



**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 June 2023 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 2023, 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 use 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

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Place: Delhi  
Date: 18<sup>th</sup> July 2023

Pankaj Jain  
Partner  
(Membership No. 095412)

**UDIN:23095412BGXDBW3619**

**Tolexo Online Private Limited**  
**Condensed Interim Balance Sheet as at 30 June 2023**  
(Amounts in INR "Thousands", unless otherwise stated)

	Notes	As at 30 June 2023	As at 31 March 2023
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	149	153
Intangible assets	5	30	32
Non-current tax assets (net)	16	1,943	1,896
Other non-current assets	7	14,472	14,613
<b>Total non-current assets</b>		<b>16,594</b>	<b>16,694</b>
<b>Current assets</b>			
Financial assets			
(i) Cash and cash equivalents	9	8,828	8,820
(ii) Trade receivables	8	1	-
(iii) Other financial assets	6	195	195
Other current assets	7	201	441
<b>Total current assets</b>		<b>9,225</b>	<b>9,456</b>
<b>Total assets</b>		<b>25,819</b>	<b>26,150</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	10	70,018	70,018
Other equity	11	(488,790)	(470,532)
<b>Total equity</b>		<b>(418,772)</b>	<b>(400,514)</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	12	439,699	420,311
Contract Liabilities	15	813	1,020
Provisions	14	413	682
<b>Total non-current liabilities</b>		<b>440,925</b>	<b>422,013</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables	13		
total outstanding dues of creditors other than micro enterprises and small enterprises		296	414
Contract Liabilities	15	3,229	4,060
Other current liabilities	15	22	58
Provisions	14	119	119
<b>Total current liabilities</b>		<b>3,666</b>	<b>4,651</b>
<b>Total liabilities</b>		<b>444,591</b>	<b>426,664</b>
<b>Total equity and liabilities</b>		<b>25,819</b>	<b>26,150</b>

Summary of material 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

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

Place: New Delhi  
Date : 18 July 2023

Place: Noida  
Date : 18 July 2023

Place: Noida  
Date : 18 July 2023

**Tolexo Online Private Limited****Condensed Interim Statement of profit and loss for the period ended 30 June 2023**

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

	Notes	For the period ended 30 June 2023	For the period ended 30 June 2022
<b>Income:</b>			
Revenue from operations	17	2,661	2,717
Other income	18	163	107
<b>Total income</b>		<b>2,824</b>	<b>2,824</b>
<b>Expenses:</b>			
Employee benefits expense	19	876	2,711
Finance costs	20	19,388	16,167
Depreciation, amortization and impairment expenses	21	7	48
Other expense	22	811	1,596
<b>Total expenses</b>		<b>21,082</b>	<b>20,522</b>
<b>Loss before tax</b>		<b>(18,258)</b>	<b>(17,698)</b>
<b>Loss for the period</b>		<b>(18,258)</b>	<b>(17,698)</b>
<b>Other comprehensive income for the period net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive expense for the period</b>		<b>(18,258)</b>	<b>(17,698)</b>
<b>Loss per equity share :</b>	23		
Basic loss per equity share (INR) - face value of Rs. 10 each		(2.61)	(2.53)
Diluted loss per equity share (INR) - face value of Rs. 10 each		(2.61)	(2.53)
<b>Summary of material accounting policies</b>	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

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**Pankaj Jain**

Partner

Membership No.: 095412

For and on behalf of the Board of Directors of

**Tolexo Online Private Limited****CIN : U72200DL2014PTC267665**

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Agrawal**

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**Brijesh Kumar Agrawal**

(Director &amp; Chief Executive Officer)

DIN: 00191760

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**Prateek Chandra**

(Director &amp; Chief Financial Officer)

DIN: 00356853

Place: New Delhi

Date : 18 July 2023

Place: Noida

Date : 18 July 2023

Place: Noida

Date : 18 July 2023

**Tolexo Online Private Limited****Condensed Interim Statement of changes in equity for the period ended 30 June 2023**

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

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

<b>Equity shares of INR 10 each issued, subscribed and fully paid up</b>	<b>Amount</b>
<b>As at 01 April 2022</b>	<b>70,018</b>
Changes in equity share capital during the period	-
<b>As at 30 June 2022</b>	<b>70,018</b>
<b>As at 01 April 2023</b>	<b>70,018</b>
Changes in equity share capital during the period	-
<b>As at 30 June 2023</b>	<b>70,018</b>

