



**PANKAJ PRITI & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**

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**INDEPENDENT AUDITORS' REPORT**

**To the Board of Directors of Tradezeal International Private Limited**

**Opinion**

We have audited the condensed standalone interim financial statements of **Tradezeal International Private Limited** ("the Company"), which comprise the condensed standalone balance sheet as at 30 June 2020, 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 30 June 2020, 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)

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KUMAR  
JAIN** Digitally signed  
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Signature

Pankaj Jain

Partner

(Membership No. 095412)

Place: Delhi

Date: 20/07/2020

**Tradezeal International Private Limited**  
**Condensed Interim Balance Sheet as at 30th June 2020**  
(Amounts in INR "Thousands" , unless otherwise stated)

		As at	As at
	Notes	30 June 2020	31 March 2020
<b>Assets</b>			
<b>Non-current assets</b>			
Financial assets			
(i) Investments	4	-	-
(ii) Loan	4	-	-
		<u>-</u>	<u>-</u>
<b>Current assets</b>			
Financial assets			
(i) Trade receivables	5	-	-
(ii) Cash and cash equivalents	6	34	37
(iii) Bank balances other than cash and cash equivalents	7	155	153
<b>Total current assets</b>		<u>189</u>	<u>190</u>
<b>Total assets</b>		<u>189</u>	<u>190</u>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	10	1,100	1,100
Other equity	10	(24,901)	(23,987)
<b>Total equity</b>		<u>(23,801)</u>	<u>(22,887)</u>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	8	23,958	23,052
<b>Total non-current liabilities</b>		<u>23,958</u>	<u>23,052</u>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables	9	-	-
(a) total outstanding dues of micro enterprises and small enterprises		32	25
(b) total outstanding dues of creditors other than micro enterprises and small enterprises			
<b>Total current liabilities</b>		<u>32</u>	<u>25</u>
<b>Total liabilities</b>		<u>23,990</u>	<u>23,077</u>
<b>Total equity and liabilities</b>		<u>189</u>	<u>190</u>

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**

Chartered Accountants

ICAI Firm Registration No. 016461N

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per Pankaj Jain

Partner

Membership No.: 095412

Place: New Delhi

Date: 20 July 2020

For and on behalf of the Board of Directors

**Tradezeal International Private Limited**

SUDHIR  
GUPTA

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Date: 2020.07.20  
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Sudhir Gupta

(Director)

DIN: 08267484

Place: Ghaziabad

Date: 20 July 2020

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Manoj Bhargava

(Director)

DIN - 08267536

**Tradezeal International Private Limited**  
**Statement of condensed interim profit and loss for the period ended 30th June 2020**  
(Amounts in INR "Thousands" , unless otherwise stated)

		For the period ended	For the period ended
	Notes	30 June 2020	30 June 2019
<b>Income:</b>			
Other income	11	2	-
<b>Total income</b>		<b>2</b>	<b>-</b>
<b>Expense:</b>			
Finance costs	12	905	780
Other expenses	13	11	85
<b>Total expenses</b>		<b>916</b>	<b>865</b>
<b>Loss before tax</b>		<b>(914)</b>	<b>(865)</b>
<b>Income tax expense</b>			
Current tax		-	-
Deferred tax		-	-
<b>Total tax expense</b>		<b>-</b>	<b>-</b>
<b>Loss for the year</b>		<b>(914)</b>	<b>(865)</b>
<b>Other comprehensive income (OCI)</b>			
<b>Items that will not be reclassified to profit or loss in subsequent year</b>			
Re-measurement gains/(losses) on defined benefit plans		-	-
Income tax effect		-	-
<b>Other comprehensive income for the period, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive loss for the year</b>		<b>(914)</b>	<b>(865)</b>
<b>Earnings per equity share:</b>	14		
Basic earnings per equity share (INR)		(8.31)	(7.86)
Diluted earnings per equity share (INR)		(8.31)	(7.86)
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**  
Chartered Accountants  
ICAI Firm Registration No. 016461N

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

Place: New Delhi  
Date: 20 July 2020

For and on behalf of the Board of Directors  
**Tradezeal International Private Limited**

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**Sudhir Gupta**  
(Director)  
DIN: 08267484

Place: Ghaziabad  
Date: 20 July 2020

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**Manoj Bhargava**  
(Director)  
DIN - 08267536

**Tradezeal International Private Limited**  
**Statement of condensed interim cash flows for the period ended 30th June 2020**  
(Amounts in INR "Thousands" , unless otherwise stated)

