertible cumulative redeemable preference shares, and all other equity reserves attributable to the equity shareholder of the Company. The Company manages its capital to ensure that the company will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company is neither subject to externally imposed capital requirements nor exposed to external borrowings. For the purpose of the capital management, the management considers the share buy back obligation pertaining to Optionally convertible cumulative redeemable preference shares as part of the Capital.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

18 ADDITIONAL REGULATORY INFORMATION

- Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance *
Current Ratio (in times)	Current Assets	Current liabilities	37.64	651.15	-94%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	-5%	17%	-128%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	33.33	24.87	34%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	-0.16%	3%	-106%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 2 below)	Average invested funds in treasury investments (Refer Note 3 below)	1%	0%	N.A.

Notes

- Capital Employed = Total shareholder's equity
- Income generated from invested funds = Interest Income on Fixed Deposits
- Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)
Treasury Investments = Fixed Deposits
- Average is calculating based on simple average of opening and closing balances.

* Explanation where variance in ratio is more than 25%

- Current ratio

Current Assets have reduced in current year leading to reduced ratio in the current period.

- Trade payables turnover ratio

Increase in trade payable turnover ratio is due to improvisation in the payable process thereby reducing payment cycle of the vendors.

- Return on Equity ratio

Loss in current year has increased, leading to negative return on equity ratio.

- Return on Capital employed (ROCE)

Capital Employed has increased in current year due to issue of CCDs.

19 RELATED PARTY TRANSACTIONS

a) Names of related parties and related party relationship

Related parties where control exists irrespective of whether transactions have occurred or not

(i) Holding Company

Indiamart InterMesh Limited

(ii) Key management personnel

Mr. Sudhir Gupta, Director
Mr. Praveen Kumar Goel, Director
Mr. Manoj Bhargava, Director

(iii) Other related parties

Truckhall Private Limited (Associate)
Shipway Technology Private Limited (Associate)
Agillos E-Commerce Private Limited (Associate)
Edgewise Technologies Pvt Ltd (Associate)

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

- b) The following table provides the total amount of transactions that have been entered into with the related parties for the relevant financial year:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Indiamart InterMesh Limited		
Issue of 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)	40,000	20,000
Issue of 0.0001% Compulsory Convertible Debentures (CCD) (classified as Equity)	720,000	-
Loan Received	286,500	-
Loan Repayment	(286,500)	-
Interest on Loan payment	2,766	-

The following table discloses amounts due to or due from related parties at the relevant year end:

Particulars	For the year ended 31 March 2022	For the year ended 31 March 2021
Holding Company		
Optionally convertible cumulative redeemable preference shares -liability component (also refer note 7)	98,031	46,337

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the period-end are unsecured and interest free and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

20 GOING CONCERN

The parent company shall provide financial support to the Company, so as to meet its liabilities and commitments as and when the same is required.

- 21 Figures for the previous year have been regrouped/reclassified to conform to the classification of the current year.

The accompanying notes are an integral part of the financial statements

As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date: 26 April 2022

For and on behalf of the Board of Directors
Tradezeal Online Private Limited
CIN: U74110DL2005PTC136907

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date: 26 April 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Board's Report

Dear Members,

Your Directors take pleasure in presenting the Sixth (6th) Board's Report on the business and operations of the Company together with the Audited Financial Statement and Auditor's Report for the financial year ended March 31, 2022 ('FY 2022').

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2022 is as follows:

(Amount in INR thousands)

Particulars	FY 2021-22	FY 2020-21
Revenue from Operations	25,571	27,696
Other Income	558	995
Total Income	26,129	28,691
Financial Cost	4,762	4,122
Other Expenses	22,873	23,685
Total Expenses	27,635	27,808
Loss before tax	(1,506)	883
Total Tax Expenses	-	111
Profit/(Loss) for the year	(1,506)	773
Total Comprehensive income/(loss) for the financial year	(1,506)	773
Earnings per Equity Share (₹) – Face value of ₹ 10/- each	(15.06)	7.73

REVIEW OF OPERATIONS AND THE STATE OF COMPANY AFFAIRS

During the financial year under review, your Company has achieved total revenue from operations amounting to ₹ 25,571 Thousand as compared to ₹ 27,696 Thousand in the previous year. The Company has incurred a loss of ₹1,506 Thousand.

CHANGE IN NATURE OF BUSINESS

During FY 2022, there was no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

During FY 2022, there is no change in the Authorised Share Capital of the Company. As on March 31, 2022, the Authorised Capital of the Company is ₹ 51,000,000/- divided into 2,50,000 equity shares having a face value of ₹ 10/- each and 48,50,000 preference shares having a face value of ₹ 10/- each.

Issued, Subscribed and Paid Up Share Capital

(a) Equity Share Capital

During FY 2022, there is no change in the Issued, Subscribed and Paid Up Equity Share Capital of the Company. As on March 31, 2022, the issued, subscribed and paid up equity share capital of the company is ₹ 10,00,000/- divided into 1,00,000 equity shares having a face value of ₹ 10/- each.

(b) Preference Share Capital

During FY 2022, there is no change in the Issued, Subscribed and Paid Up Preference Share Capital of the Company. As on March 31, 2022, the issued, subscribed and paid up preference share capital of the company is ₹ 27,750,000/- divided into 27,75,000 preference shares having a face value of ₹ 10/- each.

DIVIDEND

Considering the financial position of the Company, the Directors have not recommended dividend for FY 2022.

TRANSFER TO RESERVES

During FY 2022, the Company did not transfer any amount to the general reserve.

Board's Report (contd.)

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2021-22.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year, the Company has not given any loan, made any investment or provided any guarantee pursuant to Section 186 of the Act.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Section 134(3)(h) of the Act, all the contracts, arrangements and transactions with the related parties as entered by the Company during the financial year under review were on arm's length basis and in the ordinary course of business. Further, during the reporting period, the Company has not entered into any arrangement/ transaction with related parties which could be considered material, accordingly the disclosure of related party transactions in Form AOC-2 is not applicable. The disclosure of Related Party Transactions under Section 188(1) of the Act forms part of

MEETING OF BOARD OF DIRECTORS

During FY 2022, four (4) Board Meetings were held on April 28, 2021, July 21, 2021, October 19, 2021 and January 23, 2022. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

The Composition of the Board along with number of meetings and attendance details are as follows:

Sl. No.	Name of the Director	Designation	No. of Meetings held during the year	No. of Meeting attended during the year
1	Mr. Shrawan Kumar Sharma	Director	4	3
2	Mr. Praveen Kumar Goel	Director	4	4
3	Mr. Amit Jain	Director	4	4

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

financial statements. The statement showing the disclosure of Related Party Transactions have been disclosed in Note No. 19 to the Financial Statement forming an integral part of this Annual Report.

PARTICULARS OF EMPLOYEES

During FY 2022, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Amit Jain (DIN: 03618294), is liable to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommend his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

None of the Director or Key Managerial Personnel was appointed/resigned during the financial year ended March 31, 2022.

- in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;
- your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company

Board's Report (contd.)

at the end of the financial year and of the profit and loss of the Company for that period;

- c) your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detecting of fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the Company.

AUDITOR'S

Statutory Auditors

M/s. Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) were appointed as Statutory Auditors of the Company at the Annual General Meeting ('AGM') of the Company held on September 18, 2017 for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 1st AGM till the conclusion of the 6th AGM of the Company.

Since, the tenure of the aforesaid Statutory Auditors, shall conclude at the 6th AGM, the Board of Directors in its meeting held on April 26, 2022 considered the re-appointment of M/s. Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) for the second term of 5 years as the Statutory Auditors of the Company, subject to the approval of the members in the ensuing AGM of the Company.

The Company have received their consent for the proposed appointment as Statutory Auditors of the Company from the conclusion of the ensuing AGM of the Company. They have further confirmed that the said appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies act, 2013 and that they are not disqualified for appointment. The aforesaid Statutory Auditors, if appointed, will hold office from the conclusion of said AGM until the 11th AGM of the Company.

The report of the Statutory Auditor forms part of the Annual

Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

Internal Auditor

During FY 2022, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2022, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

ANNUAL RETURN

Pursuant to Section 92(3) and 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return as on March 31, 2022 forms part of this report as '**Annexure -1**'.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2022, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

No orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operation in future.

Board's Report (contd.)

