INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of **Pay with Indiamart Private Limited**

Opinion

We have audited the accompanying interim standalone Ind AS financial statements of **Pay With Indiamart Private Limited** ("the Company"), which comprise the interim standalone Balance Sheet as at June 30, 2019, and the interim standalone Statement of Profit and Loss, including other comprehensive income, interim standalone Cash Flow Statement and the interim standalone Statement of Changes in Equity for the three -month period then ended, and notes to the interim 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 interim standalone Ind AS financial statements give a true and fair view in conformity with the accounting principle generally accepted in India including the Indian Accounting Standard (Ind AS) 34 specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended:

(a) in the case of the interim standalone Balance Sheet, of the state of affairs of the Company as at June 30, 2019;

(b) in the case of the interim standalone Statement of Profit and Loss including other comprehensive income, of the profit for the three-month period ended on that date;

(c) in the case of the interim Cash Flow Statement, of the cash flows for the three -month period ended on that date; and

(d) In the case of the interim Statement of Changes in Equity, of the changes in equity for the three -month period ended on that date.

Basis for Opinion

We conducted our audit of the interim 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 Interim 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 interim standalone Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial period ended June 30, 2019. 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.

Pankaj Priti & Associates
Delhi
Chartered Accountants

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(c) and Note 14 of the standalone Ind AS financial statements)	
Total turnover for the period ended June 30, 2019 amounted to Rs. 6,359.22 thousands. The Company generates revenue primarily from web services and follows a prepaid model for its business. 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. 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. The Company's disclosures are included in Note 2.2(c) and Note 14 to the financial statement, which outlines the accounting policy for revenue and details of revenue recognized.	Our audit procedures included the following: · 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.

Management's Responsibility for the Interim Standalone Financial Statements

The Company's Board of Directors is responsible for the preparation and presentation of these interim 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 interim standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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In preparing the interim 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 Interim Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the interim 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 interim 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 interim 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 interim standalone financial statements, including the disclosures, and whether the interim 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.

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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 June 30, 2019 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.

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

Pankaj Jain (Partner)
Membership No. 095412

Place: NOIDA
Date: 30th July 2019
UDIN-19095412AAAAEJ1327

Annexure A 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 2(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 30th June 2019 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.

Pankaj Priti & Associates
Delhi
Chartered Accountants

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 authorisations of management and directors of the company; and

c) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 30th June 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by The Institute of Chartered Accountants of India (ICAI).

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

Pankaj Priti & Associates Delhi Chartered Accountants

Pankaj Jain (Partner)
Membership No. 095412

Place: NOIDA
Date: 30th July 2019

Annexure B 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, 2016 ("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 1 of 'Report on Other Legal and Regulatory Requirements' section.

i. The Company has no Fixed Assets, hence clause 3(i)(a) to (c) of the order is not applicable to the company.

ii. In our opinion and according to the information and explanations given to us, the Company is not having any inventory. Accordingly clause 3(ii) of the Order is not applicable.

iii. (a) The company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly clauses 3(iii) (a) & (b) of the Order are not applicable.

(b) Since there are no such loans, the comments regarding repayment of the principal amount & interest due thereon and overdue amounts are not required.

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. The Company has not defaulted in repayment of loans or borrowings to any bank or financial institution or government during the year. The Company did not have any outstanding debentures during the year.

Pankaj Priti & Associates Delhi Chartered Accountants

ix. 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 (ix) of the Order is not applicable on the Company.

x. 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.

xi. In our opinion, and according to the information and explanations given to us, managerial remuneration has not been paid / provided. Therefore, the provisions of clause 3(xi) of the Order are not applicable to the Company.

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. According to the information and explanations given to us and on an overall examination of the books of account, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under audit and hence not commented upon.