Particulars	For the period ended 30 June 2020	For the period ended 30 June 2019
<b>Loss before tax</b>	<b>(914)</b>	<b>(865)</b>
Adjustments for:		
Balances written off (included in rates & taxes)	-	58
Finance costs	905	780
Interest income	(2)	-
<b>Operating (loss) before working capital changes</b>	<b>(11)</b>	<b>(27)</b>
<b>Movement in working capital</b>		
Increase/(Decrease) in trade and other payables	7	(6)
<b>Cash generated from operations</b>	<b>(4)</b>	<b>(33)</b>
Direct taxes paid (net of refunds)	-	-
<b>Net cash generated/used in operating activities</b>	<b>(4)</b>	<b>(33)</b>
<b>Cash flow from investing activities</b>	<b>-</b>	<b>-</b>
<b>Cash flow from financing activities</b>	<b>-</b>	<b>-</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(4)</b>	<b>(33)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>37</b>	<b>241</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>34</b>	<b>208</b>
<b>Components of cash and cash equivalents</b>		
Cash and cheques on hand	0	0
Balances with banks:		
- On current accounts	34	208
<b>Total cash and cash equivalents (refer note 6)</b>	<b>34</b>	<b>208</b>
Summary of significant accounting policies		

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

As per our report of even date

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

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

Place: New Delhi  
Date: 20 July 2020

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**Tradezeal International Private Limited**

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**Sudhir Gupta**  
(Director)  
DIN: 08267484

Place: Ghaziabad  
Date: 20 July 2020

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**Manoj Bhargava**  
(Director)  
DIN - 08267536

**Tradezeal International Private Limited**  
**Statement of condensed interim changes in equity for the period ended 30th June 2020**  
(Amounts in INR "Thousands" , unless otherwise stated)

**(a) Equity share capital (refer note 10)**

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 1 April 2019	1,100
As at 30 June 2019	1,100
As at 01 April 2020	1,100
As at 30 June 2020	1,100

**(b) Other equity (refer note 10)**

Particulars	Other equity			Total
	Equity portion of OCCRPS (refer note 10)	Reserves and surplus	Total reserve and surplus	
Balance as at 1 April 2019	20	(20,753)	(20,753)	(20,733)
Loss for the period	-	(865)	(865)	(865)
Other comprehensive income	-	-	-	-
Total comprehensive income	-	(865)	(865)	(865)
Balance as at 30 June 2019	20	(21,618)	(21,618)	(21,598)
Balance as at 1 April 2020	20	(24,007)	(24,007)	(23,987)
Loss for the period	-	(914)	(914)	(914)
Other comprehensive income	-	-	-	-
Total comprehensive income	-	(914)	(914)	(914)
Balance as at 30 June 2020	20	(24,921)	(24,921)	(24,901)

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

As per our report of even date

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

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

Place: New Delhi  
Date: 20 July 2020

For and on behalf of the Board of Directors  
**Tradezeal International Private Limited**

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**Sudhir Gupta**  
(Director)  
DIN: 08267484

Place: Ghaziabad  
Date: 20 July 2020

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**Manoj Bhargava**  
(Director)  
DIN - 08267536

**Tradezeal International Private Limited**  
**Notes to the condensed financial statements for the period ended 30<sup>th</sup> June 2020**  
(Amounts in “Thousands”)

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**1. Corporate Information**

Tradezeal International Private Limited (“the Company”) is a public company domiciled in India and was incorporated on May 31, 2005 under the provision of the Companies Act applicable in India. The Company is engaged in providing the services including Domestic trade and International Business facilitation services including sales, management, Operational, commercial, Financial, communication, promotional, information processing or any other trade and business related all over the world. The registered office of the Company is located at 1st Floor, 29-Daryaganj, 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<sup>th</sup> July 2020.

**2. Significant accounting policies**

**Basis of preparation**

The condensed interim financial statements of the Company for the period ended 30<sup>th</sup> June 2020 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 for the year ended 31 March 2020. 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 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.



**Tradezeal International Private Limited**  
**Notes to the condensed financial statements for the period ended 30<sup>th</sup> June 2020**  
(Amounts in “Thousands”)

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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 15).