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

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption.

The Foreign Exchange earned in terms of actual inflows and outflows, during the year are as follows:

(Amount in INR)

Details	FY 2021-22	FY 2020-21
Inflows	Nil	Nil
Outflows	Nil	Nil

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2022, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

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

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their sincere appreciation to the contributions and valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believe in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focus on sustainable and profitable growth of the Company.

On behalf of the Board
For **Pay With Indiamart Private Limited**

Place: Noida
Date: April 26, 2022

Praveen Kumar Goel
Director
DIN: 03604600

Shrawan Kumar Sharma
Director
DIN: 07043379

Board's Report (contd.)

ANNEUXRE -1

EXTRACT OF ANNUAL RETURN FORM NO. MGT-9

For the financial year ended March 31, 2022

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	U74999DL2017PTC312424
2. Registration Date	February 07, 2017
3. Name of the Company	Pay With Indiamart Private Limited
4. Category/Sub-Category of the Company	Public Company
5. Address of the Registered office and contact details	Pay With Indiamart Private Limited, 1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002 Contact No. 91 -11-45608941 Email- compliance@paywithindiamart.com
6. Whether listed Company	No
7. Name, Address and Contact details of Registrar and Transfer Agent, if, any	Kfin Technologies Limited (Formerly known as Kfin Technologies Private Limited) Address: Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serlingampally, Hyderabad, Rangareddi – 500032 Contact No.: 1800 309 4001 E-mail: reachus@kfintech.com Website: https://www.kfintech.com/

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
1	Information Services Activity	6619	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name of the Company	Address of Company	CIN	Holding/ Subsidiary /Associate	% of shares Held	Applicable Section
1	IndiaMART InterMESH Limited	1 st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002	L74899DL1999PLC 101534	Holding	100%	2 (46) & (87) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A. Category-wise Share Holding.

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2021]				No. of Shares held at the end of the year [As on March 31, 2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF/Nominee of Body Corporate	-	1*	1	0.01%	-	1*	1	0.01%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	99,999	99,999	99.99%	-	99,999	99,999	99.99%	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	1,00,000	1,00,000	100%	-	1,00,000	1,00,000	100%	-

Board's Report (contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 1, 2021]				No. of Shares held at the end of the year [As on March 31, 2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	1,00,000	1,00,000	100%	-	1,00,000	1,00,000	100%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)- Body Corporate	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual share- holders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual share- holders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)									
Non-Resident Indians	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs									
Sub-total (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	1,00,000	1,00,000	100%	-	1,00,000	1,00,000	100%	-

* Mr. Shrawan Kumar Sharma is a nominee of IndiaMART InterMESH Limited.

Board's Report (contd.)

B. Shareholding of Promoter:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year April 1, 2021			Shareholding at the end of the year March 31, 2022			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	IndiaMART InterMESH Limited	99,999	99.99%	0%	99,999	99.99%	0%	-
2	Mr. Shrawan Kumar Sharma (Nominee of IndiaMART InterMESH Limited)	1	00.01%	0%	1	0.01%	0%	-
Total		1,00,000	100%	0%	1,00,000	100%	0%	-

C. Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the year April 01, 2021		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	1,00,000	100%	1,00,000	100%
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
3	At the end of the year	1,00,000	100%	1,00,000	100%

D. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): NIL

E. Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year April 1, 2021		Increase/ Decrease in Shareholding				Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the Company	Date	Reason	No. of shares	% of total shares of the company
1	Mr. Shrawan Kumar Sharma (Nominee of IndiaMART InterMESH Limited)	1	0.01%	-	-	-	-	1	0.01%

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager: NIL

B. Remuneration to other Directors: NIL

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

On behalf of the Board
For **Pay With Indiamart Private Limited**

Praveen Kumar Goel
Director
DIN: 03604600

Shrawan Kumar Sharma
Director
DIN: 07043379

Place: Noida
Date: April 26, 2022

Independent Auditor's Report

To the Board of Directors of Pay with Indiamart Private Limited

OPINION

We have audited the accompanying standalone Ind AS financial statements of **Pay With Indiamart Private Limited** ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2022 and the standalone Statement of Profit and Loss, including other comprehensive income, standalone Cash Flow Statement and the standalone Statement of Changes in Equity for the period then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give a true and fair view in conformity with the accounting principle specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

- (a) in the case of the standalone Balance Sheet, of the state of affairs of the Company as at March 31, 2022.
- (b) in the case of the standalone Statement of Profit and Loss including other comprehensive income, of the profit for the period ended on that date;
- (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and
- (d) In the case of the Statement of Changes in Equity, of the changes in equity for the period ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent

of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

EMPHASIS OF MATTER PARAGRAPH

We refer accounting policy to the Financial Statement of the Company, wherein financial impact of COVID- 19 on the operations of the company have been disclosed. Future operations of the Company will be subject to developments on COVID-19 front together with stability in the economy which are currently uncertain.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial period ended at March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key audit matters	How our audit addressed the key audit matter
Revenue recognition (as described in Note 2.2(d) and Note 14 of the standalone Ind AS financial statements)	
<p>Total turnover for the period ended at March 31,2022 amounted to ₹ 25,571 thousands. The Company generates revenue primarily from web services and follows a prepaid model for its business.</p> <p>Revenue from web services are recognized based on output method i.e. pro-rata over the period of the contract as and when the company satisfies performance obligations by transferring the promised services to its customers.</p> <p>The service are delivered using IT system which manages very high volume on daily basis and generates reports from which Company recognizes revenue, and hence there is inherent risk around the completeness and accuracy of the revenue recognition. Given the involvement of high volume, IT systems and inherent risk involved as described above, we determined the revenue recognition as key audit matter of the audit.</p> <p>The Company's disclosures are included in Note 2.2(d) and Note 14 to the financial statement, which outlines the accounting policy for revenue and details of revenue.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> • We read the Company's revenue recognition accounting policies and assessed compliance of policies with applicable financial reporting standards. • We obtained an understanding of the revenue recognition process and tested controls around revenue recognition. • We involved IT specialist, to obtain an understanding, evaluate the design, and test the operating effectiveness of the IT controls related to the revenue recognition process. • We tested the IT general controls (including access controls, change management control and other IT general controls.), the relevant application controls and tested the reports generated by the system. • We selected a sample of transactions and performed tests of details including reading the contract, identifying performance obligation etc., and assessed whether the criteria for revenue recognition is met. • We also obtained and tested overall reconciliation of revenue and collection as generated from IT systems with accounting system.

OTHER INFORMATION

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the preparation and presentation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian

Accounting Standards) Rules, 2015, as amended. The Board of Directors are also 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our

opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial period ended at March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report

- in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls Over Financial Reporting
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
- a) The Company has no pending litigations as at 31 March 2022 that can affect its financial position in its Standalone financials statements.
 - b) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
 - d)
 - (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.
 - (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material mis-statement.
 - (e) During the year, the company did not declared or paid any dividend.
 - (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the Matters specified in paragraphs 3 and 4 of the order.

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi
Date: 26 April 2022
UDIN: 22095412AHWCBA4920

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PAY WITH INDIAMART PRIVATE LIMITED

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section.

- i. The Company has no Fixed Assets, hence clause 3(i)(a) to (e) of the order is not applicable to the company.
- ii. (a) In our opinion and according to the information and explanations given to us, the Company is not having any physical inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) The company has not granted any loans, or provided advances in the nature of loans, or stood Guarantee, or provided security to any other entity.
 - (b) The Investments made, guarantees provided, security given and the terms and conditions of the grant of loans and advances in the nature of loans and guarantees provided are not prejudicial to the company's interest.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable
 - b) There are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates (as defined under the Companies Act, 2013)
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Companies Act, 2013 ("the Act"))
- x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and Company has not raised any term loans. Accordingly, provisions of clause 3(x)(a) of the Order are not applicable on the Company.
- (b) According to the information and explanations given to us and on the basis of 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.
- xi. (a) In our opinion, and according to the information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year that causes the Standalone Ind AS financial statements materially misstated.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii)(a) to (c) of the Order are not applicable to the Company.
- xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards.
- xiv. In our opinion, and according to the information and explanations given to us, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the companies act 2013.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. (a) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The company is not a Core Investment company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
- xvii. The company has not incurred any cash losses in current financial year and immediately preceding financial year.

