



PANKAJ PRITI & ASSOCIATES
CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Tolexo Online Private Limited

Opinion

We have audited the condensed standalone interim financial statements of **Tolexo Online Private Limited** ("the Company"), which comprise the condensed standalone balance sheet as at 31 December 2019, and the condensed standalone statement of profit and loss (including other comprehensive income) for the quarter and year-to-date period then ended, condensed standalone statement of changes in equity and condensed standalone statement of cash flows for the year-to-date period then ended, and notes to the condensed standalone interim financial statements, including a summary of the significant accounting policies and other explanatory information, as required by Indian Accounting Standard (Ind AS) 34 "Interim Financial Reporting" and other accounting principles generally accepted in India

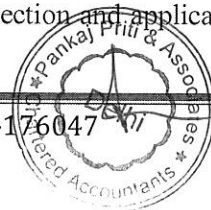
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid condensed standalone interim financial statements give a true and fair view in conformity with Ind AS 34 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 December 2019, and profit/loss and other comprehensive income for the quarter and year-to-date period then ended, changes in equity and its cash flows for the year-to-date period ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Condensed Standalone Interim 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 condensed standalone interim 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.

Management's Responsibility for the Condensed Standalone Interim Financial Statements

The Company's management and Board of Directors are responsible for the preparation of these condensed standalone interim financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with Ind AS 34 prescribed under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application



of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the condensed standalone interim financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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



financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

For Pankaj Priti and Associates

Chartered Accountants

(Firm's Registration No. 016461N)



A handwritten signature in black ink, appearing to read "Pankaj Jain".

Signature

Pankaj Jain

Partner

Place:Noida

Date:20/01/2020

(Membership No. 095412)

UDIN- 20095412 AAAA F 7078

Tolexo Online Private Limited
Condensed Interim Balance Sheet as at 31 December 2019
(Amounts in INR "Thousands", unless otherwise stated)

	Notes	As at 31 December 2019	As at 31 March 2019
Assets			
Non-current assets			
Property, plant and equipment	4	1,685.61	490.83
Intangible assets	5	196.79	106.56
Other financial assets	6	271.49	246.00
Total non-current assets		2,153.89	843.39
Current assets			
Financial assets			
(i) Cash and cash equivalents	8	8,252.43	14,765.36
(ii) Trade receivables	6	3.87	-
(ii) Others financial assets	6	-	123.11
(iii) Loans	6	1,344.15	383.33
Current tax assets (net)	16	1,840.88	1,764.06
Other current assets	7	17,818.79	16,553.60
Total current assets		29,260.12	33,589.46
Total assets		31,414.01	34,432.85
Equity and liabilities			
Equity			
Equity share capital	9	70,018.00	70,018.00
Other equity	10	(2,10,052.28)	(1,60,961.87)
Total equity		(1,40,034.28)	(90,943.87)
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	11	1,63,437.94	1,19,515.60
Provisions	14	1,336.07	833.56
Contract Liabilities	15	-	8.73
Total non-current liabilities		1,64,774.01	1,20,357.89
Current liabilities			
Financial liabilities			
(i) Trade payables	12		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		484.17	1,912.41
	13	2,498.12	953.61
(ii) Other financial liability			
Provisions	14	432.17	728.93
Contract Liabilities	15	3,038.76	1,009.37
Other current liabilities	15	221.06	414.51
Total current liabilities		6,674.28	5,018.83
Total liabilities		1,71,448.29	1,25,376.72
Total equity and liabilities		31,414.01	34,432.85

Summary of significant accounting policies

2

The accompanying notes are an integral part of the condensed interim financial statements

As per our report of even date

For Pankaj Prithvi & Associates
ICAI Firm Registration No. 0164618
Chartered Accountants
Delhi
per Pankaj Jain
Partner
Membership No.: 095412
UDIN:- 20095412 AAAA AF 7078

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

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

Rahul Luthra
(Company Secretary)

Prateek Chandra
(Director & Chief Financial)
DIN: 00356853

Place: Noida
Date : 20 January, 2020

Place: Noida
Date : 20 January, 2020

Tolexo Online Private Limited
Condensed Interim Statement of profit and loss for the period ended 31 December 2019
(Amounts in INR "Thousands", unless otherwise stated)