**(b) Other equity (refer note 11)**

<b>Particulars</b>	<b>Equity portion of OCCRPS (refer note 11)</b>	<b>Retained earnings</b>	<b>Total other equity</b>
<b>Balance as at 01 April 2022</b>	<b>93,952</b>	<b>(497,606)</b>	<b>(403,654)</b>
Loss for the period	-	(17,698)	(17,698)
<b>Total comprehensive loss</b>	<b>-</b>	<b>(17,698)</b>	<b>(17,698)</b>
<b>Balance as at 30 June 2022</b>	<b>93,952</b>	<b>(515,303)</b>	<b>(421,352)</b>
<b>Balance as at 01 April 2023</b>	<b>93,952</b>	<b>(564,483)</b>	<b>(470,532)</b>
Loss for the year	-	(18,258)	(18,258)
<b>Total comprehensive loss</b>	<b>-</b>	<b>(18,258)</b>	<b>(18,258)</b>
<b>Balance as at 30 Jun 2023</b>	<b>93,952</b>	<b>(582,741)</b>	<b>(488,790)</b>

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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**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** Digitally signed by  
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**Brijesh Kumar Agrawal**

(Director &amp; Chief Executive Officer)

DIN: 00191760

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**Prateek Chandra**

(Director &amp; Chief Financial Officer)

DIN: 00356853

Place: New Delhi

Date : 18 July 2023

Place: Noida

Date : 18 July 2023

Place: Noida

Date : 18 July 2023

**Tolexo Online Private Limited****Condensed Interim Statement of Cash Flows for the period ended 30 June 2023**

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

Particulars	For the period ended 30 June 2023	For the period ended 30 June 2022
<b>Loss before tax</b>	<b>(18,258)</b>	<b>(17,698)</b>
<i>Adjustments -</i>		
Depreciation of property, plant and equipment	4	43
Amortisation of intangible assets	3	5
Gain on disposal of assets	-	(20)
Finance income	(111)	(87)
Interest expense on financial liability measured at amortised cost	19,388	16,167
Expense provision written back	(53)	-
<b>Operating loss before working capital changes</b>	<b>973</b>	<b>(1,589)</b>
<b>Movement in working capital</b>		
(Increase)/ decrease in other assets	380	711
(Increase)/decrease in other current financial liabilities	-	(6,538)
(Increase)/decrease in trade payables	(65)	88
Increase/(decrease) in other liabilities	(36)	(684)
Increase in provisions	(269)	(21)
Increase in contract liabilities	(1,039)	(163)
<b>Cash generated from operations</b>	<b>(56)</b>	<b>(8,196)</b>
Income tax paid (net)	(47)	(29)
<b>Net cash generated/(used) in operating activities</b>	<b>(103)</b>	<b>(8,225)</b>
<b>Cash flow from investing activities</b>		
Interest received	111	87
<b>Net cash flows generated / (used) in investing activities</b>	<b>111</b>	<b>87</b>
<b>Cash flow from financing activities</b>	-	-
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>8</b>	<b>(8,138)</b>
Cash and cash equivalents at the beginning of the year	8,820	19,683
<b>Cash and cash equivalents at the end of the period (Note 9)</b>	<b>8,828</b>	<b>11,545</b>
<b>Components of cash and cash equivalents</b>		
Balances with banks:		
- On current accounts	8,828	11,545
<b>Total cash and cash equivalents (Note 9)</b>	<b>8,828</b>	<b>11,545</b>

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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KUMAR JAIN

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**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 &amp; Chief Executive Officer)

DIN: 00191760

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**Prateek Chandra**

(Director &amp; Chief Financial Officer)

DIN: 00356853

Place: New Delhi  
Date : 18 July 2023

Place: Noida  
Date : 18 July 2023

Place: Noida  
Date : 18 July 2023

**Tolexo Online Private Limited****Notes to the financial statements for the period ended 30 June 2023**(Amounts in “Thousands”)

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**1. Corporate Information**

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

The financial statements were authorised for issue in accordance with a resolution passed by Board of Directors on 18 July 2023.