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. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

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

Pankaj Priti & Associates Delhi Chartered Accountants

Pankaj Jain (Partner)
Membership No. 095412

Place: NOIDA
Date: 30th July 2019

Pay With Indiamart Private Limited
Balance Sheet as at 30th June 2019
(Amounts in INR "Thousands" , unless otherwise stated)

	Notes	As at 30 June 2019	As at 31 March 2019
Assets			
Current assets			
Financial assets			
(i) Investments	4	11,664.76	-
(ii) Cash and cash equivalents	5	10,738.09	19,459.94
(iii) Others financial assets	6	6,725.77	5,497.49
Other current assets	7	3,232.60	3,055.99
Current tax assets	13	45.98	38.65
Total current assets		**32,407.20**	**28,052.07**
Total assets		**32,407.20**	**28,052.07**
Equity and liabilities			
Equity	8		
Equity share capital		1,000.00	1,000.00
Other equity		5,134.48	3,331.88
Total equity		**6,134.48**	**4,331.88**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	9	23,291.46	20,163.92
Total non-current liabilities		**23,291.46**	**20,163.92**
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		929.06	456.57
(ii) Other financial liabilities	11	1,982.56	3,034.20
Other current liabilities	12	69.64	65.50
Total current liabilities		**2,981.26**	**3,556.27**
Total liabilities		**26,272.72**	**23,720.19**
Total equity and liabilities		**32,407.20**	**28,052.07**
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

Pankaj Priti & Associates ★ Chartered Accountants ★ Delhi

Place: Noida
Date: 30th July, 2019
UDIN - 19095412AAAAEJ1327

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

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 30th July, 2019

Pay With Indiamart Private Limited
Statement of Profit and Loss for the period ended 30th June 2019
(Amounts in INR "Thousands" , unless otherwise stated)

	Notes	For the period ended 30 June 2019	For the period ended 30 June 2018
Income:			
Revenue from operations	14	6,359.22	1,165.18
Other income	15	164.76	-
Total income		**6,523.98**	**1,165.18**
Expenses:			
Finance costs	16	730.67	-
Other expenses	17	6,593.84	4,423.40
Total expenses		**7,324.51**	**4,423.40**
Loss before tax		**(800.53)**	**(3,258.22)**
Income tax expense			
Current tax		-	-
Deferred tax		-	-
Total tax expense		-	-
Loss for the period		**(800.53)**	**(3,258.22)**
Other comprehensive income (OCI)			
Items that will not be reclassified to profit or loss in subsequent periods			
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		**(800.53)**	**(3,258.22)**
Earnings per equity share:	18		
Basic/diluted earnings per equity share (INR)		(8.01)	(32.58)
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

Pankaj Priti & Associates Delhi Chartered Accountants

Place: Noida
Date: 30th July, 2019

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

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 30th July, 2019

Pay With Indiamart Private Limited
Statement of Cash Flows for the period ended 30th June 2019
(Amounts in INR "Thousands" , unless otherwise stated)

Particulars	For the period ended 30 June 2019	For the period ended 30 June 2018
Loss before tax	(800.53)	(3,258.22)
Adjustments for:		
Interest expense	730.67	-
Fair value gain on financial assets measured at fair value through profit and loss	(164.76)	-
Operating (loss) before working capital changes	(234.62)	(3,258.22)
Movement in working capital		
(Increase)/Decrease in financial assets	(1,228.29)	(0.49)
(Increase)/Decrease in other non-current assets	(176.61)	(565.93)
Increase/(Decrease) in other liabilities	4.14	-
Increase/(Decrease) in other financial liabilities	(1,051.63)	(411.45)
Increase/(Decrease) in trade and other payables	472.49	(24.35)
Cash generated from operations	(2,214.52)	(4,260.44)
Direct taxes paid	(7.33)	-
Net cash generated/(used) in operating activities	(2,221.85)	(4,260.44)
Cash flow from investing activities		
Investment in mutual funds	(17,500.00)	-
Redemption of mutual funds	6,000.00	-
Net cash used in investing activities	(11,500.00)	-
Cash flow from financing activities		
Proceeds from preference share capital	5,000.00	5,000.00
Net cash generated from financing activities	5,000.00	5,000.00
Net (decrease) / increase in cash and cash equivalents	(8,721.85)	739.56
Cash and cash equivalents at the beginning of the year	19,459.94	11,933.08
Cash and cash equivalents at the end of the period	10,738.09	12,673.66
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	10,738.09	12,673.66
Total cash and cash equivalents (note 5)	10,738.09	12,673.66