	Notes	For the quarter ended		For the period ended	
		31 December 2019	31 December 2018	31 December 2019	31 December 2018
Income:					
Revenue from operations	17	752.62	471.47	1,891.63	1,058.70
Other income	18	60.75	38.75	152.39	98.42
Total income		813.37	510.22	2,044.02	1,157.12
Expenses:					
Employee benefits expense	19	12,891.50	6,620.99	28,170.43	17,968.99
Finance costs	20	4,859.60	3,653.48	13,060.82	10,381.23
Depreciation and amortisation expense	21	263.28	172.10	503.13	591.83
Other expense	22	2,465.31	1,839.11	6,642.17	5,209.42
Total expenses		20,479.69	12,285.68	48,376.55	34,151.47
Loss before tax		(19,666.32)	(11,775.46)	(46,332.53)	(32,994.35)
Loss for the period		(19,666.32)	(11,775.46)	(46,332.53)	(32,994.35)
Other comprehensive income (OCI)					
Items that will not be reclassified to profit or loss in subsequent period					
Re-measurement gain (losses) on defined benefit plans		192.06	(58.19)	103.65	(124.38)
Income tax effect		192.06	(58.19)	103.65	(124.38)
Other comprehensive income for the period net of tax		192.06	(58.19)	103.65	(124.38)
Total comprehensive expense for the period		(19,474.26)	(11,833.65)	(46,228.88)	(33,118.73)
Earnings per equity share :	23				
Basic earnings per equity share (INR) - face value of Rs. 10 each		(2.81)	(1.68)	(6.62)	(4.71)
Diluted earnings per equity share (INR) - face value of Rs. 10 each		(2.81)	(1.68)	(6.62)	(4.71)

Summary of significant accounting policies

2

The accompanying notes are an integral part of the condensed interim 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
UDIN:-



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

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

Rahul Luthra
(Company Secretary)

Place: Noida
Date : 20 January, 2020

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

Place: Noida
Date : 20 January, 2020

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Particulars	For the period ended 31 December 2019	For the period ended 31 December 2018
Loss before tax	(46,332.53)	(32,994.35)
<i>Adjustments to reconcile loss before tax to net cash flows:</i>		
Depreciation of property, plant and equipment	466.24	502.62
Amortisation of intangible assets	36.89	89.21
Allowances for doubtful debts and advances	123.11	
Finance income	(152.39)	(98.42)
Interest expense on financial liability measured at amortised cost	13,060.82	10,381.23
Operating loss before working capital changes	(32,797.86)	(22,119.71)
Movement in working capital		
(Increase)/decrease in trade receivables	(3.85)	(109.60)
(Increase)/decrease in other financial assets	(25.50)	(2.25)
(Increase)/ decrease in other assets	(2,226.01)	(615.29)
(Increase)/decrease in other non-current financial assets	1,544.51	0.08
Increase/(decrease) in trade payables	(1,428.24)	(1,410.45)
Increase/(decrease) in other liabilities	(193.46)	(84.69)
Increase/(decrease) in provisions	309.40	458.88
Increase/(decrease) in contract liabilities	2,020.65	655.30
Cash generated from operations	(32,800.36)	(23,227.73)
Income tax paid/ (refund)	(76.82)	(114.59)
Net cash generated/(used) in operating activities	(32,877.18)	(23,342.32)
Cash flow from investing activities		
Purchase of property, plant and equipments	(1,661.02)	(108.23)
Interest received	152.39	98.42
Purchase of intangible assets	(127.12)	
Net cash flows generated used in investing activities	(1,635.75)	(9.81)
Net cash flows (used in)/from investing activities		
Cash flow from financing activities		
Proceeds from issuance of Optionally convertible cumulative redeemable preference share (OCCRPS) (Note 11)	28,000.00	22,500.00
Net cash generated from financing activities	28,000.00	22,500.00
Net (decrease) / increase in cash and cash equivalents	(6,512.93)	(852.13)
Cash and cash equivalents at the beginning of the period	14,765.36	2,368.38
Cash and cash equivalents at the end of the period (Note 8)	8,252.43	1,516.25
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	8,252.43	1,516.25
Total cash and cash equivalents (Note 8)	8,252.43	1,516.25

The accompanying notes are an integral part of the condensed interim 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
UDIN:-

20095412 AAAA AF 7078



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

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

Rahul Luthra
(Company Secretary)

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

Place: Noida
Date : 20 January, 2020

Place: Noida
Date : 20 January, 2020

(a) Equity share capital (refer note 9)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 1 April 2018	70,018.00
Changes in equity share capital during the period	-
As at 31 December 2018	70,018.00
As at 1 April 2019	70,018.00
Changes in equity share capital during the period	-
As at 31 December 2019	70,018.00