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

The financial statements of the Company for the period ended 30 June, 2023 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, 2023. 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 June 2023**

(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 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)

#### **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.

**Tolexo Online Private Limited**

**Condensed Interim Notes to Financial Statements for the period ended 30 June 2023**

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

**4 Property, plant and equipment**

	<b>Computers</b>	<b>Office equipments</b>	<b>Total Property, Plant and</b>
<b>Gross carrying amount</b>			
<b>As at 01 April 2022</b>	<b>3,366</b>	<b>930</b>	<b>4,296</b>
Additions / (deletion) for the year	(59)	-	(59)
<b>As at 31 March 2023</b>	<b>3,307</b>	<b>930</b>	<b>4,237</b>
Additions / (deletion) for the period	-	-	-
<b>As at 30 June 2023</b>	<b>3,307</b>	<b>930</b>	<b>4,237</b>
<b>Accumulated depreciation</b>			
<b>As at 01 April 2022</b>	<b>3,084</b>	<b>889</b>	<b>3,973</b>
Charge/impairment for the year	151	14	165
Deletion during the year	(54)	-	(54)
<b>As at 31 March 2023</b>	<b>3,181</b>	<b>903</b>	<b>4,084</b>
Charge/impairment for the period	1	3	4
Deletion during the period	-	-	-
<b>As at 30 June 2023</b>	<b>3,182</b>	<b>906</b>	<b>4,088</b>
<b>Net book value</b>			
<b>As at 01 April 2022</b>	<b>282</b>	<b>41</b>	<b>323</b>
<b>As at 31 March 2023</b>	<b>126</b>	<b>27</b>	<b>153</b>
<b>As at 30 June 2023</b>	<b>125</b>	<b>24</b>	<b>149</b>

**Tolexo Online Private Limited**  
**Condensed Interim Notes to Financial Statements for the period ended 30 June 2023**  
(Amounts in INR "Thousands", unless otherwise stated)

**5 Intangible assets**

	Softwares	Total
<b>Gross carrying amount</b>		
<b>As at 01 April 2022</b>	<b>784</b>	<b>784</b>
Additions for the year	-	-
<b>As at 31 March 2023</b>	<b>784</b>	<b>784</b>
Additions for the period	-	-
<b>As at 30 June 2023</b>	<b>784</b>	<b>784</b>
<b>Accumulated amortisation</b>		
<b>As at 01 April 2022</b>	<b>731</b>	<b>731</b>
Amortisation for the year	21	21
<b>As at 31 March 2023</b>	<b>752</b>	<b>752</b>
Amortisation for the period	2	2
<b>As at 30 June 2023</b>	<b>754</b>	<b>754</b>
<b>Net book value</b>		
<b>As at 01 April 2022</b>	<b>53</b>	<b>53</b>
<b>As at 31 March 2023</b>	<b>32</b>	<b>32</b>
<b>As at 30 June 2023</b>	<b>30</b>	<b>30</b>

**Tolexo Online Private Limited****Condensed Interim Notes to Financial Statements for the period ended 30 June 2023**

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

	<b>As at 30 June 2023</b>	<b>As at 31 March 2023</b>
<b>6 Financial assets</b>		
<b>Current (unsecured, considered good unless stated otherwise)</b>		
<b>Other financial assets</b>		
Security deposits	195	195
<b>Total other financial assets</b>	<b>195</b>	<b>195</b>
<b>Other assets (Unsecured, considered good unless otherwise stated)</b>	<b>As at 30 June 2023</b>	<b>As at 31 March 2023</b>
<b>7 Non-current</b>		
Indirect taxes recoverable	14,472	14,613
	<b>14,472</b>	<b>14,613</b>
<b>Current</b>		
Balances with Government Authorities	20	15
Advances recoverable in cash or kind	7	225
Prepaid expenses	174	201
<b>Total</b>	<b>201</b>	<b>441</b>
<b>8 Trade receivables</b>	<b>As at 30 June 2023</b>	<b>As at 31 March 2023</b>
Considered good- Unsecured	1	-
	<b>1</b>	<b>-</b>
<b>9 Cash and cash equivalents</b>	<b>As at 30 June 2023</b>	<b>As at 31 March 2023</b>
Balance with bank		
- On current accounts	8,828	8,820
<b>Total Cash and cash equivalents</b>	<b>8,828</b>	<b>8,820</b>