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

Pankaj Priti & Associates
Delhi
Chartered Accountants

Place: Noida
Date: 30th July, 2019

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

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 30th July, 2019

Pay With Indiamart Private Limited
Statement of changes in equity for the period ended 30th June 2019
(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 1 April 2018	1,000.00
Changes in equity share capital during the period	-
As at 30 June 2018	1,000.00
As at 1 April 2019	1,000.00
Changes in equity share capital during the period	-
As at 30 June 2019	1,000.00

(b) Other equity (refer note 8)

Particulars	Equity portion of OCCRPS (refer note 9)	Retained Earnings	Total
Balance as at 1 April 2018	-	**(3,222.14)**	**(3,222.14)**
Loss for the period	-	(3,258.22)	**(3,258.22)**
Other comprehensive income			-
Total comprehensive income	-	**(3,258.22)**	**(3,258.22)**
Balance as at 30 June 2018	-	**(6,477.36)**	**(6,480.36)**
Balance as at 1 April 2019	23,070.17	**(19,738.29)**	**3,331.88**
Loss for the period	-	(800.53)	(800.53)
Other comprehensive income	-	-	-
Equity contribution	2,603.13	-	2,603.13
Balance as at 30 June 2019	**25,673.30**	**(20,538.82)**	**5,134.48**

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

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

Pankaj Priti & Associates Delhi Chartered Accountants

Place: Noida
Date: 30th July, 2019

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

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 30th July, 2019

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 interim financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 30th July, 2019.

2. Significant accounting policies

2.1 Basis of preparation

The interim financial statements of the Company for the period ended 30th June 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").

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

The interim financial statements have been prepared on the historical cost basis as explained in the accounting policies below, except certain financial assets and liabilities measured at fair value where the Ind AS requires a different accounting treatment (refer accounting policy regarding financial instruments).

The preparation of these interim financial statements requires the use of certain critical accounting estimates and judgements. It also requires the management to exercise judgement in the process of applying the Company's accounting policies. The areas where estimates are significant to the interim financial statements, or areas involving a higher degree of judgement or complexity, are disclosed in Note 3

2.2 Summary of significant accounting policies

The accounting policies, as set out in the following paragraphs of this note, have been consistently applied, to all the periods presented in these interim financial statements.

a) Current versus non-current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification. An asset is classified as current when it is:

(i) Expected to be realised or intended to be sold or consumed in normal operating cycle
(ii) Held primarily for the purpose of trading
(iii) Expected to be realised within twelve months after the reporting period, or
(iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when:

(i) It is expected to be settled in normal operating cycle
(ii) It is held primarily for the purpose of trading
(iii) It is due to be settled within twelve months after the reporting period, or
(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Pankaj Priti & Associates * Delhi * Chartered Accountants

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b) 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 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 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 significant estimates and assumptions (Note 3)
- Disclosures for valuation methods and quantitative disclosure of fair value measurement hierarchy (Note 21)

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c) Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, considering contractually defined terms of payment and excluding taxes or duties collected on behalf of government.

The specific recognition criteria described below must also be met before revenue is recognised.

Income from Services

The company provides services of facilitation of electronic payment through internet-based solutions. Revenue is recognised as and when services are rendered to the clients. The Company collects goods and service tax on behalf of Government and therefore it is not an economic benefit therefore excluded from revenue.

d) Taxes

Current Income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

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Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Sales/ value added taxes/ Service tax/ Goods and service tax (GST) paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/ value added taxes/ GST paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

e) Provisions and contingent liabilities

Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liabilities

A contingent liability is possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably.

The Company does not recognise a contingent liability but discloses its existence in the interim financial statements.

f) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

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- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to loans to employees, trade and other receivables.

Debt instruments at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset's contractual cash flows represent SPPI

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses and reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards

of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
b. Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18

The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

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- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.
- Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include, share buyback obligation, trade payables, security deposits and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through Profit or Loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has designated convertible preference shares issued with share buyback obligation, to be measured at fair value through profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the

Pankaj Priti & Associates * Delhi * Chartered Accountants derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset, and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Convertible preference shares

Convertible preference shares are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for fixed to fixed classification. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not remeasured in subsequent periods.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

g) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

h) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand which are subject to an insignificant risk of changes in value.