(b) Other equity (refer note 10)

Particulars	Equity portion of OCCRPS (refer note 11)	Retained earnings	Total other equity
Balance as at 1 April 2018		(2,16,666.40)	(2,16,666.40)
Loss for the Period	-	(32,994.35)	(32,994.35)
Other comprehensive income/(loss) for the Period	-	(124.38)	(124.38)
Total comprehensive loss	-	(33,118.73)	(33,118.73)
Balance as at 31 December 2018	-	(2,49,785.13)	(2,49,785.13)
Balance as at 1 April 2019	1,00,858.01	(2,61,819.88)	(1,60,961.87)
Loss for the period		(46,332.53)	(46,332.53)
Other comprehensive income/ (loss) for the period		103.65	103.65
Equity contribution	(2,861.53)	-	(2,861.53)
Total comprehensive loss	(2,861.53)	(46,228.88)	(49,090.41)
Balance as at 31 December 2019	97,996.48	(3,08,048.76)	(2,10,052.28)

The accompanying notes are an integral part of the condensed interim 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

UDIN:-20095412AAAAAF-70-78



Place: Noida

Date : 20 January, 2020

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

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

Rahul Luthra
(Company Secretary)

Place: Noida

Date : 20 January, 2020

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

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Tolexo Online Private Limited

Notes to the condensed financial statements for the period ended 31st December 2019

(Amounts in "Thousands")

1. Corporate Information

Tolexo Online Private Limited ("the Company") is a private limited 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-Daryagang, Netaji Subash Marg New Delhi-110002, India.

The condensed interim financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 20 January 2020.

2. Significant accounting policies

Basis of preparation

The condensed interim financial statements of the Company for the period ended 31st December 2019 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 condensed interim financial statements must be read in conjunction with the company's last annual financial statements as at and for the year ended March 31, 2019. 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 condensed interim 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 condensed interim 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.



Tolexo Online Private Limited**Notes to the condensed financial statements for the period ended 31st December 2019**(Amounts in "Thousands")

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 condensed interim 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

For assets and liabilities that are recognised in the condensed interim 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)

New and amended standard**IND AS 116 Leases**

The Company has adopted Ind AS 116 'Leases' with the date of initial application being April 1, 2019. Ind AS 116 replaces Ind AS 17 – Leases and related interpretation and guidance. The standard sets out principles for recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value.

A contract is lease contract that conveys the right to control the use of an identified asset if, throughout the period of use, the Company has the right to: (1) obtain substantially all of the economic benefits from the use of the identified asset and (2) direct the use of the identified asset (i.e., direct how and for what purpose the asset is used).

Therefore, the assets on which the Company did not have a substantive right/practical ability to substitute the allocated space, that shall not be considered as a lease contract.



4 Property, plant and equipment

	Computers	Office equipments	Total Property, Plant and Equipment
Gross carrying amount			
As at 1 April 2018	787.53	859.23	1,646.76
Additions for the year	238.14	-	238.14
As at 31 March 2019	1,025.67	859.23	1,884.90
Additions for the period	1,657.82	3.20	1,661.02
As at 31 December 2019	2,683.49	862.43	3,545.92
Accumulated depreciation			
As at 1 April 2018	518.11	448.62	966.73
Charge for the year	242.28	185.06	427.34
As at 31 March 2019	760.39	633.68	1,394.07
Charge for the period	388.93	77.31	466.24
As at 31 December 2019	1,149.32	710.99	1,860.31
Net book value			
As at 1 April 2018	269.42	410.61	680.03
As at 31 March 2019	265.28	225.55	490.83
As at 31 December 2019	1,534.17	151.44	1,685.61



Tolexo Online Private Limited

Notes to Condensed Interim Financial Statements for the period ended 31 December 2019

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

5 Intangible assets

	Softwares	Total
Gross carrying amount		
As at 1 April 2018	635.04	635.04
Additions for the year	-	-
As at 31 March 2019	635.04	635.04
Additions for the period	127.12	127.12
As at 31 December 2019	762.16	762.16
Accumulated amortisation		
As at 1 April 2018	457.44	457.44
Amortisation for the year	71.04	71.04
As at 31 March 2019	528.48	528.48
Amortisation for the period	36.89	36.89
As at 31 December 2019	565.37	565.37
Net book value		
As at 1 April 2018	177.60	177.60
As at 31 March 2019	106.56	106.56
As at 31 December 2019	196.79	196.79



