



PANKAJ PRITI & ASSOCIATES

CHARTERED ACCOUNTANTS

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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Tolexo Online Private Limited

Opinion

We have audited the condensed standalone interim financial statements of **Tolexo Online Private Limited** ("the Company"), which comprise the condensed standalone balance sheet as at 30 September 2022, 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 September 2022, 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.

Place: Delhi
Date: 17/10/2022

For Pankaj Priti and Associates
Chartered Accountants
(Firm's Registration No. 016461N)

**PANKAJ
KUMAR
JAIN**

Digitally signed by
PANKAJ KUMAR
JAIN

Date: 2022.10.17
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Pankaj Jain
Partner

(Membership No. 095412)

UDIN: 22095412AZZUDL2881

Tolexo Online Private Limited
Condensed Interim Balance Sheet as at 30 September 2022
(Amounts in INR "Thousands", unless otherwise stated)

		As at 30 September 2022	As at 31 March 2022
Assets	Notes		
Non-current assets			
Property, plant and equipment	4	234	323
Intangible assets	5	42	53
Financial assets			
(i) Loans	6	-	85
(ii) Other financial assets	6	195	195
Non-current tax assets (net)	16	2,085	1,993
Other non-current assets	7	15,361	15,975
Total non-current assets		17,917	18,624
Current assets			
Financial assets			
(i) Cash and cash equivalents	8	6,873	19,683
(ii) Loans	6	414	706
Other current assets	7	352	837
Total current assets		7,639	21,226
Total assets		25,556	39,850
Equity and liabilities			
Equity			
Equity share capital	9	70,018	70,018
Other equity	10	(438,619)	(403,654)
Total equity		(368,601)	(333,636)
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	11	387,978	355,466
Contract Liabilities	15	812	1,005
Provisions	14	1,159	4,474
Total non-current liabilities		389,949	360,945
Current liabilities			
Financial liabilities			
(i) Trade payables	12	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		370	388
(ii) Other financial liabilities	13	30	7,216
Contract Liabilities	15	3,467	3,405
Other current liabilities	15	30	724
Provisions	14	312	808
Total current liabilities		4,209	12,541
Total liabilities		394,158	373,486
Total equity and liabilities		25,556	39,850

Summary of significant accounting policies

2

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

As per our report of even date

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

PANKAJ KUMAR JAIN
per Pankaj Jain
Partner
Membership No.: 095412

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Date: 2022.10.17
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For and on behalf of the Board of Directors of
Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

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

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

Bharat Sachdev
(Company Secretary)

BHARAT SACHDEV
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Place: New Delhi
Date : 17 October 2022

Place: Noida
Date : 17 October 2022

Tolexo Online Private Limited
Condensed Interim Statement of profit and loss for the period ended 30 September 2022
(Amounts in INR "Thousands", unless otherwise stated)

		For the Quarter ended		For the period ended	
	Notes	30 September 2022	30 September 2021	30 September 2022	30 September 2021
Income:					
Revenue from operations	17	2,700	2,699	5,417	3,785
Other income	18	133	58	182	101
Total income		2,833	2,757	5,599	3,886
Expenses:					
Employee benefits expense	19	2,774	11,957	5,487	22,927
Finance costs	20	16,344	11,280	32,511	22,897
Depreciation, amortization and impairment expenses	21	46	119	94	238
Other expense	22	1,215	1,526	2,751	2,949
Total expenses		20,379	24,882	40,843	49,011
Loss before tax		(17,547)	(22,125)	(35,244)	(45,125)
Loss for the period		(17,547)	(22,125)	(35,244)	(45,125)
Other comprehensive income (OCI)					
Items that will not be reclassified to profit or loss in subsequent period					
Re-measurement gain (losses) on defined benefit plans		278	(777)	278	(777)
Income tax effect		-	-	-	-
		278	(777)	278	(777)
Other comprehensive income for the period net of tax		278	(777)	278	(777)
Total comprehensive expense for the period		(17,269)	(22,902)	(34,966)	(45,902)
Earnings per equity share :					
Basic earnings per equity share (INR) - face value of Rs. 10 each	23	(2.51)	(3.16)	(5.03)	(6.44)
Diluted earnings per equity share (INR) - face value of Rs. 10 each		(2.51)	(3.16)	(5.03)	(6.44)