	As at 30 June 2020		As at 31 March 2020	
	No of units	Amount	No of units	Amount
<b>4 Non Current assets</b>				
<b>Non Current Investment</b>				
<b>Trade investment valued at cost unless stated otherwise</b>				
<b>Investment other than subsidiaries</b>				
0.001% Optionally Convertible redeemable Preference Shares of Rs. 10 each in Instant Procurement Services Private Limited	12,446	-	12,446	-
0.001% Compulsory Convertible Preference Shares of Rs. 10 each in Instant Procurement Services Private Limited	3,764	-	3,764	-
		<u>-</u>		<u>-</u>
<b>Loans</b>				
Loans inter corporate (Instant Procurement Services Private Limited)		<u>5,000</u>		<u>5,000</u>
		<u>5,000</u>		<u>5,000</u>
Less : Provision for diminution in the value of investment		<u>(5,000)</u>		<u>(5,000)</u>
		<u>-</u>		<u>-</u>
<b>5 Trade receivables</b>				
Considered good- Unsecured (B)		-		-
Trade receivables which have significant increase in credit risk		26		26
Provision for doubtful debts		<u>(26)</u>		<u>(26)</u>
Total		<u>-</u>		<u>-</u>
<b>Notes:</b>				
No trade receivables are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.				
<b>6 Cash and cash equivalents</b>				
Cash on hand*		0		0
Balance with bank				
- On current accounts		<u>34</u>		<u>37</u>
<b>Cash and cash equivalents as per statement of cash flows</b>		<u><u>34</u></u>		<u><u>37</u></u>
<b>Notes:</b>				
*Absolute value Jun 2020 -Rs 349 (March 2020 - Rs 349)				
(i) Cash and cash equivalents for the purpose of cash flow statement comprise cash and cash equivalents as shown above.				
<b>7 Bank balances other than cash and cash equivalents</b>				
Deposits with				
-remaining maturity upto twelve months		<u>155</u>		<u>153</u>
<b>Total</b>		<u><u>155</u></u>		<u><u>153</u></u>

8 Borrowings

	As at 30 June 2020	As at 31 March 2020
<i>Measured at amortised cost</i>		
<b>Non-current</b>		
<b>Liability component of compound financial instrument</b>		
Optionally convertible cumulative redeemable preference shares (unsecured)	23,958	23,052
<b>Total non-current borrowings</b>	<b>23,958</b>	<b>23,052</b>

**Terms of conversion/ redemption of 0.01% Optionally convertible redeemable preference share (OCRPS)**

In the year ended March 31, 2019, the Company had issued 2 classes of preference shares i.e. 0.01% Optionally Convertible Redeemable Preference Shares (OCRPS) and Redeemable Preference Shares (RPS). The OCRPS 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 OCRPS shall be participating in the surplus funds; the OCRPS shall be participating in surplus assets and profits, on winding- up which may remain after the entire capital has been repaid; the OCRPS will be entitled to dividend, if declared by the Board of Directors, on cumulative basis. The OCRPS holders have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act 2013.

Series 'Optionally Convertible Redeemable Preference Shares : INR 13,700 The OCRPS shall be Convertible/Redeemable (in whole or in part) at the option of the holder of the OCRPS at any time within 20 years from the allotment of the respective OCRPS. Series 'Redeemable Preference Share : INR 5,000.00 Redeemable Preference shares (RPS) will be Redeemable (In whole or in part) either at the option of the company or at the option of the holder of the preference shares after the expiry of 5years from the date of allotment but before any time within 20 years from the date of allotment of preference shares at par.

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

	Optionally Convertible Cumulative Redeemable Preference Shares (Face value INR 10 per share)		Redeemable Preference Shares (Face value INR 10 per share)	
	Number of shares	Amount	Number of shares	Amount
<b>Authorised preference share capital</b>				
As 01 April 2019	25,00,000	25,000		
At 31 March 2020	25,00,000	25,000	-	-
At 30 June 2020	25,00,000	25,000	-	-

	Optionally Convertible Cumulative Redeemable Preference Shares (Face value INR 10 per share)		Redeemable Preference Shares (Face value INR 10 per share)	
	Number of shares	Amount	Number of shares	Amount
<b>Issued preference share capital (subscribed and fully paid up)</b>				
As 01 April 2019	18,70,000	18,700	-	-
At 31 March 2020	18,70,000	18,700	-	-
At 30 June 2020	18,70,000	18,700	-	-

	30 June 2020		31 March 2020	
	Number of shares	Percentage	Number of shares	Percentage
a) <b>Shares held by holding company</b>				
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	18,70,000	100%	18,70,000	100%

	30 June 2020		31 March 2020	
	Number of shares	Percentage	Number of shares	Percentage
b) <b>Details of shareholders holding more than 5% preference shares in the Company</b>				
Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid				
Indiamart Intermesh Limited	18,70,000	100%	18,70,000	100%

9 Trade payables

	As at 30 June 2020	As at 31 March 2020
<b>Current</b>		
Dues to other than MSMEDs	-	-
- others	32	25
<b>Total</b>	<b>32</b>	<b>25</b>

10 Share capital

Equity share capital

Authorised equity share capital

At 01 April 2019

At 31 March 2020

At 30 June 2020

Number of shares	Amount
5,00,000	5,000
5,00,000	5,000
5,00,000	5,000

Issued equity share capital (subscribed and fully paid up)

At 01 April 2019

At 31 March 2020

At 30 June 2020

Number of shares	Amount
1,10,000	1,100
1,10,000	1,100
1,10,000	1,100

a) Terms/ rights attached to equity shares:

1) The Company has only one class of equity shares having a par value of INR 10 per share. Each holder of equity is entitled to one vote per share.