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3. Significant accounting estimates and assumptions

The preparation of 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.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the interim financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Taxes

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profit will be available against which the losses can be utilised. In assessing the probability, the Company considers whether the entity has sufficient taxable temporary differences relating to the same taxation authority and the same taxable entity, which will result in taxable amounts against which the unused tax losses or unused tax credits can be utilised before they expire. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has not recognised deferred tax assets on the unused tax losses.

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.

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4 Current investments

Investments in mutual funds- quoted (measured at FVTPL)

	As at 30 June 2019		As at 31 March 2019	
	No. of Units	Amount	No. of Units	Amount
ICICI Prudential Saving Fund-Direct	31,691.443	11,664.76	-	-
Total	**31,691.443**	**11,664.76**	-	-

5 Cash and cash equivalents

	As at 30 June 2019	As at 31 March 2019
Balance with bank		
- On current accounts	10,738.09	19,459.94
- On nodal accounts	-	-
Total Cash and cash equivalents	**10,738.09**	**19,459.94**

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 30 June 2019	As at 31 March 2019
Current (unsecured, considered good unless stated otherwise)		
Amount recoverable from payment gateway banks	6,725.77	5,497.49
Total	**6,725.77**	**5,497.49**

These financial assets are measured at amortised cost.

7 Other current assets

	As at 30 June 2019	As at 31 March 2019
Current (Unsecured, considered good unless otherwise stated)		
Balances with government authorities	3,231.13	3,054.52
Prepaid expenses	1.47	1.47
Total	**3,232.60**	**3,055.99**

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8 Share capital

Equity share capital

Authorised equity share capital	Number of shares	Amount
At 1 April 2018	**1,00,000**	**1,000.00**
Increase during the period	1,50,000	1,500.00
At 31st March 2019	**2,50,000**	**2,500.00**
Increase during the period	-	-
At 30th June 2019	**2,50,000**	**2,500.00**

Issued equity share capital (subscribed and fully paid up)

	Number of shares	Amount
At 1 April 2018	**1,00,000**	**1,000.00**
Increase during the period	-	-
At 31st March 2019	**1,00,000**	**1,000.00**
Increase during the period	-	-
At 30th June 2019	**1,00,000**	**1,000.00**

a) Terms/ rights attached to equity shares:

1) The Company has only one class of equity shares having a par value of Rs. 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

b) Shares held by holding company

	30 June 2019		31 March 2019	
	Number	percentage	Number	percentage
Equity shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited (Equity shares)	1,00,000	100%	1,00,000	100%

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

	30 June 2019		31 March 2019	
	Number	percentage	Number	percentage
Equity shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited (Equity shares)	1,00,000	100%	1,00,000	100%

d) Other equity	30 June 2019	31 March 2019
Equity portion of Optionally convertible cumulative redeemable preference shares (refer note 9)	25,673.30	23,070.17
Retained earnings	(20,538.82)	(19,738.29)
Total other equity	**5,134.48**	**3,331.88**

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Pay With Indiamart Private Limited
Notes to financial statements for the period ended 30th June 2019
(Amounts in INR "Thousands" , unless otherwise stated)

9 Borrowings

	As at 30 June 2019	As at 31 March 2019
Non-current		
Liability component of compound financial instrument		
Optionally convertible cumulative redeemable preference shares (unsecured)	23,291.46	20,163.92
Total	23,291.46	20,163.92

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 Rs. 30 per share including Rs 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 Rs 30 per share including Rs 20 per shar 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 . During the period the company has issued OCCRPS in the same terms as referred above.

	Number of shares	Amount
At 1 April 2018	6,50,000	6,500.00
Increase during the Period	15,00,000	15,000.00
At 31st March 2019	21,50,000	21,500.00
Increase during the Period	2,50,000	2,500.00
At 30th June 2019	24,00,000	24,000.00

	30 June 2019		31 March 2019	
a) **Shares held by holding company**	Number	percentage	Number	percentage
Prefrence shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited (Preference Shares)	24,00,000	100%	21,50,000	100%

	30 June 2019		31 March 2019	
b) **Details of shareholders holding more than 5% preference shares in the Company**	Number	percentage	Number	percentage
Prefrence shares of Rs. 10 each fully paid				
Indiamart Intermesh Limited (Preference Shares)	24,00,000	100%	21,50,000	100%