- xviii. There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(viii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act as company is not required to comply with the provisions of section 135 of companies act 2013.
- xxi. Pay with Indiamart private limited is a subsidiary company of IndiaMart InterMesh limited and it does not have any subsidiary under it. It is not required to prepare consolidated financial statement. Hence, provisions of this clause are not applicable.

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No. 095412

Place: Delhi

Date: 26 April 2022

UDIN: 22095412AHWCBA4920

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PAY WITH INDIAMART PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting Pay With Indiamart Private Limited ("the Company") as of at March 31, 2022 in conjunction with our audit of the Ind AS 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 Act.

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 Act, 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 (ICAI). 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:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS 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, 2022, 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).

For Pankaj Priti & Associates

Chartered Accountants
Firm's Registration No. 016461N

Pankaj Jain
(Partner) Membership No. 095412

Place: Delhi
Date: 26 April 2022
UDIN: 22095412AHWCBA4920

Balance Sheet

as at 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Non-current assets			
Non-current tax assets (net)	13	52	11
Total non-current assets		52	11
Current assets			
Financial assets			
(i) Investments	4	13,536	12,979
(ii) Cash and cash equivalents	5	20,866	26,150
(iv) Others financial assets	6	11,692	6,735
Other current assets	7	1,311	2,123
Total current assets		47,405	47,987
Total assets		47,457	47,998
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	1,000	1,000
Other equity		6,181	7,687
Total equity		7,181	8,687
LIABILITIES			
Non-current liabilities			
Financial liabilities			
Borrowings	9	38,628	33,866
Total non-current liabilities		38,628	33,866
Current liabilities			
Financial liabilities			
(i) Trade payables	10		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		105	151
(ii) Other financial liabilities	11	1,504	5,255
Other current liabilities	12	39	39
Total current liabilities		1,648	5,445
Total liabilities		40,276	39,311
Total equity and liabilities		47,457	47,998
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

Per **Pankaj Jain**
Partner
Membership No.: 095412

Place: New Delhi
Date: 26 April 2022

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Praveen Kumar Goel
(Director)
DIN- 03604600

Place: Noida
Date: 26 April 2022

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Statement of Profit and Loss

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
INCOME:			
Revenue from operations	14	25,571	27,696
Other income	15	558	995
Total income		26,129	28,691
EXPENSES:			
Finance costs	16	4,762	4,122
Other expenses	17	22,873	23,685
Total expenses		27,635	27,808
Profit/(loss) before tax		(1,506)	883
Income tax expense			
Current tax	20	-	111
Total tax expense		-	111
Profit/(loss) for the year		(1,506)	773
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss in subsequent year			
Re-measurement gains/(losses) on defined benefit plans		-	-
Income tax effect		-	-
		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive Profit/(loss) for the year		(1,506)	773
Earnings per equity share:			
Basic Profit/(loss) per equity share	18	(15.06)	7.73
Diluted Profit/(loss) per equity share		(15.06)	1.73
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Per **Pankaj Jain**
Partner
Membership No.: 095412

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: New Delhi
Date: 26 April 2022

Place: Noida
Date: 26 April 2022

Statement of Changes in Equity

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

(A) EQUITY SHARE CAPITAL (REFER NOTE 8)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 31 March 2020	1,100
Changes in equity share capital during the year	-
As at 31 March 2021	1,100
Changes in equity share capital during the year	-
As at 31 March 2022	1,100

(B) OTHER EQUITY (REFER NOTE 9)

Particulars	Equity portion of OCCRPS (refer note 10)	Reserve and Surplus Retained Earning	Total
As at 31 March 2020	28,100	(22,295)	5,805
Profit for the year	-	773	773
Equity contribution	1,109	-	1,109
Total comprehensive income	1,109	773	1,882
As at 31 March 2021	29,209	(21,522)	7,687
Loss for the year	-	(1,506)	(1,506)
Total comprehensive loss	-	(1,506)	(1,506)
As at 31 March 2022	29,209	(23,028)	6,181

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Per **Pankaj Jain**
Partner
Membership No.: 095412

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: New Delhi
Date: 26 April 2022

Place: Noida
Date: 26 April 2022

Statement of Cash Flows

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
PROFIT/(LOSS) BEFORE TAX	(1,506)	883
Adjustments for:		
Interest expense	4,762	4,122
Fair value gain on financial assets measured at fair value through profit and loss	(557)	(994)
Operating Profit/(loss) before working capital changes	2,699	4,012
MOVEMENT IN WORKING CAPITAL		
(Increase)/Decrease in other financial assets	(4,956)	(2,908)
(Increase)/Decrease in other current assets	812	988
Increase/(Decrease) in other liabilities	(1)	(9)
Increase/(Decrease) in other financial liabilities	(3,751)	4,945
Increase/(Decrease) in trade and other payables	(46)	97
Cash generated/(used) from operations	(5,243)	7,126
Direct taxes paid/ (refund)	(41)	(98)
Net cash generated/(used) in operating activities	(5,284)	7,028
CASH FLOW FROM INVESTING ACTIVITIES		
Redemption of mutual funds	-	5,000
Net cash generated/(used) in investing activities	-	5,000
CASH FLOW FROM FINANCING ACTIVITIES		
Issue of preference share capital	-	2,500
Net cash generated from financing activities	-	2,500
Net (decrease) / increase in cash and cash equivalents	(5,284)	14,528
Cash and cash equivalents at the beginning of the year	26,150	11,622
Cash and cash equivalents at the end of the year	20,866	26,150
Components of cash and cash equivalents		
Balances with banks:		
- On current/ nodal accounts	20,866	26,150
Total cash and cash equivalents (note 5)	20,866	26,150

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Per **Pankaj Jain**
Partner
Membership No.: 095412

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: New Delhi
Date: 26 April 2022

Place: Noida
Date: 26 April 2022

Notes to Financial Statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

Pay With IndiaMart Private Limited ("the Company") is a public company domiciled in India and was incorporated on February 07, 2017 under the provisions of the Companies Act applicable in India. The company provides services in relation to facilitation of electronics payment through internet-based solution, financial intermediation, including advisory and consultancy services for internet based payment. The registered office of the Company is located at 1st Floor, 29-Daryagang, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 26 April 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements of the Company for the year ended 31st March 2022 have been prepared in accordance with Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ("MCA").

These financial statements must be read in conjunction with the company's last annual financial statements as at and for the year ended March 31, 2021. They do include all the information required for complete set of Ind AS financial statements. However, selected explanatory notes are included to explain events and transaction that are significant to an understanding of the changes in the Company's financial position and performance since the last annual statements.

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or

liabilities in future periods. These estimates could differ from these estimates.

Fair value measurement

The Company measures financial instruments, such as Investment in optionally convertible cumulative redeemable preference shares (OCCRPS), Investment in mutual funds at fair value at each balance sheet date.

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

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, 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:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — inputs, other than quoted prices included with Level 1, that are observable for the asset or liability, either directly or indirectly; and

Notes to Financial Statements

for the year ended March 31, 2022

- (iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company's assumptions about pricing by market participants

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant note.

- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 21)

Impact of COVID-19

The Company has taken into account all the possible impacts of COVID-19 in preparation of these financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and cost, impact on leases, impact on investment

in (Associates and Subsidiaries and investment in related) entities. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these financial statements and believes that the impact of COVID-19 is not material to these financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements owing to the nature and duration of COVID-19.

4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On 24 March 2021, the Ministry of Corporate Affairs (MCA), notified amendments in Schedule III to the Companies Act, 2013 effective from 1 April 2021. Following are key amended provisions which may have impact on the presentation of financial statement of the Company:

Balance sheet:

- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade payables.

The Company is currently evaluating the impact of these amendment on its financial statements.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

4 CURRENT INVESTMENTS

Investments in mutual funds- quoted (measured at FVTPL)

	As at 31 March 2022		As at 31 March 2021	
	No. of Units	Amount	No. of Units	Amount
ICICI Prudential Saving Fund-Direct Plan Growth	30,924	13,536	30,924	12,979
Total	30,924	13,536	30,924	12,979

5 CASH AND CASH EQUIVALENTS

	As at 31 March 2022	As at 31 March 2021
Balance with bank		
- On current accounts	19,118	22,615
- On nodal accounts	1,748	3,535
Total Cash and cash equivalents	20,866	26,150

Notes:

Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

6 OTHER FINANCIAL ASSETS

	As at 31 March 2022	As at 31 March 2021
Current (unsecured, considered good unless stated otherwise)		
Amount recoverable from payment gateway banks (net of provision)	11,509	6,632
Amount recoverable from customers	183	-
Receivable from related party	-	103
Total	11,692	6,735

These financial assets are measured at amortised cost.