Summary of significant accounting policies 2

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

As per our report of even date

For Pankaj Priti & Associates

ICAI Firm Registration No. 016461N

Chartered Accountants

PANKAJ KUMAR JAIN
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Date: 2022.10.17 17:01:51 +05'30'
per Pankaj Jain
Partner
Membership No.: 095412

For and on behalf of the Board of Directors of

Tolexo Online Private Limited

CIN : U72200DL2014PTC267665

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

Bharat Sachdev
(Company Secretary)

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Date : 17 October 2022

Place: New Delhi
Date : 17 October 2022

Tolexo Online Private Limited
Condensed Interim Statement of Cash Flows for the period ended 30 September 2022

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

Particulars	For the period ended 30 September 2022	For the period ended 30 September 2021
Loss before tax	(35,244)	(45,125)
Loss before tax from discontinued operations		
<i>Adjustments to reconcile loss before tax to net cash flows:</i>		
Depreciation of property, plant and equipment	84	221
Amortisation of intangible assets	10	17
Gain on disposal of assets	(20)	-
Finance income	(182)	(101)
Interest expense on financial liability measured at amortised cost	32,511	22,897
Operating loss before working capital changes	(2,840)	(22,091)
Movement in working capital		
(Increase)/ decrease in other assets	1,477	588
(Increase)/decrease in other non-current financial liabilities	(7,185)	(178)
(Increase)/decrease in trade payables	8	(47)
Increase/(decrease) in other liabilities	(695)	(160)
Increase in provisions	(3,533)	697
Increase in contract liabilities	(131)	(482)
Cash generated from operations	(12,899)	(21,673)
Income tax paid (net)	(93)	(84)
Net cash generated/(used) in operating activities	(12,992)	(21,757)
Cash flow from investing activities		
Sale of property, plant and equipments	-	6
Interest received	182	101
Purchase of intangible assets	-	(25)
Net cash flows generated used in investing activities	182	82
Net cash flows (used in)/from investing activities		
Cash flow from financing activities		
Proceeds from issuance of Optionally convertible cumulative redeemable preference share (OCCRPS) (Note 11)	-	32,000
Net cash generated from financing activities	-	32,000
Net (decrease) / increase in cash and cash equivalents	(12,811)	10,325
Cash and cash equivalents at the beginning of the year	19,683	5,436
Cash and cash equivalents at the end of the period (Note 8)	6,873	15,761
Components of cash and cash equivalents		
Balances with banks:		
- On current accounts	6,873	15,761
Total cash and cash equivalents (Note 8)	6,873	15,761

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

As per our report of even date

For Pankaj Priti & Associates

ICAI Firm Registration No. 016461N

Chartered Accountants

PANKAJ KUMAR JAIN
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Date: 2022.10.17
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per Pankaj Jain

Partner

Membership No.: 095412

For and on behalf of the Board of Directors of

Tolexo Online Private Limited

CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
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Brijesh Kumar Agrawal

(Director & Chief Executive Officer)

DIN: 00191760

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Bharat Sachdev

(Company Secretary)

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Prateek Chandra

(Director & Chief Financial Officer)

DIN: 00356853

Place: New Delhi

Date : 17 October 2022

Place: Noida

Date : 17 October 2022

Tolexo Online Private Limited
Condensed Interim Statement of changes in equity for the period ended 30 September 2022
(Amounts in INR "Thousands", unless otherwise stated)

(a) Equity share capital (refer note 9)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 01 April 2021	70,018
As at 30 September 2021	70,018
Changes in equity share capital during the period	-
As at 01 April 2022	70,018
Changes in equity share capital during the period	-
As at 30 September 2022	70,018

(b) Other equity (refer note 10)

Particulars	Equity portion of OCCRP (refer note 10)	Retained earnings	Total other equity
Balance as at 01 April 2021	94,721	(403,667)	(308,946)
Loss for the period	-	(45,125)	(45,125)
Other comprehensive income/ (loss) for the period	-	(777)	(777)
Equity contribution	559	-	559
Total comprehensive loss	559	(45,902)	(45,343)
Balance as at 30 September 2021	95,280	(449,569)	(308,389)
Balance as at 01 April 2022	93,952	(497,606)	(403,654)
Loss for the period	-	(35,244)	(35,244)
Other comprehensive income/ (loss) for the period	-	278	278
Total comprehensive loss	-	(34,966)	(34,966)
Balance as at 30 September 2022	93,952	(532,572)	(438,619)

