



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

1027, 10<sup>TH</sup> FLOOR, ROOTS TOWER

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**INDEPENDENT AUDITORS' REPORT**

To the Board of Directors of TradeZeal Online Private Limited

**Opinion**

We have audited the condensed standalone interim financial statements of **TradeZeal 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 Opinions**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("Act"). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Condensed Standalone Interim Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the condensed standalone interim financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Management's Responsibility for the Condensed Standalone Interim Financial Statements**

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

operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the condensed standalone interim financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the condensed standalone interim financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these condensed standalone interim financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

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

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

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

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

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

**PANKAJ  
KUMAR  
JAIN**

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Date: 2023.07.17 17:05:04 +05'30'

Place: Delhi  
Date: 17<sup>th</sup> July 2023

Pankaj Jain  
Partner  
(Membership No. 095412)

**UDIN:23095412BGXDBU9989**

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International 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>			
Investment in associates	4	772,047	823,047
Financial assets			
(i) Investments	4	653,930	623,930
Non-Current tax assets (net)	8	33	33
<b>Total non-current assets</b>		<b>1,426,010</b>	<b>1,447,010</b>
<b>Current assets</b>			
Financial assets			
(i) Cash and cash equivalents	5	1,649	1,669
(ii) Other current assets	6	223	223
(iii) Investments	7	81,642	109,865
<b>Total current assets</b>		<b>83,514</b>	<b>111,757</b>
<b>Total assets</b>		<b>1,509,524</b>	<b>1,558,767</b>
<b>Equity and liabilities</b>			
<b>Equity</b>			
Equity share capital	12	1,100	1,100
Other equity	12	1,279,096	1,333,097
<b>Total equity</b>		<b>1,280,196</b>	<b>1,334,197</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	9	119,012	114,683
Deferred tax liabilities (Net)	17	110,002	109,802
<b>Total non-current liabilities</b>		<b>229,014</b>	<b>224,485</b>
<b>Current liabilities</b>			
Financial liabilities			
(i) Trade payables	10		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		101	86
Current Tax Liabilities (Net)	8	213	-
<b>Total current liabilities</b>		<b>314</b>	<b>86</b>
<b>Total liabilities</b>		<b>229,328</b>	<b>224,571</b>
<b>Total equity and liabilities</b>		<b>1,509,524</b>	<b>1,558,767</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**  
Chartered Accountants  
ICAI Firm Registration No. 016461N

**PANKAJ KUMAR JAIN**  
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Date: 2023.07.17 17:12:45 +05'30'

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

Place: New Delhi  
Date: 17-July-2023

For and on behalf of the Board of Directors  
**Tradezeal Online Private Limited**  
CIN: U74110DL2005PTC136907

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

Place: Noida  
Date: 17-July-2023

**PRAVEEN KUMAR GOEL**  
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**Praveen Kumar Goel**  
(Director)  
DIN: 03604600

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")**  
**Condensed Interim Statement of profit and loss for the period ended 30 June 2023**  
(Amounts in INR "Thousands" , unless otherwise stated)

		For the period ended 30 June 2023	For the period ended 30 June 2022
	Notes		
<b>Income:</b>			
Other income	13	1,801	33,340
<b>Total income</b>		<b>1,801</b>	<b>33,340</b>
<b>Expense:</b>			
Finance costs	14	4,330	4,139
Other expenses	15	26	49
<b>Total expenses</b>		<b>4,356</b>	<b>4,188</b>
<b>Profit/(Loss) before exceptional item and Tax</b>		<b>(2,555)</b>	<b>29,152</b>
	17		
<b>Exceptional item</b>			
Impairment of Investment	4	(51,000)	-
<b>Profit/(Loss) before tax</b>		<b>(53,555)</b>	<b>29,152</b>
<b>Income tax expense</b>			
Current tax		246	38
Deferred tax		201	-
<b>Total tax expense</b>		<b>447</b>	<b>38</b>
<b>Profit/(Loss) for the period</b>		<b>(54,001)</b>	<b>29,114</b>
<b>Other comprehensive income (OCI)</b>			
<b>Items that will not be reclassified to profit or loss in subsequent period</b>			
Re-measurement gains/(losses) on defined benefit plans		-	-
Income tax effect		-	-
<b>Other comprehensive income for the period, net of tax</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive Profit/(Loss) for the period</b>		<b>(54,001)</b>	<b>29,114</b>
<b>Earnings per equity share:</b>	16		
Basic earnings per equity share (INR)		(490.92)	265.02
Diluted earnings per equity share (INR)		(490.92)	265.02
<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**  
Chartered Accountants  
ICAI Firm Registration No. 016461N