6 Financial assets	As at 31 December 2019	As at 31 March 2019
The above loans represents interest free loans to employees, which are recoverable in maximum 24 monthly instalments.		
a) Non-current (unsecured, considered good unless stated otherwise)		
Other financial assets		
Security deposits	271.49	246.00
Total other financial assets	271.49	246.00
b) Current (unsecured, considered good unless stated otherwise)		
Other financial assets		
Security deposits	123.11	123.11
Provision for doubtful advances	(123.11)	-
	-	123.11
c) Loans		
Loans to employees		
considered good- Secured	-	-
considered good- Unsecured	1,344.15	383.33
	1,344.15	383.33
d) Trade receivables		
Unsecured, considered good unless stated otherwise		
Trade receivables	3.87	-
	3.87	-
7 Other current assets (Unsecured, considered good unless otherwise stated)	As at 31 December 2019	As at 31 March 2019
Advances recoverable in cash or kind	444.45	214.51
Indirect taxes recoverable	16,652.16	16,131.17
Prepaid expenses	722.18	207.92
Total	17,818.79	16,553.60
8 Cash and cash equivalents	As at 31 December 2019	As at 31 March 2019
Balance with bank		
- On current accounts	8,252.43	14,765.36
Total Cash and cash equivalents	8,252.43	14,765.36
Notes:		
(i) Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.		



9 Share Capital

Authorised equity share capital

As at 1 April 2018
Increase/(decrease) during the year
As at 31 March 2019
Increase/(decrease) during the period
As at 31 December 2019

Number of shares	Amount
5,50,00,000	5,50,000.00
-	-
5,50,00,000	5,50,000.00
5,50,00,000	5,50,000.00

Issued equity share capital (subscribed and fully paid up)

As at 1 April 2018
Shares issued during the year
As at 31 March 2019
Shares issued during the period
As at 31 December 2019

Number of shares	Amount
70,01,800	70,018.00
-	-
70,01,800	70,018.00
-	-
70,01,800	70,018.00

a) 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.

b) Shares held by holding company

	As at 31 December 2019		As at 31 March 2019	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited	70,01,800	100%	70,01,800	100%

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

	As at 31 December 2019		As at 31 March 2019	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart Intermesh Limited	70,01,800	100%	70,01,800	100%

10 Other equity

Equity portion of OCCRPS (refer note 11)
Retained earnings
Total other equity

As at 31 December 2019	As at 31 March 2019
97,996.48	1,00,858.01
(3,08,048.76)	(2,61,819.88)
(2,10,052.28)	(1,60,961.87)



11 Borrowings

	As at 31 December 2019		As at 31 March 2019	
	No. of shares	Amount	No. of shares	Amount
<i>Measured at amortised cost</i>				
Non-current				
Optionally convertible cumulative redeemable preference shares (unsecured)	1,22,76,325	1,63,437.94	94,76,325	1,19,515.60
Total	1,22,76,325	1,63,437.94	94,76,325	1,19,515.60

Notes:

The Company has 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 Rs. 30 per share including Rs 20 per share for premium on redemption and conversion ratio is fixed for 1:1 per OCCRPS to equity share.

Authorised preference share capital

	Number of shares	Amount
As at 01 April 2018	2,50,00,000	2,50,000
Increase/(decrease) during the year	-	-
As at 31 March 2019	2,50,00,000	2,50,000
Increase/(decrease) during the period	-	-
As at 31 December 2019	2,50,00,000	2,50,000

Issued preference share capital (subscribed and fully paid up)

	Number of shares	Amount
As at 01 April 2018	52,26,325	52,263.25
Increase during the year	42,50,000	42,500.00
As at 31 March 2019	94,76,325	94,763.25
Increase during the period	28,00,000	28,000
As at 31 December 2019	1,22,76,325	1,22,763.25

a) Shares held by holding company

	As at 31 December 2019		As at 31 March 2019	
	Number	Percentage	Number	Percentage
0.01% Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	1,22,76,325	100%	94,76,325	100%

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

0.01% Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	1,22,76,325	100%	94,76,325	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 to one equity share of the Company at price of Rs 30 per share including premium of Rs 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.