7 OTHER CURRENT ASSETS

	As at 31 March 2022	As at 31 March 2021
Current (Unsecured, considered good unless otherwise stated)		
Balances with government authorities	1,304	2,121
Prepaid expenses	7	2
Total	1,311	2,123

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

8 SHARE CAPITAL

Equity share capital

	Number of shares	Amount
Authorised equity share capital		
At 31 March 2020	250,000	2,500
At 31 March 2021	250,000	2,500
Increase/(Decrease) during the year	-	-
At 31 March 2022	250,000	2,500
Issued equity share capital (subscribed and fully paid up)		
At 31 March 2020	100,000	1,000
At 31 March 2021	100,000	1,000
Shares issued during the year	-	-
At 31 March 2022	100,000	1,000

a) Terms/ rights attached to equity shares:

- The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity is entitled to one vote per share.
- In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Shares held by holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of ₹ 10 each fully paid				
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	100,000	100%	100,000	100%

c) Details of shareholders holding more than 5% equity shares in the Company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of ₹ 10 each fully paid				
Indiamart Intermesh Limited (including nominee shares held on behalf of IndiaMART InterMESH Limited)	100,000	100%	100,000	100%

d) Details of shareholding of promoters

Promoter Names	As at 31 March 2022			As at 31 March 2021	
	Number	% Holding	% Change during the year	Number	% Holding
Indiamart Intermesh Limited	99,999	99.99%	-	99,999	99.99%
Shrawan Kumar Sharma (Nominee of Indiamart Intermesh Limited)	1	0.01%	-	1	0.01%
	100,000	100%	-	100,000	100%

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

e) Other equity

	As at 31 March 2022	As at 31 March 2021
Equity portion of optionally convertible cumulative redeemable preference shares (refer note 10)	29,209	29,209
Retained earnings	(23,028)	(21,522)
Total other equity	6,181	7,687

9 BORROWINGS

	As at 31 March 2022	As at 31 March 2021
Non-current		
Liability component of compound financial instrument		
Optionally convertible cumulative redeemable preference shares (unsecured)	38,628	33,866
Total	38,628	33,866

Terms of conversion/ redemption of 0.01% Optionally Convertible Cumulative Redeemable Preference Share (OCCRPS)

The Company has issued only one class of preference shares i.e 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS). The OCCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up; the OCCRPS shall be participating in the surplus funds; the OCCRPS shall be participating in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid; the OCCRPS will be entitled to dividend, if declared by the Board of Directors, on cumulative basis. With effect from 22 February 2019, the Company has changed its terms of OCCRPS to fix the tenure till 31 January 2028 and amount of redemption of preference shares to ₹ 30 per share including ₹ 20 per share for premium on redemption. The OCCRPS holders have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act 2013. The OCCRPS will be optionally convertible into equity share of the Company at 1:1 ratio at the option of the holder at the expiry of terms on 31 January 2028 at ₹ 30 per share including ₹ 20 per share for premium on redemption. Consequent to the change in redemption terms with effect from 22 February 2019 the nature is changed from fair value through P&L to measurement through amortise cost.

	Number of shares	Amount
Authorised preference share capital		
At 31 March 2020	4,850,000	48,500
At 31 March 2021	4,850,000	48,500
Increase/(Decrease) during the year	-	
At 31 March 2022	4,850,000	48,500
Issued preference share capital (subscribed and fully paid up)		
At 31 March 2020	2,650,000	26,500
Shares issued during the year	125,000	1,250
At 31 March 2021	2,775,000	27,750
Shares issued during the year	-	-
At 31 March 2022	2,775,000	27,750

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

a) Shares held by holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Optionally Convertible Cumulative Redeemable Preference shares of ₹ 10 each fully paid				
Indiamart Intermesh Limited	2,775,000	100%	2,775,000	100%

b) Details of shareholders holding more than 5% preference shares in the Company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Optionally Convertible Cumulative Redeemable Preference shares of ₹ 10 each fully paid				
Indiamart Intermesh Limited	2,775,000	100%	2,775,000	100%

10 TRADE PAYABLES

	As at 31 March 2022	As at 31 March 2021
Current		
Outstanding dues to micro enterprises and small enterprises	-	-
Dues to other than MSMEDs		
- others	105	151
Total	105	151

Outstanding for following periods from due date of payment / transaction

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2022					
MSME	-	-	-	-	-
Others	52	-	-	-	52
Accrued expenses					53
31 March 2021					
MSME	-	-	-	-	-
Others	151	-	-	-	151

11 OTHER FINANCIAL LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Other advances	1,504	5,255
Total	1,504	5,255

12 OTHER CURRENT LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Tax deducted at source payable	39	39
Total	39	39

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

13 TAX ASSETS AND LIABILITIES

	As at 31 March 2022	As at 31 March 2021
Non-current tax assets (net)		
Income tax assets	163	122
Less: Provision for income tax	(111)	(111)
Total	52	11

14 REVENUE FROM OPERATIONS

	For the year ended 31 March 2022	For the year ended 31 March 2021
Sale of services		
Income from Services	25,571	27,696
Total	25,571	27,696

Since the Company does not have any contract liabilities at the reporting date; therefore, the revenue expected to be recognised in the future related to performance obligation are not disclosed.

15 OTHER INCOME

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income		
- others	1	1
Fair value gain on financial assets measured at FVTPL		
- Investment in mutual funds	557	994
Total	558	995

16 FINANCE COSTS

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest expense on financial liability measured at amortised cost	4,762	4,122
Total	4,762	4,122

17 OTHER EXPENSES

	For the year ended 31 March 2022	For the year ended 31 March 2021
Legal and professional fees	561	497
Referral fees	4,251	4,533
Rates and taxes	7	6
Auditor's remuneration	70	60
Collection charges	17,263	18,595
Allowances for doubtful debts (including bad debts)	721	(6)
Total	22,873	23,685

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

18 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS are calculated by dividing the profit/(loss) for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Profit/(loss) for the year	(1,506)	773
Interest expense on convertible preference shares	4,762	4,122
Adjusted Profit/(loss) for the year	3,256	4,895
Weighted average number of equity shares in calculating basic EPS	100,000	100,000
Potential equity shares in the form of convertible preference shares	2,775,000	2,737,329
Total no. of shares outstanding (including dilution)	2,875,000	2,837,329
Basic Profit/(loss) per equity share	(15.06)	7.73
Diluted Profit/(loss) per equity share	(15.06)	1.73

There are potential equity shares which are anti-dilutive, hence they are ignored in the calculation of diluted loss per share and accordingly the diluted loss per share is the same as basic loss per share

19 RELATED PARTY TRANSACTIONS

a) Names of related parties and related party relationship

Holding Company	Indiamart Intermesh Limited
Key Management Personnel	Shrawan Kumar Sharma , Director Praveen Kumar Goel, Director Amit Jain, Director

b) Related party transactions :

i) The following table provides the total amount of transactions that have been entered into with the related parties during the year:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Holding Company		
Issue of preference Share (incl. premium)	-	2,500
Holding Company		
Reimbursement towards indemnifying cases	996	1,757
Holding Company		
Income from web services	2,489	1,595
Referral fees paid	4,251	4,533

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

ii) The following table provides the Balance outstanding with the related parties :

	For the year ended 31 March 2022	For the year ended 31 March 2021
Holding Company		
Amount Recoverable	-	103

Terms and conditions of transactions with related parties

The transactions with related parties are entered on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

20 ADDITIONAL REGULATORY INFORMATION

- Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
Current Ratio (in times)	Current Assets	Current liabilities	29	8.81	226%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	-19%	10%	-290%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	178.80	231.24	-23%
Net capital turnover ratio (in times)	Revenue from operations	Working capital (Current Assets-Current liabilities)	0.56	0.65	-14%
Net profit ratio (in %)	Net profit after tax	Revenue from operations	-6%	3%	-311%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	45%	58%	-21%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 2 below)	Average invested funds in treasury investments (Refer Note 3 below)	4%	8%	-44%

Notes

- Capital Employed = Total shareholder's equity
- Income generated from invested funds = FVTPL gain on mutual funds
- Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)
Treasury Investments = Mutual funds
- Average is calculating based on simple average of opening and closing balances.