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

As per our report of even date

For Pankaj Priti & Associates

ICAI Firm Registration No. 016461N
Chartered Accountants

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per Pankaj Jain

Partner

Membership No.: 095412

For and on behalf of the Board of Directors of

Tolexo Online Private Limited
CIN : U72200DL2014PTC267665

Brijesh Kumar Agrawal
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Brijesh Kumar Agrawal

(Director & Chief Executive Officer)

DIN: 00191760

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Bharat Sachdev
(Company Secretary)

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Prateek Chandra

(Director & Chief Financial Officer)

DIN: 00356853

Place: New Delhi

Date : 17 October 2022

Place: Noida

Date : 17 October 2022

Tolexo Online Private Limited**Notes to the financial statements for the period ended 30 September 2022**(Amounts in “Thousands”)

1. Corporate Information

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

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 17 October 2022.

2. Significant accounting policies**Basis of preparation**

The financial statements of the Company for the period ended 30 September 2022 have been prepared in accordance with Indian Accounting Standard (‘Ind AS’) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 issued by the Ministry of Corporate Affairs (“MCA”).

These financial statements must be read in conjunction with the company’s last annual financial statements as at and for the year ended March 31, 2022. They do include all the information required for complete set of Ind AS financial statements. However, selected explanatory notes are included to explain events and transaction that are significant to an understanding of the changes in the Company’s financial position and performance since the last annual statements.

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

3. Significant accounting estimates and assumptions

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

Fair value measurement

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

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

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

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

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

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

Tolexo Online Private Limited**Notes to the financial statements for the period ended 30 September 2022**(Amounts in “Thousands”)

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

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

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

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

Impact of COVID-19

The Company has taken into account all the possible impacts of COVID-19 in preparation of these financial statements, including but not limited to its assessment of, liquidity and going concern assumption, recoverable values of its financial and non-financial assets, impact on revenue and cost, impact on leases, impact on investment in subsidiaries and associates and investment in other entities. The Company has carried out this assessment based on available internal and external sources of information upto the date of approval of these financial statements and believes that the impact of COVID-19 is not material to these financial statements and expects to recover the carrying amount of its assets. The impact of COVID-19 on the financial statements may differ from that estimated as at the date of approval of these financial statements owing to the nature and duration of COVID-19.

4. Recently issued accounting pronouncements

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

Balance sheet:

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

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

4 Property, plant and equipment

	Computers	Office equipments	Total Property, Plant and Equipment
Gross carrying amount			
As at 01 April 2021	3,390	917	4,307
Additions / (deletion) for the year	(24)	13	(11)
As at 31 March 2022	3,366	930	4,296
Additions / (deletion) for the period	(59)	-	(59)
Deletion during the period			-
As at 30 September 2022	3,307	930	4,237
Accumulated depreciation			
As at 01 April 2021	2,681	869	3,550
Charge/impairment for the year	403	20	423
As at 31 March 2022	3,084	889	3,973
Charge/impairment for the period	76	8	84
Deletion during the period	(54)	-	(54)
As at 30 September 2022	3,106	897	4,003
Net book value			
As at 01 April 2021	709	48	757
As at 31 March 2022	282	41	323
As at 30 September 2022	201	33	234

Tolexo Online Private Limited**Condensed Interim Notes to Financial Statements for the period ended 30 September 2022**

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

5 Intangible assets

	Softwares	Total
Gross carrying amount		
As at 01 April 2021	767	767
Additions for the year	17	17
As at 31 March 2022	784	784
Additions for the period	-	-
Deletion for the period	-	-
As at 30 September 2022	784	784
Accumulated amortisation		
As at 01 April 2021	697	697
Amortisation/impairment for the year	34	34
As at 31 March 2022	731	731
Amortisation/impairment for the period	10	10
Deletion	-	-
As at 30 September 2022	742	742
Net book value		
As at 01 April 2021	70	70
As at 31 March 2022	53	53
As at 30 September 2022	42	42