12 Trade payables

	As at 31 December 2019	As at 31 March 2019
Payable to micro, small and medium enterprises	-	-
Other trade payables		
Related party	-	1,523.47
Other	484.17	388.94
Total	484.17	1,912.41

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



13 Other financial liabilities
Current
Payable to employees

As at 31 December 2019	As at 31 March 2019
2,498.12	953.61
<u>2,498.12</u>	<u>953.61</u>

14 Provisions

Non-current
Provision for employees benefits*
Provision for gratuity
Provision for leave encashment

As at 31 December 2019	As at 31 March 2019
834.40	833.56
501.67	-
<u>1,336.07</u>	<u>833.56</u>

Current
Provision for employees benefits*
Provision for gratuity
Provision for leave encashment

193.94	31.72
238.23	697.21
<u>432.17</u>	<u>728.93</u>

Total
*For details of movement in provision for gratuity and leave encashment, refer note 24.

15 Contract and other liabilities*

(a) Contract Liabilities
Non-current

Deferred revenue

As at 31 December 2019	As at 31 March 2019
-	8.73
<u>-</u>	<u>8.73</u>

Current

Deferred revenue
Advances from customers

2,988.78	919.47
49.98	89.90
<u>3,038.76</u>	<u>1,009.37</u>

Total

<u>3,038.76</u>	<u>1,018.10</u>
-----------------	-----------------

(b) Other liabilities

Professional Tax
Labour Welfare Fund
Tax deducted at source payable
Contribution to provident fund payable
Contribution to ESI payable
Total

4.20	-
0.96	-
174.15	413.56
41.20	0.27
0.55	0.68
<u>221.06</u>	<u>414.51</u>

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

16 Current tax assets and liabilities

Advance income tax



As at 31 December 2019	As at 31 March 2019
1,840.88	1,764.06
<u>1,840.88</u>	<u>1,764.06</u>

	For the quarter ended		For the period ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
17 Revenue from operations				
Sale of services				
Income from web services	752.62	471.47	1,891.63	1,058.70
Total	752.62	471.47	1,891.63	1,058.70

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 period ended 31 December 2019		For the period ended 31 December 2018	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Income from web services	3,038.76	-	997.29	-
	3,038.76	-	997.29	-

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 December 2019	As at 31 December 2018
Income from web services	3,038.76	997.29
	3,038.76	997.29
Non-current	3,038.76	-
	3,038.76	-

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

	For the quarter ended		For the period ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Opening balance at the beginning of the period	1,977.71	828.06	1,018.10	341.99
Less: Revenue recognised from contract liability balance at the beginning of the period	145.77	24.04	771.00	295.90
Add: Amount received from customers during the period	1,813.67	640.70	3,912.29	1,714.00
Less: Revenue recognised from amount received during the period	606.85	447.43	1,120.63	762.80
Closing balance at the end of the period	3,038.76	997.29	3,038.76	997.29

18 Other income

	For the quarter ended		For the period ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Interest income on fixed deposit with banks	57.95	38.75	149.59	98.42
Other interest income	2.80	-	2.80	-
Total	60.75	38.75	152.39	98.42

19 Employee benefits expense

	For the quarter ended		For the period ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Salaries, wages and bonus	12,755.81	6,369.33	27,413.63	17,191.12
Gratuity expense (refer note 24)	42.49	75.24	266.72	197.73
Leave encashment expense (refer note 24)	(68.80)	105.71	165.87	293.60
Contribution to provident and other funds	74.71	41.92	149.43	121.37
Staff welfare expenses	87.29	28.79	174.78	165.17
Total	12,891.50	6,620.99	28,170.43	17,968.99

20 Finance costs

	For the quarter ended		For the period ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Interest expense on financial liability measured at amortised cost	4,859.60	3,653.48	13,060.82	10,381.23
	4,859.60	3,653.48	13,060.82	10,381.23



21 Depreciation and amortization expense

Depreciation of property, plant and equipment (refer note 4)
Amortisation of intangible assets (refer note 5)
Total

For the quarter ended		For the period ended	
31 December 2019	31 December 2018	31 December 2019	31 December 2018
247.70	142.26	466.24	502.62
15.58	29.84	36.89	89.21
<u>263.28</u>	<u>172.10</u>	<u>503.13</u>	<u>591.83</u>

22 Other expenses

Internet and other online expenses
Rent
Rates and taxes
Communication costs
Advertisement expenses
Printing and stationery
Repair and maintenance:
-Plant and machinery
-Others
Travelling and conveyance
Legal and professional fees
Brokerage and commission
Directors' sitting fees
Auditor's remuneration
Insurance expenses
Collection charges
Allowances for doubtful debts and advances
Recruitment and training expenses
Miscellaneous expenses
Total