* Explanation where variance in ratio is more than 25%

- Current ratio

Current Liabilities have reduced in current year due to improvisation in the payable process thereby reducing payment cycle of the vendors, leading to increased ratio in the current year.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

- **Return on Equity Ratio/ Net profit ratio**

There is loss in current year as against profit in previous year, leading to negative return on equity and net profit ratio.

- **Return on investment (ROI)**

RBI had taken measures during COVID-19 in the month of March 2020 hence cut interest rates drastically, and introduced ample liquidity measures. We generated high returns in our mutual fund portfolio due to these liquidity measures in F.Y. 2020-2021.

21 FINANCIAL INSTRUMENTS

a) **Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:**

Particulars	Level	As at 31 March 2022	As at 31 March 2021
Financial assets			
a) Measured at fair value through profit or loss (FVTPL)			
- Investment in mutual funds	Level 1	13,536	12,979
		13,536	12,979
b) Measured at Amortised cost			
- Cash and cash equivalents		20,866	26,150
- Others financial assets		11,692	6,735
		32,558	32,885
Total financial assets		46,094	45,864
Financial liabilities			
Measured at amortised cost			
- Borrowings		38,628	33,866
- Trade payables		105	151
- Other financial liabilities		1,504	5,255
		40,237	39,272
Total financial liabilities		40,237	39,272

b) **The following methods / assumptions were used to estimate the fair values:**

- The carrying value of financial assets and liabilities measured at amortised cost approximate their fair value.
- The fair value of non current borrowings are based on discounted cash flow using a current borrowing rate. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable input, including own credit risk

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

22 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, share premium and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to ensure that the company will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company is neither subject to externally imposed capital requirements nor exposed to external borrowings. For the purpose of the capital management, the management considers the borrowings pertaining to OCCRPS as part of the Capital.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

23 Figures for the previous year have been regrouped/reclassified to conform to the classification of the current year.

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For **Pankaj Priti & Associates**
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Pay With Indiamart Private Limited
CIN : U74999DL2017PTC312424

Per **Pankaj Jain**
Partner
Membership No.: 095412

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: New Delhi
Date: 26 April 2022

Place: Noida
Date: 26 April 2022

Board's Report

Dear Members,

Your Directors take pleasure in presenting the Fourteenth (14th) Board's Report on the business and operations of the Company together with the audited Financial Statement and the Auditor's Report for the financial year ended March 31, 2022 ('FY 2022').

FINANCIAL HIGHLIGHTS

A summary of the financial performance of the Company in FY 2022 is as follows:

(Amount in INR thousand)

Particulars	FY 2021-22	FY 2020-21
Revenue from Operations	-	-
Other Income	2	3
Total Income	2	3
Other Expenses	50	42
Total Expenses	50	42
Loss before tax	(48)	(39)
Total Tax Expenses	-	-
Profit/(Loss) for the year	(48)	(39)
Other Comprehensive loss for the financial year	-	-
Total Comprehensive income/(loss) for the financial year	(48)	(39)
Earnings per Equity Share (INR) – Face value of ₹ 10/- each	(1.59)	(1.29)

REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

No Business activities were carried out by the Company during the year under review.

CHANGE IN NATURE OF BUSINESS

During FY 2022, there was no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial performance of your Company which occurred between the end of the financial year of the Company and the date of this report.

SHARE CAPITAL

Authorised Share Capital

During FY 2022, there is no change in the Authorised Share Capital of the Company. As on March 31, 2022, the Authorised Capital of the Company is ₹ 6,00,000/- divided into 60,000 equity shares having face value of ₹ 10/- each.

Issued, Subscribed and Paid Up Equity Share Capital

During FY 2022, there is no change in the Issued, Subscribed and Paid Up Equity Share Capital. As on March 31, 2022, the Issued, Subscribed and Paid up Equity Share Capital of the Company is ₹ 3,00,000/- divided into 30,000 equity shares having face value of ₹ 10/- each.

DIVIDEND

Considering the financial position of the Company, the Directors have not recommended any dividend for FY 2022.

TRANSFER TO RESERVES

During FY 2022, the Company did not transfer any amount to the general reserve.

PUBLIC DEPOSITS

Your Company has not accepted any deposits from the public, during the year under review, within the meaning of Section 73 of the Companies Act, 2013 ('the Act') read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding at the beginning and end of FY 2021-22.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the financial year, the Company has not given any loan, made any investment or provided any guarantee pursuant to Section 186 of the Act.

PARTICULARS OF SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During FY 2022, the Company has not entered into any related party transactions referred to in Section 188(1) of the Act.

PARTICULARS OF EMPLOYEES

During FY 2022, none of the employees has received remuneration exceeding the limit as stated in Rule 5(2) of the

Board's Report (contd.)

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, offer themselves for re-appointment at every Annual General Meeting ('AGM').

Accordingly, Mr. Manoj Bhargava (DIN: 08267356), is liable to retire by rotation at the ensuing AGM and being eligible offer himself for re-appointment in accordance with provisions of the Act. The Board of Directors of the Company recommend

his re-appointment for consideration by the members of the Company at the ensuing AGM. A brief profile, expertise of Director and other details as required under the Act and Secretarial Standards - 2 related to the Director proposed to be re-appointed is annexed to the Notice convening the AGM.

None of the Director or Key Managerial Personnel was appointed/resigned during the financial year ended March 31, 2022.

MEETING OF BOARD OF DIRECTORS

During FY 2022, four (4) Board Meetings were held on April 28, 2021, July 21, 2021, October 19, 2021 and January 23, 2022. The maximum gap between the two (2) meetings did not exceed one hundred and twenty (120) days.

The Composition of the Board along with number of meetings and attendance details are as follows:

Sl. No.	Name of the Director	Designation	No. of Meetings held during the year	No. of Meeting attended during the year
1	Mr. Praveen Kumar Goel	Director	4	4
2	Mr. Manoj Bhargava	Director	4	4
3	Mr. Sudhir Gupta	Director	4	4

Note: The Company doesn't have a regular Chairperson of the Board. However, the Board members in their meeting unanimously elect the Chairperson of the Meeting.

COMMITTEES OF THE BOARD

As the provisions of Section 177 & 178 of the Act read with rules made thereunder are not applicable to the Company, no committee of the Board is constituted in terms thereof.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, confirm that:

- in the preparation of annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures, wherever applicable;
- your Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for prevention and detecting of fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;

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

COMPANY'S POLICY RELATING TO DIRECTORS' APPOINTMENT & REMUNERATION

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee and framing of Policy relating to Appointment & Remuneration of Directors are not applicable to the Company.

AUDITORS

Statutory Auditors

M/s Pankaj Priti & Associates, Chartered Accountants (Firm Registration No. 016461N) were re-appointed as Statutory Auditors of the Company at the Annual General Meeting of the Company held on August 28, 2020, for a term of 5 (Five) consecutive years, i.e., to hold office from the conclusion of the 12th Annual General Meeting till the conclusion of the 17th Annual General Meeting of the Company.

The report of the Statutory Auditor forms part of the Annual Report. The said report is self-explanatory and does not contain any qualification, reservation, adverse remarks or disclaimer. The Auditors of the Company have not reported any fraud committed against the Company by its officers or employees as specified under Section 143(12) of the Act.

Board's Report (contd.)

Internal Auditor

During FY 2022, the Company was not required to appoint Internal Auditor as per Section 138 of the Act.

Secretarial Auditor

During FY 2022, the Company was not required to appoint Secretarial Auditor as per Section 204 of the Act.

INTERNAL FINANCIALS CONTROLS

Your Board of directors affirms that the internal financial controls with reference to financial statements as designed and implemented by the Company are adequate.

During the year under review, no material or serious observation has been received from the statutory auditors of the Company on the inefficiency or inadequacy of such controls.

ANNUAL RETURN

Pursuant to Section 92(3) and 134(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the extract of Annual Return as on March 31, 2022 forms part of this report as 'Annexure -1'.