	As at 30 September 2022	As at 31 March 2022
6 Financial assets		
a) Non-current (unsecured, considered good unless stated otherwise)		
Other financial assets		
Security deposits	195	195
Total other financial assets	195	195
Loans		
Loans to employees*		
considered good- Unsecured	-	85
	-	85
b) Current (unsecured, considered good unless stated otherwise)		
Loans		
Loans to employees*		
considered good- Unsecured	414	706
	414	706
*The above loans represents interest free loans to employees, which are recoverable in maximum 24 monthly instalments.		
7 Other assets (Unsecured, considered good unless otherwise stated)	As at 30 September 2022	As at 31 March 2022
Non-current		
Indirect taxes recoverable	15,361	15,975
	15,361	15,975
Current		
Advances recoverable in cash or kind	277	137
Prepaid expenses	75	700
Total	352	837
8 Cash and cash equivalents	As at 30 September 2022	As at 31 March 2022
Balance with bank		
- On current accounts	6,873	19,683
Total Cash and cash equivalents	6,873	19,683

Notes:

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

9 Share Capital

Authorised equity share capital

	Number of shares	Amount
As at 01 April 2021	55,000,000	550,000
Increase/(decrease) during the year	(45,000,000)	(450,000)
As at 31 March 2022	10,000,000	100,000
Increase/(decrease) during the period	-	-
As at 30 September 2022	55,000,000	550,000

Issued equity share capital (subscribed and fully paid up)

	Number of shares	Amount
As at 01 April 2021	7,001,800	70,018
As at 31 March 2022	7,001,800	70,018
As at 30 September 2022	7,001,800	70,018

a) Terms/ rights attached to equity shares:

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

b) Shares held by holding company

	As at 30 September 2022		As at 31 March 2022	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart InterMesh Limited (one-one shares held by Brijesh Kumar Agarwal & Dinesh Chandra Agarwal as Nominee of IndiaMART InterMESH Limited)	7,001,800	100%	7,001,800	100%

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

	As at 30 September 2022		As at 31 March 2022	
	Number	Percentage	Number	Percentage
Equity shares of INR 10 each fully paid				
Indiamart InterMesh Limited (one-one shares held by Brijesh Kumar Agarwal & Dinesh Chandra Agarwal as Nominee of IndiaMART InterMESH Limited)	7,001,800	100%	7,001,800	100%

10 Other equity

	As at 30 September 2022	As at 31 March 2022
Equity portion of OCCRPS (refer note 11)	93,952	93,952
Retained earnings	(532,572)	(497,606)
Total other equity	(438,620)	(403,654)

11 Borrowings

Measured at amortised cost

Non-current

Optionally convertible cumulative redeemable preference shares (unsecured)

Total

As at 30 September 2022		As at 31 March 2022	
No. of shares	Amount	No. of shares	Amount
22,476,325	387,978	22,476,325	355,466
22,476,325	387,978	22,476,325	355,466

Notes:

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

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

Authorised preference share capital

As at 01 April 2021

Increase/(decrease) during the year

As at 31 March 2022

As at 30 September 2022

Number of shares	Amount
25,000,000	250,000
45,000,000	450,000
70,000,000	700,000
70,000,000	700,000

Issued preference share capital (subscribed and fully paid up)

As at 01 April 2021

Increase/(decrease) during the year

As at 31 March 2022

As at 30 September 2022

Number of shares	Amount
17,276,325	172,763
5,200,000	52,000
22,476,325	224,763
22,476,325	224,763

a) Shares held by holding company

As at 30 September 2022		As at 31 March 2022	
Number	Percentage	Number	Percentage

0.01% Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid

Indiamart Intermesh Limited

22,476,325	100%	22,476,325.00	100%
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b) Details of shareholders holding more than 5% shares in the Company

0.01% Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid

Indiamart Intermesh Limited

22,476,325	100%	22,476,325.00	100%
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c) Terms/rights attached to 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)

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

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

12 Trade payables

Dues to other than MSMEDs

- outstanding dues to related parties (refer note xx)

Payable to micro, small and medium enterprises

Other trade payables

Other

Total

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

As at 30 September 2022	As at 31 March 2022
-	-
370	388.05
370	388

13 Other financial liabilities

Current

Payable to employees

As at 30 September 2022	As at 31 March 2022
30	7,216
30	7,216

14 Provisions

	As at 30 September 2022	As at 31 March 2022
Non-current		
Provision for employees benefits*	758	3,429
Provision for gratuity	402	1,045
Provision for leave encashment	1,159	4,474
Current		
Provision for employees benefits*	47	298
Provision for gratuity	265	510
Provision for leave encashment	312	808
Total		

*Refer note 24.