**Notes:**

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

## 10 Share Capital

<u>Authorised equity share capital</u>	<u>Number of shares</u>	<u>Amount</u>
<b>As at 01 April 2022</b>	<b>55,000,000</b>	<b>550,000</b>
Increase/(decrease) during the year	-	-
<b>As at 31 March 2023</b>	<b>55,000,000</b>	<b>550,000</b>
Increase/(decrease) during the period	-	-
<b>As at 30 June 2023</b>	<b>55,000,000</b>	<b>550,000</b>
 <b>Issued equity share capital (subscribed and fully paid up)</b>	 <b>Number of shares</b>	 <b>Amount</b>
<b>As at 01 April 2022</b>	<b>7,001,800</b>	<b>70,018</b>
Shares issued during the year	-	-
<b>As at 31 March 2023</b>	<b>7,001,800</b>	<b>70,018</b>
Shares issued during the Period	-	-
<b>As at 30 June 2023</b>	<b>7,001,800</b>	<b>70,018</b>

### 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

	<u>As at</u> <u>30 June 2023</u>		<u>As at</u> <u>31 March 2023</u>	
	<u>Number</u>	<u>Percentage</u>	<u>Number</u>	<u>Percentage</u>
<b>Equity shares of INR 10 each fully paid</b>				
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%

## 11 Other equity

	<u>As at</u> <u>30 June 2023</u>	<u>As at</u> <u>31 March 2023</u>
Equity portion of OCCRPS	93,952	93,952
Retained earnings	(582,741)	(564,483)
<b>Total other equity</b>	<b>(488,789)</b>	<b>(470,532)</b>

## 12 Borrowings

	As at 30 June 2023		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<i>Measured at amortised cost</i>				
<b>Non-current</b>				
Optionally convertible cumulative redeemable preference	22,476,325	439,699	22,476,325	420,311
<b>Total</b>	<b>22,476,325</b>	<b>439,699</b>	<b>22,476,325</b>	<b>420,311</b>

### 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 2022

Increase/(decrease) during the year

#### As at 31 March 2023

Increase/(decrease) during the period

#### As at 30 June 2023

Number of shares	Amount
<b>70,000,000</b>	<b>700,000</b>
-	-
<b>70,000,000</b>	<b>700,000</b>
-	-
<b>70,000,000</b>	<b>700,000</b>

### Issued preference share capital (subscribed and fully paid up)

#### As at 01 April 2022

Increase/(decrease) during the year

#### As at 31 March 2023

Increase/(decrease) during the period

#### As at 30 June 2023

Number of shares	Amount
<b>22,476,325</b>	<b>224,763</b>
-	-
<b>22,476,325</b>	<b>224,763</b>
-	-
<b>22,476,325</b>	<b>224,763</b>

### a) Shares held by holding company

	As at 30 June 2023		As at 31 March 2023	
	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	100%
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### b) Terms/rights attached to 0.01% Optionally convertible cumulative redeemable preference

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.

**Tolexo Online Private Limited**  
**Condensed Interim Notes to Financial Statements for the period ended 30 June 2023**

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

**13 Trade payables**

	As at 30 June 2023	As at 31 March 2023
- Outstanding dues to others	117	118
- Accured Expenses	179	296
<b>Total</b>	<b>296</b>	<b>414</b>

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

**14 Provisions**

	As at 30 June 2023	As at 31 March 2023
<b>Non-current</b>		
Provision for employees benefits*		
Provision for gratuity	320	515
Provision for leave encashment	93	167
	<b>413</b>	<b>682</b>

<b>Current</b>		
Provision for employees benefits*		
Provision for gratuity	39	39
Provision for leave encashment	80	80
<b>Total</b>	<b>119</b>	<b>119</b>

\*Refer note 24.