CORPORATE SOCIAL RESPONSIBILITY

During FY 2022, the provisions of Section 135 of the Act with respect to Corporate Social Responsibility were not applicable to the Company.

COST RECORDS

Maintenance of cost records under Section 148(1) of the Act is not applicable to the Company.

COMPLIANCE OF THE SECRETARIAL STANDARDS

The Board of Directors state that the Company has complied with the applicable Secretarial Standards on Meeting of the Board (SS-1) and General Meetings (SS-2) specified by the Institute of Company Secretaries of India.

DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS

No orders have been passed by any Regulators or Courts or Tribunals, against the Company, which can have impact on the going concern status and the Company's operation in future.

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

The Company takes its best efforts to conserve the energy consumed in its premises. During the year under review, there was no technology absorption and foreign exchange inflow or outflow.

APPLICATION/PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

During FY 2022, no application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the financial year is not applicable.

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

The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

ACKNOWLEDGEMENT

The Board of Directors of the Company wish to place on record their sincere appreciation to the contributions and valuable cooperation made by every individual associated with the Company through their hard work, dedication, competence, support and co-operation towards the success of your Company and are deeply grateful and thankful for consistent assistance as received from its investors, business associates, customers, vendors, bankers, regulatory and government authorities.

Your Directors believe in and always uphold the aspects of professionalism, integrity and righteousness across all its functions, activities and departments and focus on sustainable and profitable growth of the Company.

On behalf of the Board
For Hello Trade Online Private Limited

Place: Noida

Date: April 26, 2022

Praveen Kumar Goel

Director

DIN: 03604600

Sudhir Gupta

Director

DIN: 08267484

Board's Report (contd.)

ANNEXURE-1

EXTRACT OF ANNUAL RETURN
FORM NO. MGT-9

For the financial year ended March 31, 2022

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	U51909DL2008PTC180430
2. Registration Date	July 03, 2008
3. Name of the Company	Hello Trade Online Private Limited
4. Category/Sub-Category of the Company	Public Company
5. Address of the Registered office and contact details	HELLO TRADE ONLINE PRIVATE LIMITED, 1st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002. Contact No. 91-11-45608941 Email Id- cs@indiamart.com
6. Whether listed Company	No
7. Name, Address and Contact details of Registrar and Transfer Agent, if, any	N.A.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the Company
		Nil	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name of the Company	Address of Company	CIN	Holding/ Subsidiary /Associate	% of shares Held	Applicable Section
1	IndiaMART InterMESH Limited	1 st Floor, 29-Daryaganj, Netaji Subash Marg, New Delhi- 110002	L74899DL1999PLC101534	Holding Company	100%	2 (46) & (87) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2021]				No. of Shares held at the end of the year [As on March 31, 2022]				% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian										
a) Individual / HUF / Nominee of Body Corporate	-	100*	100	0.33%	-	100*	100	0.33%	-	
b) Central Govt	-	-	-	-	-	-	-	-	-	
c) State Govt(s)	-	-	-	-	-	-	-	-	-	
d) Bodies Corp.	-	29,900	29,900	99.67%	-	29,900	29,900	99.67%	-	
e) Banks / FI	-	-	-	-	-	-	-	-	-	
f) Any other	-	-	-	-	-	-	-	-	-	
Sub-total (A) (1):-	-	30,000	30,000	100%	-	30,000	30000	100%	-	

Board's Report (contd.)

Category of Shareholders	No. of Shares held at the beginning of the year [As on April 01, 2021]				No. of Shares held at the end of the year [As on March 31, 2022]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	30,000	30,000	100%	-	30,000	30,000	100%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)- Body Corporate	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non-Resident Indians	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	-	-	-	-	-	-	-	-
C. Shares held by Custodian for GDRs & ADRs									
Sub-total (C)	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	30,000	30,000	100%	-	30,000	30,000	100%	-

* Mr. Dinesh Chandra Agarwal is a nominee of IndiaMART InterMESH Limited.

Board's Report (contd.)

B) Shareholding of Promoter:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1.	IndiaMART InterMESH Limited	29,900	99.67%	0%	29,900	99.67%	0%	-
2.	Mr. Dinesh Chandra Agarwal (Nominee of IndiaMART InterMESH Limited)	100	0.33%	0%	100	0.33%	0%	-
Total		30,000	100%	0%	30,000	100%	0%	-

C) Change in Promoters' Shareholding:

Sl. No.	Particulars	Shareholding at the beginning of the year [As on April 01, 2021]		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	At the beginning of the year	30,000	100%	30,000	100%
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):	-	-	-	-
3	At the end of the year	30,000	100%	30,000	100%

D) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs): NIL

E) Shareholding of Directors and Key Managerial Personnel: NIL

V. INDEBTEDNESS

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

B. Remuneration to other directors: NIL

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

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

On behalf of the Board
For Hello Trade Online Private Limited

Place: Noida
Date: April 26, 2022

Praveen Kumar Goel
Director
DIN: 03604600

Sudhir Gupta
Director
DIN: 08267484

Independent Auditor's Report

To the Board of Directors of Hellotrade Online Private Limited

OPINION

We have audited the accompanying standalone Ind AS financial statements of Hellotrade Online Private Limited ("the Company"), which comprise the standalone Balance Sheet as at March 31, 2022, and the standalone Statement of Profit and Loss, including other comprehensive income, standalone Cash Flow Statement and the standalone Statement of Changes in Equity for the period then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give a true and fair view in conformity with the accounting principle generally accepted in India specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

- (a) in the case of the standalone Balance Sheet, of the state of affairs of the Company as at March 31, 2022
- (b) in the case of the standalone Statement of Profit and Loss including other comprehensive income, of the loss for the period ended on that date;
- (c) in the case of the Cash Flow Statement, of the cash flows for the period ended on that date; and
- (d) In the case of the Statement of Changes in Equity, of the changes in equity for the period ended on that date.

BASIS FOR OPINION

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone Ind AS financial statements.

EMPHASIS OF MATTER PARAGRAPH

We refer accounting policy to the Financial Statement of the Company, wherein financial impact of COVID-19 on the operations of the company have been disclosed. Future operations of the Company will be subject to developments on COVID-19 front together with stability in the economy which are currently uncertain.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial period ended at March 31, 2022. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

OTHER INFORMATION

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

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

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

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the preparation and presentation of these standalone financial statements that give a true and fair view of the standalone financial position, standalone financial performance including other comprehensive income, standalone cash flows and standalone changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies

(Indian Accounting Standards) Rules, 2015, as amended. The Board of Directors are also 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 control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial period ended and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. (A) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our Knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls Over Financial Reporting.
- (B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us :
 - a) The Company has no pending litigations as at 31 March 2022 that can affect its financial position in its Standalone financial Statements.
- b) The Company has made provision, as required under the applicable law or accounting standards, For material foreseeable losses, if any, on long-term contracts including derivative contracts.
- c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- d) (i) The management has represented that, to the best of its knowledge and belief, other than as disclosed in notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (ii) The management has represented, that, to the best of its knowledge and belief, as disclosed in notes to the accounts, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall:
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Party or
 - provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

- (iii) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d) (i) and (d) (ii) contain any material mis-statement.
- (e) During the year, the company did not declared or paid any dividend.
- (C) With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry

of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No.095412

Place: Delhi

Date: 26 April, 2022

UDIN: 22095412AHUQDL1231

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLOTRADE ONLINE PRIVATE LIMITED

Report on the matters specified in paragraph 3 of the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Companies Act, 2013 ("the Act") as referred to in paragraph 2 of 'Report on Other Legal and Regulatory Requirements' section.