10 Trade payables

	As at 30 June 2019	As at 31 March 2019
Current		
- Relaty party (refer note 19)	-	-
- others	929.06	456.57
Total	929.06	456.57

11 Other financial liabilities

	As at 30 June 2019	As at 31 March 2019
Payable to platform suppliers	1,982.56	3,034.20
Total	1,982.56	3,034.20

12 Other current liabilities

	As at 30 June 2019	As at 31 March 2019
Tax deducted at source payable	64.85	55.66
GST payable	4.79	9.84
Total	69.64	65.50

13 Current tax assets and liabilities

	As at 30 June 2019	As at 31 March 2019
Advance income tax	45.98	38.65
	45.98	38.65

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14 Revenue from operations	For the priod ended 30 June 2019	For the period ended 30 June 2018
Sale of services		
Income from web services	6,359.22	1,165.18
Total	**6,359.22**	**1,165.18**

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

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

	As at 30 June 2019	As at 30 June 2018
Opening balance at the beginning of the Period	-	-
Add: Amount received from customers during the Period	6,359.22	1,165.18
Less: Revenue recognised during the Period	(6,359.22)	(1,165.18)
Closing balance at the end of the Period	-	-

15 Other income	For the priod ended 30 June 2019	For the period ended 30 June 2018
Net gain on disposal of current investments	16.49	-
Fair value gain on financial assets measured at FVTPL	148.27	-
Total	**164.76**	-

16 Finance costs	For the period ended 30 June 2019	For the period ended 30 June 2018
Interest expense on financial liability measured at amortised cost	730.67	-
Total	**730.67**	-

17 Other expenses	For the priod ended 30 June 2019	For the period ended 30 June 2018
Advertisement expenses	-	520.00
Customer Support Expenses	659.43	166.23
Legal and professional fees	329.27	79.20
Referral fees	920.61	166.46
Rates and taxes	25.79	1.07
Auditor's remuneration	1.75	2.07
Collection charges	4,656.99	3,488.37
Total	**6,593.84**	**4,423.40**

Payment to Auditors	For the priod ended 30 June 2019	For the period ended 30 June 2018
As auditor:		
- Audit fee	1.75	2.07
	1.75	**2.07**

18 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:

Particulars	For the priod ended 30 June 2019	For the period ended 30 June 2018
Loss for the period	(800.53)	(3,258.22)
Interest expense on convertible preference shares	730.67	-
Adjusted loss for the period	(69.86)	(3,258.22)
Weighted average number of equity shares in calculating basic EPS	1,00,000	1,00,000.00
Potential equity shares in the form of convertible preference shares	22,27,778	6,50,000
Total no. of shares outstanding (including dilution)	**23,27,778**	**7,50,000.00**
Basic (loss) per equity share	(8.01)	(32.58)
Diluted (loss) per equity share	(8.01)	(32.58)

There are potential equity shares as on 30 June 2018 and as on 30 June 2019 in the form of OCCRPS. As these are anti dilutive, 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.

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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 for the relevant period:

Particulars	For the period ended 30 June 2019	For the period ended 30 June 2018
Holding Company		
Issue of preference Share (incl. premium)	5,000.00	5,000.00
Holding Company		
Referral fees paid	920.61	166.46
Income from web services	366.51	-

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.

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20 Income tax

The major components of income tax credit are:

a) Income tax credit recognised in Statement of profit and loss

Particulars	For the period ended 30 June 2019	For the period ended 30 June 2018
Current income tax		
Current income tax for the year	-	
Adjustments in respect of current income tax of previous year	-	
	-	-
Deferred tax		
Relating to origination and reversal of temporary differences		
	-	-
Total income tax expense	-	-

b) Income tax recognised in other comprehensive income (OCI)
Deferred tax related to items recognised in OCI during the period

Particulars	For the period ended 30 June 2019	For the period ended 30 June 2018
Net loss on remeasurements of defined benefit plans	-	-

c) Reconciliation of tax expense and the accounting loss multiplied by statutory income tax rate.