15 Contract and other liabilities

	As at 30 September 2022	As at 31 March 2022
(a) Contract Liabilities*		
Non-current		
Deferred revenue	812	1,005
	812	1,005
Current		
Deferred revenue	3,467	3,405
	3,467	3,405
Total	4,279	4,410
(b) Other liabilities		
Professional Tax payable	1	4
GST payable	3	3
Tax deducted at source payable	23	637
Contribution to provident fund payable	2	79
Contribution to ESI payable	1	1
Total	30	724

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

16 Tax assets and liabilities

	As at 30 September 2022	As at 31 March 2022
Non-Current tax assets (net of provisions)		
Non current	2,085	1,993
	2,085	1,993

	For the quarter ended		For the period ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
17 Revenue from operations				
Sale of services				
Income from services	2,700	2,699	5,417	3,785
Total	2,700	2,699	5,417	3,785
Significant changes in the contract liability balances during the period are as follows:				
Opening balance at the beginning of the period	4,247	4,972	4,410	4,597
Less: Revenue recognised from contract liability balance at the beginning of the period	(1,262)	(937)	(2,210)	(1,907)
Add: Amount received from customers during the period (net of Refund)	2,732	1,842	5,286	3,303
Less: Revenue recognised from amount received during the period	(1,438)	(1,762)	(3,207)	(1,878)
Closing balance at the end of the period	4,279	4,115	4,279	4,115
18 Other income				
Interest income on fixed deposit with banks	75	58	182	101
Expense provision written back	58	-	-	-
Total	133	58	182	101
19 Employee benefits expense				
Salaries, wages and bonus	2,395	11,380	4,934	21,862
Gratuity expense	301	179	344	391
Leave encashment expense	-	215	24	368
Contribution to provident and other funds	65	134	142	262
Staff welfare expenses	12	49	43	44
Total	2,774	11,957	5,487	22,927
20 Finance costs				
Interest expense on financial liability measured at amortised cost	16,344	11,280	32,511	22,897
	16,344	11,280	32,511	22,897

Tolexo Online Private Limited
Condensed Interim Notes to Financial Statements for the period ended 30 September 2022
(Amounts in INR "Thousands", unless otherwise stated)

	For the quarter ended		For the period ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
21 Depreciation, amortization and impairment expenses				
Depreciation/ Impairment of property, plant and equipment (refer note 4)	41	110	84	221
Amortisation/ Impairment of intangible assets (refer note 5)	5	9	10	17
Total	46	119	94	238

	For the quarter ended		For the period ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
22 Other expenses				
Internet and other online expenses	470	484	950	965
Rent	96	21	289	43
Rates and taxes	28	28	84	58
Communication costs	28	140	92	196
Advertisement expenses	-	290	69	621
Printing Charges	-	5	-	8
-Plant and machinery	-	54	62	65
Travelling and conveyance	52	-	64	13
Legal and professional fees	358	345	717	664
Auditor's remuneration	17	17	35	35
Insurance expenses	166	129	387	256
Collection charges	-	14	2	25
Total	1,215	1,527	2,751	2,949

	For the quarter ended		For the period ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
Payment to Auditors				
As auditor:				
- Audit fee	17	17	35	35
	17	17	35	35

23 Earnings per share

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

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

	For the quarter ended		For the period ended	
	30 September 2022	30 September 2021	30 September 2022	30 September 2021
Basic earning per share				
Loss for the period	(17,547)	(22,125)	(35,244)	(45,125)
Weighted average number of equity shares in calculating basic EPS	7,001,800	7,001,800	7,001,800	7,001,800
Basic earning per share	(2.51)	(3.16)	(5.03)	(6.44)
Diluted earning per share				
Loss for the period for basic earnings per share	(17,547)	(22,125)	(35,244)	(45,125)
Interest expense on convertible preference shares	16,344	11,280	32,511	22,897
Adjusted Loss for the year	(1,203)	(10,845)	(2,733)	(22,227)
Weighted average number of equity shares in calculating basic EPS	7,001,800	7,001,800	7,001,800	7,001,800
Potential equity shares in the form of convertible preference shares	22,476,325	20,476,325	22,476,325	20,476,325
Total no. of shares outstanding (including dilution)	29,478,125	27,478,125	29,478,125	27,478,125
Diluted earning per share	(2.51)	(3.16)	(5.03)	(6.44)