For the quarter ended		For the period ended	
31 December 2019	31 December 2018	31 December 2019	31 December 2018
532.12	574.52	1,602.89	1,997.35
823.49	420.00	2,216.24	1,518.32
18.87	20.70	47.59	34.24
1.00	10.11	13.00	35.35
-	0.00	-	9.60
17.22	-	25.44	-
7.21	2.60	41.70	16.41
-	9.17	-	9.17
260.48	40.69	327.78	158.66
585.48	677.35	1,727.86	1,161.01
9.92	-	20.48	-
-	-	-	20.00
15.00	15.00	45.00	45.00
170.01	68.96	338.40	204.27
3.96	0.02	3.97	0.04
-	-	123.11	-
18.74	-	103.71	-
1.81	-	5.00	(0.00)
<u>2,465.31</u>	<u>1,839.11</u>	<u>6,642.17</u>	<u>5,209.42</u>

Payment to Auditors

As auditor:
- Audit fee

For the quarter ended		For the period ended	
31 December 2019	31 December 2018	31 December 2019	31 December 2018
15.00	15.00	45.00	45.00
<u>15.00</u>	<u>15.00</u>	<u>45.00</u>	<u>45.00</u>



23 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 period.

Diluted EPS are calculated by dividing the loss for the period attributable to the equity holders of the Company by weighted average number of Equity shares outstanding during the period 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 quarter ended		For the period ended	
	31 December 2019	31 December 2018	31 December 2019	31 December 2018
Basic earning per share				
Loss for the period	(19,666.32)	(11,775.46)	(46,332.53)	(32,994.35)
Weighted average number of equity shares in calculating basic EPS	70,01,800	70,01,800	70,01,800	70,01,800
Basic earning per share	(2.81)	(1.68)	(6.62)	(4.71)
Diluted earning per share				
Loss for the period for basic earnings per share	(19,666.32)	(11,775.46)	(46,332.53)	(23,604.20)
Interest expense on convertible preference shares	4,859.60	3,653.48	9,797.64	6,727.75
Adjusted Loss for the period	(14,806.72)	(8,121.97)	(36,534.89)	(16,876.45)
Weighted average number of equity shares in calculating basic EPS				
<i>Effect of dilution:</i>				
Potential equity shares in the form of convertible preference shares	1,00,04,427	52,26,325	1,00,04,427	63,39,961
Total no. of shares outstanding (including dilution)	1,00,04,427	52,26,325	1,00,04,427	63,39,961
Diluted earning per share	(2.81)	(1.68)	(6.62)	(4.71)

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 five years or more 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.

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:

Gratuity - defined benefit plan

Present value of unfunded defined benefit obligation

As at	As at
31 December 2019	31 March 2019
1,028.34	865.27
<u>1,028.34</u>	<u>865.27</u>

Leave encashment - other long term employee benefit plan

Present value of other long term employee benefit plan

As at	As at
31 December 2019	31 March 2019
739.90	697.21
<u>739.90</u>	<u>697.21</u>



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:

	Level	As at 31 December 2019	As at 31 March 2019
Financial liabilities			
Measured at Amortised cost			
- Borrowings	Level 3	1,63,437.94	1,19,515.60
		<u>1,63,437.94</u>	<u>1,19,515.60</u>
Total financial liabilities		<u>1,63,437.94</u>	<u>1,19,515.60</u>

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

- Fair value of derivative financial liability is estimated based on Binomial Option Pricing model.
 - 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 period ended 31 December 2019 and year ended 31 March 2019, 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 except as referred in note 14.

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 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

Rahul Luthra

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

Particulars	For the quarter ended 31 December 2019	For the quarter ended 31 December 2018	For the nine months ended 31 December 2019	For the nine months ended 31 December 2018
Issue of 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)				
IndiaMart InterMesh Ltd	15,000.00	2,500.00	28,000.00	22,500.00
Director's sitting fees		80.00		1,000.00

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.

28 Contingent Liabilities in respect of income-tax demand

Particulars	As at 31 December 2019	As at 31 March 2019
(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 INR 719,220 to INR 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)	59,690.66	73,279.35
(In respect of Assessment year 2017-18, demand was raised for addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited and accordingly the income assessed under section 143(3) of INR 5,530,151.06. 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)	2,42,993.68	-

29 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.

30 Figures for the previous periods have been regrouped/reclassified to conform to the classification of the current period.

The accompanying notes are an integral part of the condensed interim 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

UDIN:-

20095412AAAAAF-1848



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

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

Rahul Luthra
(Company Secretary)

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

Place: Noida
Date : 20 January, 2020

Place: Noida
Date : 20 January, 2020