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

Place: New Delhi  
Date: 17-July-2023

For and on behalf of the Board of Directors  
**Tradezeal Online Private Limited**  
CIN: U74110DL2005PTC136907

**SUDHIR GUPTA** Digitally signed by SUDHIR GUPTA  
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**Sudhir Gupta**  
(Director)  
DIN: 08267484

Place: Noida  
Date: 17-July-2023

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**Praveen Kumar Goel**  
(Director)  
DIN: 03604600

Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")  
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)

Equity shares of INR 10 each issued, subscribed and fully paid up	Amount
As at 01 April 2022	1,100
As at 31 March 2023	1,100
Changes in equity share capital	-
As at 30 June 2023	1,100

(b) Other equity (refer note 10)

Particulars	Equity portion of CCD	Other equity		Total
		Equity portion of OCCRPS (refer note 7)	Reserves and surplus	
Balance as at 01 April 2022	932,500	739	(45,605)	887,634
Loss for the period	-	-	29,114	29,114
Other comprehensive income	-	-	-	-
Equity portion of CCD	212,500	-	-	212,500
Total comprehensive loss	212,500	-	29,114	241,614
Balance as at 30 June 2022	932,500	739	(15,116)	918,123
Balance as at 01 April 2023	932,500	739	399,858	1,333,097
Profit for the Period	-	-	(54,001)	(54,001)
Other comprehensive income	-	-	-	-
Total comprehensive loss	-	-	(54,001)	(54,001)
Balance as at 30 June 2023	932,500	739	345,857	1,279,096

The accompanying notes are an integral part of the Condensed Interim financial statements

As per our report of even date

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

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Pankaj Jain  
Partner  
Membership No.: 095412

Place: New Delhi  
Date: 17-July-2023

For and on behalf of the Board of Directors  
Tradezeal Online Private Limited  
CIN: U74110DL2005PTC136907

SUDHIR  
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Sudhir Gupta  
(Director)  
DIN: 08267484

Place: Noida  
Date: 17-July-2023

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Praveen Kumar Goel  
(Director)  
DIN: 03604600

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International 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>Profit/(Loss) before tax</b>	<b>(2,555)</b>	<b>29,152</b>
Adjustments for:		
Finance costs	4,330	4,139
Fair Value Gain (net) on measurement, interest and income from sale of mutual funds	(1,777)	-
Interest income	(24)	(11)
Fair value gain on financial assets measured at fair value through profit and loss	-	(32,998)
Gain on redemption of investments	-	(331)
<b>Operating (loss) before working capital changes</b>	<b>(26)</b>	<b>(49)</b>
<b>Movement in working capital</b>		
(Increase)/decrease in other assets	-	-
Increase/(decrease) in other liabilities	-	(14)
Increase/(Decrease) in trade and other payables	15	49
<b>Cash generated from operations</b>	<b>(11)</b>	<b>(14)</b>
Direct taxes paid (net of refunds)	(33)	-
<b>Net cash generated/(used in) operating activities</b>	<b>(44)</b>	<b>(14)</b>
<b>Cash flow from investing activities</b>		
Investment in associates and other entities	(30,000)	(212,500)
Proceeds from redemption of current investments	30,000	922
<b>Net cash used in investing activities</b>	<b>-</b>	<b>(211,578)</b>
<b>Cash flow from financing activities</b>		
Proceeds from equity funding	-	212,500
Proceeds from issue of Optionally Convertible Cumulative Redeemable Preference Shares	-	-
Interest income	24	11
Interest paid	-	-
<b>Cash generated from financing activities</b>	<b>24</b>	<b>212,511</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(20)</b>	<b>919</b>
<b>Cash and cash equivalents at the beginning of the period</b>	<b>1,669</b>	<b>2,078</b>
<b>Cash and cash equivalents at the end of the period</b>	<b>1,649</b>	<b>2,997</b>
<b>Components of cash and cash equivalents</b>		
Balances with banks:		
- On current accounts	1,649	2,997
<b>Total cash and cash equivalents (note 5)</b>	<b>1,649</b>	<b>2,997</b>
Summary of material accounting policies		

The accompanying notes are an integral part of the Condensed Interim financial statements

As per our report of even date

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

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

Place: New Delhi  
Date: 17-July-2023

For and on behalf of the Board of Directors  
**Tradezeal Online Private Limited**  
CIN: U74110DL2005PTC136907

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

Place: Noida  
Date: 17-July-2023

**PRAVEEN KUMAR GOEL**  
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**Praveen Kumar Goel**  
(Director)  
DIN: 03604600

**Tradezeal Online Private Limited (Formerly known as Tradezeal International Private Limited)**  
**Notes to the financial statements for the period ended 30 June 2023**  
(Amounts in “Thousands”)

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**1. Corporate Information**

Tradezeal Online Private Limited (Formerly known as Tradezeal International Private Limited) (“the Company”) is a private company domiciled in India and was incorporated on May 31, 2005 under the provision of the Companies Act applicable in India. The Company is engaged in carrying out the business related to Investment and allied activities. 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 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 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 Investment in optionally convertible cumulative redeemable preference shares (OCCRPS), Investment in mutual funds, at fair value at each balance sheet date.