**15 Contract and other liabilities**

	As at 30 June 2023	As at 31 March 2023
<b>(a) Contract Liabilities*</b>		
<b>Non-current</b>		
Deferred revenue	813	1,020
	<b>813</b>	<b>1,020</b>

<b>Current</b>		
Deferred revenue	3,229	4,060
	<b>3,229</b>	<b>4,060</b>
<b>Total</b>	<b>4,042</b>	<b>5,080</b>

**(b) Other liabilities**

GST payable	2	1
Tax deducted at source payable	19	55
Others	1	2
<b>Total</b>	<b>22</b>	<b>58</b>

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

**16 Tax assets and liabilities**

	As at 30 June 2023	As at 31 March 2023
<b>Non-Current tax assets (net of provisions)</b>		
Non current	1,943	1,896

**Tolexo Online Private Limited****Condensed Interim Notes to Financial Statements for the period ended 30 June 2023**

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

	For the period ended	
	30 June 2023	30 June 2022
<b>17 Revenue from operations</b>		
<b>Sale of services</b>		
Income from services	2,661	2,717
<b>Total</b>	<b>2,661</b>	<b>2,717</b>
Significant changes in the contract liability balances during the period are as follows:	For the period ended	
	30 June 2023	30 June 2022
Opening balance at the beginning of the period	5,080	4,410
Less: Revenue recognised from contract liability balance at the beginning of the period	(1,248)	(1,233)
Add: Amount received from customers during the period (net of Refund)	1,623	2,554
Less: Revenue recognised from amount received during the period	(1,413)	(1,484)
Closing balance at the end of the period	<b>4,042</b>	<b>4,247</b>
<b>18 Other income</b>	For the period ended	
	30 June 2023	30 June 2022
Interest income on fixed deposit with banks	111	87
Other interest income	-	20
Expense provision written back	53	-
<b>Total</b>	<b>163</b>	<b>107</b>
<b>19 Employee benefits expense</b>	For the period ended	
	30 June 2023	30 June 2022
Salaries, wages and bonus	851	2,539
Gratuity expense	-	43
Leave encashment expense	-	24
Contribution to provident and other funds	25	77
Staff welfare expenses	-	31
<b>Total</b>	<b>876</b>	<b>2,711</b>
<b>20 Finance costs</b>	For the period ended	
	30 June 2023	30 June 2022
Interest expense on financial liability measured at amortised cost	19,388	16,167
	<b>19,388</b>	<b>16,167</b>
<b>21 Depreciation, amortization and impairment expenses</b>	For the period ended	
	30 June 2023	30 June 2022
Depreciation/ Impairment of property, plant and equipment (refer note 4)	4	43
Amortisation/ Impairment of intangible assets (refer note 5)	3	5
<b>Total</b>	<b>7</b>	<b>48</b>



**Tolexo Online Private Limited****Condensed Interim Notes to Financial Statements for the period ended 30 June 2023**

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

	For the period ended	
	30 June 2023	30 June 2022
<b>22 Other expenses</b>		
Internet and other online expenses	393	480
Rent	-	193
Rates and taxes	7	56
Communication costs	39	64
Advertisement expenses	28	118
-Plant and machinery	-	72
Travelling and conveyance	-	12
Legal and professional fees	328	361
Auditor's remuneration	10	17
Insurance expenses	6	221
Collection charges	-	2
<b>Total</b>	<b>811</b>	<b>1,596</b>