2) In event of liquidation of the Company, the holders of equity shares would be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c) Shares held by holding company

Equity shares of INR 10 each fully paid

Indiamart Intermesh Limited (hundred shares held by Brijesh Kumar Agarwal as Nominee of IndiaMART)

30 June 2020		31 March 2020	
Number	Percentage	Number	Percentage
1,10,000	100%	1,10,000	100%

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

Equity shares of INR 10 each fully paid

Indiamart Intermesh Limited (hundred shares held by Brijesh Kumar Agarwal as Nominee of IndiaMART)

30 June 2020		31 March 2020	
Number	Percentage	Number	Percentage
1,10,000	100%	1,10,000	100%

e) Other equity

Retained earnings

Equity portion of OCCRPS (refer note 8)

Total other equity

30 June 2020	31 March 2020
(24,921)	(24,007)
20	20
(24,901)	(23,987)

	For the period ended 30 June 2020	For the period ended 30 June 2019
<b>11 Other income</b>		
Interest Income		
- on fixed deposit with banks	2	-
<b>Total</b>	<b>2</b>	<b>-</b>

	For the period ended 30 June 2020	For the period ended 30 June 2019
<b>12 Finance costs</b>		
Interest on Optionally cumulative convertible redeemable preference shares (OCRPS)	905	780
<b>Total</b>	<b>905</b>	<b>780</b>

	For the period ended 30 June 2020	For the period ended 30 June 2019
<b>13 Other expenses</b>		
Legal and professional fees	4	4
Auditor's remuneration	6	2
Collection charges	1	0
<b>Total</b>	<b>11</b>	<b>85</b>

#### 14 Earnings per share

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

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

	For the period ended 30 June 2020	For the period ended 30 June 2019
<b>Basic</b>		
Loss for the year	(914)	(865)
Weighted average number of equity shares in calculating basic EPS	1,10,000	1,10,000
Basic (loss) per share	<b>(8.31)</b>	<b>(7.86)</b>
<b>Diluted</b>		
Loss for the period	(914)	(865)
Weighted average number of equity shares in calculating basic EPS	1,10,000	1,10,000
Potential equity shares in the form of convertible preference shares	18,70,000	18,70,000
Total no. of shares outstanding (including dilution)	<b>19,80,000</b>	<b>19,80,000</b>
Diluted earning (loss) per share	<b>(8.31)</b>	<b>(7.86)</b>

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

**15 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:

	<u>30 June 2020</u>	<u>31 March 2020</u>
<b>Financial assets</b>		
a) Measured at Amortised cost		
- Cash and cash equivalents	34	37
<b>Total financial assets</b>	<u>34</u>	<u>37</u>
<b>Financial liabilities</b>		
b) Measured at Amortised cost		
- Borrowings	23,958	23,052
<b>Total financial liabilities</b>	<u>23,958</u>	<u>23,052</u>

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

- i) The carrying value of cash and cash equivalents and trade payables 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

**16 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares, and all other equity reserves attributable to the equity shareholder of the Company.

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

The Company is neither subject to externally imposed capital requirements nor exposed to external borrowings. For the purpose of the capital management, the management considers the share buy back obligation pertaining to 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.

## 17 Related party transactions

### a) Names of related parties and related party relationship

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

<b>Holding Company</b>	Indiamart Intermesh Limited
<b>Key management personnel</b>	Mr. Sudhir Gupta, Director Mr. Praveen Kumar Goel, Director Mr. Manoj Bhargava , Director

### 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.

## 19 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.

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

As per our report of even date

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

PANKAJ  
KUMAR JAIN

per Pankaj Jain  
Partner  
Membership No.: 095412

Place: New Delhi  
Date: 20 July 2020

For and on behalf of the Board of Directors  
**Tradezeal International Private Limited**

SUDHIR  
GUPTA

Sudhir Gupta  
(Director)  
DIN: 08267484

Place: Ghaziabad  
Date: 20 July 2020

MANOJ  
BHARGAVA  
A

Manoj Bhargava  
(Director)  
DIN - 08267536