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

24 Defined benefit plan and other long term employee benefit plan

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

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

Gratuity - defined benefit plan

	As at 30 September 2022	As at 31 March 2022
Present value of unfunded defined benefit obligation	805	3,726
	805	3,726

Leave encashment - other long term employee benefit plan

	As at 30 September 2022	As at 31 March 2022
Present value of other long term employee benefit plan	667	1,555
	667	1,555

25 Fair value measurements

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

	As at 30 September 2022	As at 31 March 2022
Financial assets		
- Cash and cash equivalents	6,873	19,683
- Loan to employees	414	791
- Security deposits	195	195
Total financial assets	7,482	20,669
Financial liabilities		
Measured at Amortised cost		
- Borrowings	387,978	355,466
- Trade payables & Other Financial liabilities	401	7,604
	388,378	363,070
Total financial liabilities	388,378	363,070

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

- The carrying value of cash and cash equivalents, loan to employees, trade payables, security deposits and other financial assets and financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments.
- 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

26 Capital management

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

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

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

27 Segment information

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

Information about geographical areas:

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

	For the period ended 30 September 2022	For the quarter ended 30 September 2021	Revenue from external customers	
			For the period ended 30 September 2022	For the period ended 30 Sep 2021
India	2,700	2,642	5,360	3,647
Others	-	57	57	138
Total	2,700	2,699	5,417	3,785

	For the period ended 30 September 2022	As at 31 March 2022
India	15,636	16,352
Others	-	-
Total	15,636	16,352

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

28 Related party transactions

i) Names of related parties and related party relationship

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

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

Particulars	For the quarter ended 30 September 2022	For the quarter ended 30 September 2021	For the period ended 30 September 2022	For the period ended 30 September 2021
Issue of 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS) IndiaMart InterMesh Ltd	-	22,000.00	-	32,000
Balance of Optionally convertible cumulative redeemable preference share (OCCRPS):				
	As at 30 September 2022	As at 31 March 2022		
IndiaMart InterMesh Limited	387978	355466		

Terms and conditions of transactions with related parties

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

29 Contingent Liabilities in respect of income-tax demand

Particulars	As at 30 September 2022	As at 31 March 2022
(In respect of Assessment year 2016-17, demand was raised for addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited and accordingly the losses to be carried forward by the Company are demanded to be reduced from INR 719,220 to INR 482,070. The matter is pending with CIT(Appeals). The Company is contesting the demand and the management believe that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the financial statements for tax demand raised)	59,691	59,691
(In respect of Assessment year 2017-18, demand of INR 2,42,994 was raised on Tolexo Online Private limited due to addition of income relating to receipts of securities premium against share allotment made to IndiaMART InterMESH Limited. The Company is contesting the demand and the management believe that its position is possible to be upheld in the appellate process. No tax expense has been accrued in the financial statements for tax demand raised.)	242,994	242,994

30 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.

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

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

As per our report of even date

For Pankaj Priti & Associates
ICAI Firm Registration No. 016461N
Chartered Accountants
PANKAJ KUMAR JAIN
per Pankaj Jain
Partner
Membership No.: 095412
Digitally signed by PANKAJ KUMAR JAIN
Date: 2022.10.17
17:03:51 +05'30'

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

Brijesh Kumar Agrawal
(Director & Chief Executive Officer)
DIN: 00191760
Digitally signed by Brijesh Kumar Agrawal
Date: 2022.10.17 16:44:05
+05'30'
Bharat Sachdev
(Company Secretary)

Place: Noida
Date : 17 October 2022

PRATEEK CHANDRA
Digitally signed by PRATEEK CHANDRA
Date: 2022.10.17
16:23:29 +05'30'

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

BHARAT SACHDEV
Digitally signed by BHARAT SACHDEV
Date: 2022.10.17
16:25:43 +05'30'