Particulars	For the period ended 30 June 2019	For the period ended 30 June 2018
Loss before tax	(800.53)	(3,258.22)
Accounting loss before income tax	**(800.53)**	**(3,258.22)**
Tax expense at statutory income tax rate of 26.00% (June 30, 2018: 26.00%)	(208.14)	(847.14)
Adjustment in respect of differences taxed at lower tax rates	(16.31)	-
Non-deductible expenses for tax purposes:		
Interest expense on OCCRPS	189.97	60.86
Temporary differences for which no deferred tax was recognised	34.47	786.27
Tax expense at the effective income tax rate of 26.00% (June 30, 2018: 26.00%)	-	-

(d) Breakup of deferred tax recognised in the Balance sheet

Particulars	As at 30 June 2019	As at 31 March 2019
Deferred tax asset		
Tax losses	5,127.81	5,071.09
Re-measurement of investments in mutual funds to fair value	(22.24)	-
Other deductible temporary differences	-	-
Total	**5,105.57**	**5,071.09**
Total deferred tax assets recognised (A) *	-	-
Deferred tax liabilities		
Total deferred tax assets (B)	-	-
Net deferred tax assets/(liabilities)	-	-

*The Company has not recognised deferred tax asset on unused tax business losses, since it is not possible that there will be sufficient future taxable profit against which such unused tax business losses differences can be utilised.

(e) Detail of temporary differences, unused tax losses and unused tax credits for which no deferred tax asset is recognised in the balance sheet:

Particulars	As at 30 June 2019	As at 31 March 2019
Deductible temporary differences and unused tax losses for which no deferred tax assets have been recognised are attributable to the following:		
- tax business losses	19,722.33	19,504.21
	19,722.33	**19,504.21**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

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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:

	Level	30 June 2019	31 March 2019
Financial liabilities			
Measured at amortised cost			
- Borrowings	Level 3	23,291.46	20,163.92
Total financial liabilities		**23,291.46**	**20,163.92**

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

i) The carrying value of cash and cash equivalents, trade payables, and other financial assets and financial liabilities measured at amortised cost approximate their fair value.

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

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 CCPS 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 Financial risk management objectives and policies

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company's Board oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

i) Credit risk management

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's cash and bank balances, employee loans, financial assets carried at amortised cost

The carrying amounts of financial assets represent the maximum credit risk exposure.

Credit risk management considers available reasonable and supportive forward-looking information including indicators like external credit rating (as far as available), macro economic information (such as regulatory changes, government directives, market interest rate).

Cash and cash equivalents

The Company holds cash and cash equivalents. The credit risk on liquid funds is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. Bank balances are held with reputed and creditworthy banking institutions.

Credit exposure is also managed by counterparty limits for investment of surplus funds which is reviewed by the Management. Investments in liquid plan/schemes are with Asset Management Companies having highest rating.

ii) Liquidity riskmanagement

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Maturities of financial liabilities

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Contractual maturities of financial liabilities

30 June 2019	Within 1 year	Within 1 year to 5 Years	More than 5 years	Total
Trade payables	929.06	-	-	929.06
Other financial liabilities	1,982.56	-	-	1,982.56
Borrowings	-	-	23,291.46	23,291.46
	2,911.62	-	**23,291.46**	**26,203.08**

31 March 2019	Within 1 year	Within 1 year to 5 Years	More than 5 years	Total
Trade payables	456.57	-	-	456.57
Other financial liabilities	3,034.20	-		3,034.20
Borrowings	-	-	20,163.92	20,163.92
	3,490.77	-	**20,163.92**	**23,654.69**

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24 **Details of dues to micro and small enterprises as defined under MSMED Act 2006:**
The Company has during the year not received any intimation from any of its suppliers regarding their status under The Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures , if any, relating to amount unpaid as at the year end along with interest paid/payable as required under the said Act have not been given. Based on the information available with the Company there are no principal / Interest amounts due to micro and small entperises.

25 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 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: Noida
Date: 30th July, 2019

Pankaj Priti & Associates * Delhi * Chartered Accountants

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

Praveen Kumar Goel
(Director)
DIN- 03604600

Shrawan Kumar Sharma
(Director)
DIN- 07043379

Place: Noida
Date: 30th July, 2019