- i. The Company has no Fixed Assets, hence clause 3(i)(a) to (e) of the order is not applicable to the company.
- ii. (a) In our opinion and according to the information and explanations given to us, the Company is not having any inventory. Accordingly, clause 3(ii)(a) of the Order is not applicable.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- iii. (a) The company has not granted any loans, or provided advances in the nature of loans, or stood guarantee or provided security to any other entity during the year.
 - (b) The Investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are not Prejudicial to the company's interest.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Act in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the company.
- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. To the best of our knowledge and belief, the Central Government has not specified maintenance of cost records under subsection (1) of Section 148 of the Act, in respect of Company's products/ services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.
- vii. a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year end for a period of more than six months from the date they become payable
 - b) There are no dues in respect of income tax, sales tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute.
- viii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- ix. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a willful defaulter by any bank or financial institution or government or government authority.
- (c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or associates (as defined under the Companies Act, 2013).
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or associate companies (as defined under the Companies Act, 2013 ("the Act")).
- x. (a) In our opinion, and according to the information and explanations given to us, the Company has not raised any money way of initial public offer / further public offer and Company has not raised any term loans. Accordingly, provisions of clause 3(x)(a) of the Order are not applicable on the Company.
- (b) According to the information and explanations given to us and on the basis of 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.
- xi. (a) In our opinion, and according to the information and explanations given to us, we report that no fraud by the company or on the company by the officers and employees of the Company has been noticed or reported during the year that causes the Standalone Ind AS financial statement materially misstated.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
- xiii. In our opinion, and according to the information and explanations given to us during the course of audit, transactions with the related parties are in compliance with section 177 and section 188 of the Act, where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable Indian Accounting Standards.
- xiv. In our opinion, and according to the information and explanations given to us, the company does not have an internal audit system and is not required to have an internal audit system as per provisions of the company's act 2013.
- xv. In our opinion, and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. (a) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The company is not required to be registered under section 45-IA of the Reserve bank of India act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

xvii. The company has incurred cash losses in the financial year and in the immediately preceding financial year.

Particulars	Amount ('000)
Current Financial year 21-22	50
Immediately preceding financial year 20-21	42

xviii. There has been no resignation of the statutory auditor during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

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

assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. In respect of other than ongoing projects, the company has not transferred unspent amount to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act as company is not required to comply with the provisions of section 135 of companies act 2013.

xxi. Hellotrade online private limited is a subsidiary company of IndiaMart Intermash Limited and does not have any subsidiary company under it. It is not required to prepare Consolidated financial statements. Hence, provisions of this clause are not applicable.

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No.095412

Place: Delhi

Date: 26 April, 2022

UDIN: 22095412AHUQDL1231

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HELLOTRADE ONLINE PRIVATE LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 1(f) of 'Report on Other Legal and Regulatory Requirements' section

We have audited the internal financial controls over financial reporting of Hellotrade Online Private Limited ("the Company") as of at March 31, 2022 in conjunction with our audit of the Ind AS 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 Act.

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 Act, 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 (ICAI). 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:

- pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS 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, 2022 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).

For Pankaj Priti & Associates

Chartered Accountants

Firm's Registration No. 016461N

Pankaj Jain

(Partner) Membership No.095412

Place: Delhi

Date: 26 April, 2022

UDIN: 22095412AHUQDL1231

Balance Sheet

as at 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Notes	As at 31 March 2022	As at 31 March 2021
ASSETS			
Current assets			
Financial assets			
(i) Prepaid expenses	4	2	2
(i) Cash and cash equivalents	5	65	21
(ii) Bank balances other than cash and cash equivalents	6	-	54
Total current assets		67	77
Total assets		67	77
EQUITY AND LIABILITIES			
Equity			
Equity share capital	8	300	300
Other equity		(322)	(275)
Total equity		(22)	25
Current liabilities			
(i) Trade payables	7		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		89	52
Total current liabilities		89	52
Total liabilities		89	52
Total equity and liabilities		67	77
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors
Hello Trade Online Private Limited
CIN : U51909DL2008PTC180430

per Pankaj Jain
Partner
Membership No.: 095412

Sudhir Gupta
(Director)
DIN: 08267484

Praveen Kumar Goel
(Director)
DIN: 03604600

Place: New Delhi
Date : 26 April, 2022

Place: Noida
Date : 26 April, 2022

Statement of Profit and Loss

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	Notes	For the year ended 31 March 2022	For the year ended 31 March 2021
INCOME:			
Other income	9	2	3
Total income		2	3
EXPENSES:			
Other expenses	10	50	42
Total expenses		50	42
Loss before tax		(48)	(39)
Income tax expense			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Loss for the year		(48)	(39)
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss in subsequent year			
Re-measurement gains/(losses) on defined benefit plans		-	-
Income tax effect		-	-
		-	-
Other comprehensive income for the year, net of tax		-	-
Total comprehensive loss for the year		(48)	(39)
Earning per equity share:			
Basic/Dilutive loss per equity share	11	(1.59)	(1.29)
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

per Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date : 26 April, 2022

For and on behalf of the Board of Directors
Hello Trade Online Private Limited
CIN : U51909DL2008PTC180430

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date : 26 April, 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Statement of Changes in Equity

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

(A) EQUITY SHARE CAPITAL (REFER NOTE 8)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 01 April 2020	300
Changes in equity share capital during the year	-
As at 01 April 2021	300
Changes in equity share capital during the year	-
As at 31 March 2022	300

(B) OTHER EQUITY (REFER NOTE 8)

Particulars	Reserve and Surplus	
	Retained earnings	Total
Balance as at 01 April 2020	(236)	(236)
Loss for the year	(39)	(39)
Other comprehensive income	(39)	(39)
Balance as at 31 March 2021	(275)	(275)
Loss for the year	(48)	(48)
Other comprehensive income	(48)	(48)
Balance as at 31 March 2022	(322)	(322)

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Pankaj Priti & Associates

Chartered Accountants

ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors

Hello Trade Online Private Limited

CIN : U51909DL2008PTC180430

per Pankaj Jain

Partner

Membership No.: 095412

Sudhir Gupta

(Director)

DIN: 08267484

Praveen Kumar Goel

(Director)

DIN: 03604600

Place: New Delhi

Date : 26 April, 2022

Place: Noida

Date : 26 April, 2022

Statement of Cash Flows

for the year ended 31 March 2022

(Amounts in INR "Thousands", unless otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
LOSS BEFORE TAX	(48)	(39)
Adjustments for:		
Interest income	(2)	(3)
Operating loss before working capital changes	(50)	(42)
MOVEMENT IN WORKING CAPITAL		
(Increase)/decrease in financial assets	(0)	(2)
Increase/(decrease) in trade and other payables	37	27
Cash generated from operations	(13)	(17)
Direct taxes paid (net of refunds)	-	-
Net cash generated/(used) in operating activities	(13)	(17)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	-	-
Investment in fixed deposits with bank(having original maturity of more than three months)	54	-
Interest income	2	-
Net cash used in investing activities	56	-
CASH FLOW FROM FINANCING ACTIVITIES		
Net (decrease) / increase in cash and cash equivalents	44	(17)
Cash and cash equivalents at the beginning of the year	21	38
Cash and cash equivalents at the end of the year	65	21
Components of cash and cash equivalents		
Cash on hand	-	-
Balances with banks:		
- On current accounts	65	21
Total cash and cash equivalents (refer note 5)	65	21
Summary of significant accounting policies		

The accompanying notes are an integral part of the financial statements
As per our report of even date

For Pankaj Priti & Associates
Chartered Accountants
ICAI Firm Registration No. 016461N

per Pankaj Jain
Partner
Membership No.: 095412

Place: New Delhi
Date : 26 April, 2022

For and on behalf of the Board of Directors
Hello Trade Online Private Limited
CIN : U51909DL2008PTC180430

Sudhir Gupta
(Director)
DIN: 08267484

Place: Noida
Date : 26 April, 2022

Praveen Kumar Goel
(Director)
DIN: 03604600

Notes to Financial Statements

for the year ended March 31, 2022

1. CORPORATE INFORMATION

Hello Trade Online Private Limited ("the Company") is a public company domiciled in India and was incorporated on July 03, 2008 under the provisions of the Companies Act applicable in India. The Company is authorized to engage in various business, including conducting domestic trade and international business facilitation, including sales, marketing, operational, technological, information processing and other trade and business related services. The registered office of the Company is located at 1st Floor, 29-Daryaganj, Netaji Subash Marg New Delhi-110002, India.

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 26 April 2022.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements of the Company for the year ended 31st March 2022 have been prepared in accordance with Indian Accounting Standard ('Ind AS') notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs ("MCA").

These financial statements must be read in conjunction with the company's last annual financial statements as at and for the year ended March 31, 2021. They do include all the information required for complete set of Ind AS financial statements. However, selected explanatory notes are included to explain events and transaction that are significant to an understanding of the changes in the Company's financial position and performance since the last annual statements.

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

3. SIGNIFICANT ACCOUNTING ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a

material adjustment to the carrying amounts of assets or liabilities in future periods. Therefore, actual results could differ from these estimates.