**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 period ended	
	30 June 2023	30 June 2022
<b>Basic earning per share</b>		
Loss for the period	(18,258)	(17,698)
Weighted average number of equity shares in calculating basic EPS	7,001,800	7,001,800
<b>Basic earning per share</b>	<b>(2.61)</b>	<b>(2.53)</b>
<b>Diluted earning per share</b>		
Loss for the period for basic earnings per share	(18,258)	(17,698)
Interest expense on convertible preference shares	19,388	16,167
<b>Adjusted Loss for the year</b>	<b>1,130</b>	<b>(1,530)</b>
<b>Weighted average number of equity shares in calculating basic EPS</b>	7,001,800	7,001,800
Potential equity shares in the form of convertible preference shares	22,476,325	22,476,325
<b>Total no. of shares outstanding (including dilution)</b>	<b>29,478,125</b>	<b>29,478,125</b>
<b>Diluted earning per share</b>	<b>(2.61)</b>	<b>(2.53)</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.

**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**

	<b>As at 30 June 2023</b>	<b>As at 31 March 2023</b>
Present value of unfunded defined benefit obligation	359	554
	<b>359</b>	<b>554</b>

**Leave encashment - other long term employee benefit plan**

	<b>As at 30 June 2023</b>	<b>As at 31 March 2023</b>
Present value of other long term employee benefit plan	172	246
	<b>172</b>	<b>246</b>

## 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 June 2023	As at 31 March 2023
<b>Financial assets</b>		
- Cash and cash equivalents	8,828	8,820
- Security deposits	195	195
<b>Total financial assets</b>	<b>9,023</b>	<b>9,015</b>
<b>Financial liabilities</b>		
Measured at Amortised cost		
- Borrowings	439,699	420,311
- Trade payables & Other Financial liabilities	296	414
<b>Total financial liabilities</b>	<b>439,995</b>	<b>420,725</b>

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

- i) The carrying value of cash and cash equivalents, loan to employees, trade payables, security deposits and other financial assets and financial liabilities measured at amortised cost approximate their fair value due to the short-term maturities of these instruments.
- ii) The fair value of non current borrowings are based on discounted cash flow using a current borrowing rate. They are classified as level 3 fair value in the fair value hierarchy due to the use of unobservable input, including own credit risk.

- c) During the period ended 30 June 2023 and 31 March 2023, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfer into and out of Level 3 fair value measurements.

## 26 Capital management

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

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

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

## 27 Segment information

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Company has only one operating segment which is software services, which acts as a single operating segment based on the nature of the products, the risks and returns, the organization structure and the internal financial reporting systems. Hence the company falls within a single operating segment "Software services".

### Information about geographical areas:

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

	Revenue from external customers	
	For the period ended 30 June 2023	For the period ended 30 June 2022
India	2,661	2,660
Others	-	57
<b>Total</b>	<b>2,661</b>	<b>2,717</b>

  

	Non-current assets*	
	As at 30 June 2023	As at 31 March 2023
India	14,651	14,798
<b>Total</b>	<b>14,651</b>	<b>14,798</b>

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

## 28 Related party transactions

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

<b>a) Holding Company</b>	Indiamart Intermesh Limited
<b>b) Key Management Personnel (KMP)</b>	
Director & CEO	Brijesh Kumar Agrawal
Director & CFO	Prateek Chandra
Director	Manoj Bhargava

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

Balance of Optionally convertible cumulative redeemable preference share (OCCRPS)	As at 30 June 2023	As at 31 March 2023
IndiaMart InterMesh Limited	439,699	420,311

### 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 June 2023	As at 31 March 2023
(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 Jain**

Partner  
Membership No.: 095412

PANKAJ  
KUMAR JAIN

Place: New Delhi  
Date : 18 July 2023

For and on behalf of the Board of Directors of

**Tolexo Online Private Limited**  
**CIN : U72200DL2014PTC267665**

Brijesh Kumar  
Agrawal

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

Place: Noida  
Date : 18 July 2023

PRATEEK CHANDRA

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

Place: Noida  
Date : 18 July 2023

Digitally signed by  
PRATEEK CHANDRA  
Date: 2023.07.18  
16:24:01 +05'30'

Digitally signed by  
PANKAJ KUMAR JAIN  
Date: 2023.07.18  
17:21:55 +05'30'

Digitally signed by Brijesh Kumar Agrawal  
Date: 2023.07.18 16:37:17 +05'30'