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

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

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

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

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



**Tradezeal Online Private Limited (Formerly known as Tradezeal International 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 16)

#### **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.

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")**  
**Condensed Interim notes to Financial Statements for the period ended 30 June 2023**  
(Amounts in INR "Thousands" , unless otherwise stated)

4 Non Current Investment	30 June 2023		31 March 2023	
	No. of units	Amount	No. of units	Amount
<b>Investment in associates- Unquoted</b> (Accounted under equity method) <i>Fully paid up - at cost</i>				
<b>Truckhall Private Limited</b>				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 7,467 each)	12,846	96,050	12,846	96,050
Equity shares of INR 10 each (at premium of INR 7,467 each)	1,879	14,049	1,879	14,049
<b>Shipway Technology Private Limited</b>				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 43,446 each)	4,088	177,648	4,088	177,648
Equity shares of INR 10 each (at premium of INR 43,446 each)	100	4,346	100	4,346
<b>Agillos E-Commerce Pvt. Ltd.</b>				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 60,311 each)	2,694	162,505	2,694	162,505
Equity shares of INR 10 each (at premium of INR 43,497 each)	2,241	97,499	2,241	97,499
Less: Impairment allowance		(51,000)		
Net Investment in after Impairment		<b>209,004</b>		
<b>Edgewise Technologies Pvt Ltd</b>				
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 27,314 each)	4,784	130,718	4,784	130,718
Equity shares of INR 10 each (at premium of INR 27,314 each)	100	2,732	100	2,732
<b>Adansa Solutions Pvt. Ltd</b>				
0.01% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 14,696 each)	7,950	116,912	7,950	116,912
Equity shares of INR 10 each (at premium of INR 1,028,412 each)	20	20,588	20	20,588
		<b>772,047</b>		<b>823,040</b>

**Notes:**

**i.) Investment in others**

*Unquoted (measured at FVTPL)*

	30 June 2023		31 March 2023	
	No. of units	Amount	No. of units	Amount
<b>Instant Procurement Services Private Limited</b>				
0.001% Compulsory Convertible Preference Shares of Rs. 10 each	16,200	13,500	16,200	13,500
Equity shares of Rs. 10 each	5,510	50	5,510	50
Less: Investments sold during the period	5,500	(50)	5,500	(50)
Fair value gain recognised through profit and loss	-	373,241	-	373,241
<b>Legistify Services Private Limited</b>				
0.001% Compulsory convertible preference shares of INR 10 each (at premium of INR 58,120.00 each)	1,290	75,000	1,290	75,000
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 5132.68 each)	1,146	5,894	1,146	5,894
0.001% Compulsory Convertible Preference Shares of INR 10 each (at premium of INR 4104.14 each)	1,580	6,500	1,580	6,500
Equity shares of INR 10 each (at premium of INR 5132.68 each)	100	514	100	514
0.001% Compulsory Convertible Debentures of INR 1000 each (Refer Note 2 below)	-	-	-	-
Fair value gain recognised through profit and loss	-	74,281	-	74,281
<b>Total</b>		<b>548,930</b>		<b>548,930</b>

ii.) Investment in debt instruments of associates (measured at FVTPL)

## Truckhall Private Limited

0.0001% Compulsory Convertible Debentures INR 1,000 each (Refer Note 1 below)

**Total non-current investments**

105,000	105,000	75,000	75,000
	<u>653,930</u>		<u>623,930</u>

**Notes:**

1. During the quarter ended 30 June 2023, the Company has further invested INR 3 crores in Truckhall Private Limited in Compulsory Convertible Debentures.