Fair value measurement

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

- (i) In the principal market for the asset or liability, or
- (ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, 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:

- (i) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- (ii) Level 2 — inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- (iii) Level 3 — Unobservable inputs for the asset or liability reflecting Company's assumptions about pricing by market participants

Notes to Financial Statements

for the year ended March 31, 2022

For assets and liabilities that are recognised in the financial statements on fair value on a recurring basis, the Company determines whether transfers have occurred between Levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 12)

Impact of COVID-19

The Company has taken into account all the possible impacts of COVID-19 in preparation of these financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and cost, impact on leases, impact on investment in subsidiaries and associates and investment in other entities. The Company has carried out this assessment

based on available internal and external sources of information upto the date of approval of these financial statements and believes that the impact of COVID-19 is not material to these financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements owing to the nature and duration of COVID-19.

4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

On 24 March 2021, the Ministry of Corporate Affairs (MCA), notified amendments in Schedule III to the Companies Act, 2013 effective from 1 April 2021. Following are key amended provisions which may have impact on the presentation of financial statement of the Company:

Balance sheet:

- Specified format for disclosure of shareholding of promoters.
- Specified format for ageing schedule of trade payables.

The Company is currently evaluating the impact of these amendment on its financial statements.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

4 FINANCIAL ASSETS

	As at 31 March 2022	As at 31 March 2021
Current (Unsecured, considered good unless otherwise stated)		
Prepaid expenses	2	2
Total	2	2

5 CASH AND CASH EQUIVALENTS

	As at 31 March 2022	As at 31 March 2021
Cash on hand	-	-
Balance with bank		
- On current accounts	65	21
Cash and cash equivalents as per statement of cash flows	65	21

Notes:

(i) Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.

6 BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

	As at 31 March 2022	As at 31 March 2021
Deposits with		
- remaining maturity upto twelve months	-	54
Total	-	54

7 TRADE PAYABLES

	As at 31 March 2022	As at 31 March 2021
- Payable to micro, small and medium enterprises		
- others	89	52
Total	89	52

Outstanding for following periods from due date of payment / transaction

	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
31 March 2022					
(i) MSME	-	-	-	-	-
(ii) Others	65	24	-	-	89
31 March 2021					
(i) MSME	-	-	-	-	-
(ii) Others	52	-	-	-	52

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

8 EQUITY SHARE CAPITAL AND OTHER EQUITY

a) Equity share capital

	Number of shares	Amount
Authorised share capital		
At 31 March 2020	60,000	600
Increase/decrease during the year	-	-
At 31 March 2021	60,000	600
Increase/decrease during the year	-	-
At 31 March 2022	60,000	600
Issued share capital (subscribed and fully paid up)		
At 31 March 2020	30,000	300
Increase/decrease during the year	-	-
At 31 March 2021	30,000	300
Increase/decrease during the year	-	-
At 31 March 2022	30,000	300

b) Terms/ rights attached to equity shares:

- 1) The Company has only one class of equity shares having a par value of INR. 10 per share. Each holder of equity is entitled to one vote per share.
- 2) In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares held by holding company

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited (including Nominee shares held on behalf of IndiaMART)	30,000	100%	30,000	100%

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

	As at 31 March 2022		As at 31 March 2021	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited (including Nominee shares held on behalf of IndiaMART)	30,000	100%	30,000	100%

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

Details of shareholding of promoters

	As at 31 March 2022			As at 31 March 2021	
	Number	% Holding	% Change during the year	Number	% Holding
Indiamart Intermesh Limited	29,900	99.67%	-	29,900	99.67%
Dinesh Chandra Agarwal (Nominee of Indiamart Intermesh Limited)	100	0.33%	-	100	0.33%
	30,000	100.00%	-	30,000	100.00%

e) Other equity

	As at 31 March 2022	As at 31 March 2021
Retained earnings	(322)	(275)
Total other equity	(322)	(275)

9 OTHER INCOME

	For the year ended 31 March 2022	For the year ended 31 March 2021
Interest income		
- on fixed deposit with banks	2	3
Total	2	3

10 OTHER EXPENSES

	For the year ended 31 March 2022	For the year ended 31 March 2021
Legal and professional fees	8	10
Rates and taxes	1	2
Bank charges	1	0
Auditor's remuneration	35	24
Subscription Fee	5	2
Total	50	42

Payment to Auditors

	For the year ended 31 March 2022	For the year ended 31 March 2021
As auditor:		
- Audit fee	35	24
	35	24

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

11 EARNINGS PER SHARE

Basic EPS amounts are calculated by dividing the loss for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS are calculated by dividing the loss for the year attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into Equity shares. The following reflects the income and share data used in the basic and diluted EPS computations:

	For the year ended 31 March 2022	For the year ended 31 March 2021
Basic/Diluted		
Loss for the year	(48)	(39)
Weighted average number of equity shares in calculating basic EPS	30,000	30,000
Basic/Dilutive loss per equity share	(1.59)	(1.29)

12 FINANCIAL INSTRUMENTS

a) Category wise details as to carrying value, fair value and the level of fair value measurement hierarchy of the Company's financial instruments are as follows:

	As at 31 March 2022	As at 31 March 2021
Financial assets		
Measured at Amortised cost		
- Cash and cash equivalents	65	21
- Bank balances other than cash and cash equivalents	-	54
Total financial assets	65	75
Financial liabilities		
Measured at Amortised cost		
- Trade payables	89	52
Total financial liabilities	89	52

b) The following methods / assumptions were used to estimate the fair values:

The carrying value of cash and cash equivalents and trade payables measured at amortised cost approximate their fair value.

13 CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, and other equity reserves attributable to the equity holders of the parent. The Company manages its capital to ensure that the company will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

20 ADDITIONAL REGULATORY INFORMATION

- Ratios

Ratio	Numerator	Denominator	Current year	Previous year	% Variance*
Current Ratio (in times)	Current Assets	Current liabilities	0.75	1.49	-50%
Return on Equity Ratio (in %)	Profit after tax, attributable to equity shareholders	Average Shareholder's Equity	-2995%	-86%	3380%
Trade payables turnover ratio (in times)	Other expenses	Average trade payable	0.71	1.09	-35%
Return on Capital employed (ROCE) (in %)	Earning before interest and taxes	Capital employed (Refer Note 1 below)	214%	-152%	-241%
Return on investment (ROI) (in %)	Income generated from invested funds (Refer Note 2 below)	Average invested funds in treasury investments (Refer Note 3 below)	5%	6%	-15%

Notes

- Capital Employed = Total shareholder's equity
- Income generated from invested funds = Interest Income on Fixed Deposits
- Average invested funds in treasury investments = Average of (Average quarterly opening treasury investments and quarterly closing treasury investments #)

Treasury Investments = Fixed Deposits

- Average is calculating based on simple average of opening and closing balances.

* Explanation where variance in ratio is more than 25%

- Current Ratio

Current Liabilities have reduced in current year, leading to decreased ratio in the current year.

- Trade payables turnover ratio

Decrease in trade payable turnover ratio is due to increase in trade payables in the current year.

- Return on Equity Ratio

Loss in current year has increased as compared to previous year, leading to negative return on equity ratio.

- Return on Capital employed (ROCE) (in %)

Capital employed has increased due to increase in losses in the current year, leading to increase in ROCE.

Notes to Financial Statements

for the year ended March 31, 2022

(Amounts in INR "Thousands", unless otherwise stated)

15 RELATED PARTY TRANSACTIONS

a) Names of related parties and related party relationship

Holding Company	Indiamart InterMesh Limited
Key management personnel	Mr. Sudhir Gupta, Director Mr. Praveen Kumar Goel, Director Mr. Manoj Bhargava , Director

(b) Related party transactions

NIL

As per our report of even date

For Pankaj Priti & Associates

Chartered Accountants

ICAI Firm Registration No. 016461N

For and on behalf of the Board of Directors

Hello Trade Online Private Limited

CIN : U51909DL2008PTC180430

per Pankaj Jain

Partner

Membership No.: 095412

Sudhir Gupta

(Director)

DIN: 08267484

Praveen Kumar Goel

(Director)

DIN: 03604600

Place: New Delhi

Date : 26 April, 2022

Place: Noida

Date : 26 April, 2022