**5 Cash and cash equivalents**

Balance with bank  
- On current accounts

**Cash and cash equivalents as per statement of cash flows**

Notes:

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

As at 30 June 2023	As at 31 March 2023
1,649	1,669
<b>1,649</b>	<b>1,669</b>

**6 Other assets**

**Current (Unsecured, considered good unless otherwise stated)**

Balances with government authorities  
Prepaid expenses

**Total**

As at 30 June 2023	As at 31 March 2023
222	220
1	3
<b>223</b>	<b>223</b>

**7 Investments - Current**

Aditya Birla Sun Life Mutual Fund  
ABSL Corporate fund - Growth-Direct

30 June 2023		31 March 2023	
No. of units	Amount	No. of units	Amount
80,806	29,850	162,815	59,113
530,849	51,792	530,849	50,752
	<b>81,642</b>		<b>109,865</b>

**8 Tax assets and liabilities**

**Current**

Provision for income tax

Less : Advance Tax paid

**Total Tax Liability (net)**

As at 30 June 2023	As at 31 March 2023
246	-
(33)	-
<b>213</b>	<b>-</b>

**Non-Current**

Non-Current tax assets

Provision for income tax

Less : Advance Tax paid

**Total Tax Asset (net)**

-	-
30,230	30,230
(30,197)	(30,197)
<b>33</b>	<b>33</b>

9 Borrowings

*Measured at amortised cost*

**Non-current**

**Liability component of compound financial instrument**

Optionally convertible cumulative redeemable preference shares (unsecured)

As at 30 June 2023	As at 31 March 2023
119,012	114,683
<b>119,012</b>	<b>114,683</b>

**Total non-current borrowings**

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

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

During the year ended March 31,2021,the company issued and allotted 20,00,000 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 10/- each at par aggregating to ₹ 2,00,00,000/- to holding company. The OCCRPS be convertible/redeemable (in whole or in part) at the option of the holder on April 30, 2026 and amount of redemption of preference shares to Rs. 20 per share including Rs 10 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

During the period ended March 31,2022,the company issued and allotted 40,00,000 0.01% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of ₹ 10/- each at par aggregating to ₹ 4,00,00,000/- to holding company. The OCCRPS be convertible/redeemable (in whole or in part) at the option of the holder on April 30, 2026 and amount of redemption of preference shares to Rs. 20 per share including Rs 10 per share for premium on redemption at the option of the holder and in case of conversion shall be converted at a ratio of 1:1 with the equity shares.

**Authorised preference share capital**

At 01 April 2022  
At 31 March 2023  
At 30 June 2023

Optionally Convertible Cumulative Redeemable Preference Shares (Face value INR 10 per share)	
Number of shares	Amount
9,500,000	95,000
<b>9,500,000</b>	<b>95,000</b>
<b>9,500,000</b>	<b>95,000</b>

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

At 01 April 2022  
At 31 March 2023  
At 30 June 2023

Optionally Convertible Cumulative Redeemable Preference Shares (Face value INR 10 per share)	
Number of shares	Amount
7,870,000	78,700
<b>7,870,000</b>	<b>78,700</b>
<b>7,870,000</b>	<b>78,700</b>

a) Shares held by holding company

Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid  
Indiamart Intermesh Limited

30 June 2023		31 March 2023	
Number of shares	Percentage	Number of shares	Percentage
7,870,000	100%	7,870,000	100%

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

Optionally Convertible Cumulative Redeemable Preference Shares of INR 10 each fully paid  
Indiamart Intermesh Limited

30 June 2023		31 March 2023	
Number of shares	Percentage	Number of shares	Percentage
7,870,000	100%	7,870,000	100%

10 Trade payables

**Current**

Dues to other than MSMEDs

- Outstanding dues to others

**Total**

As at 30 June 2023	As at 31 March 2023
-	-
101	86
<b>101</b>	<b>86</b>

11 Other current liabilities

Tax deducted at source payable

**Total**

As at 30 June 2023	As at 31 March 2023
-	-
<b>-</b>	<b>-</b>

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")**  
**Condensed Interim notes to Financial Statements for the period ended 30 June 2023**  
(Amounts in INR "Thousands" , unless otherwise stated)

**12 Share capital**  
**Equity share capital**

**Authorised equity share capital**

At 01 April 2022

At 31 March 2023

At 30 June 2023

Number of shares	Amount
<b>500,000</b>	<b>5,000</b>
<b>500,000</b>	<b>5,000</b>
<b>500,000</b>	<b>5,000</b>

**Issued equity share capital (subscribed and fully paid up)**

At 01 April 2022

At 31 March 2023

At 30 June 2023

<b>110,000</b>	<b>1,100</b>
<b>110,000</b>	<b>1,100</b>
<b>110,000</b>	<b>1,100</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**

**Equity shares of INR 10 each fully paid**

Indiamart Intermesh Limited (including Nominee shares held on behalf of IndiaMART InterMESH Limited)

30 June 2023		31 March 2023	
Number	Percentage	Number	Percentage
110,000	100%	110,000	100%

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

**Equity shares of INR 10 each fully paid**

Indiamart Intermesh Limited (including Nominee shares held on behalf of IndiaMART InterMESH Limited)

30 June 2023		31 March 2023	
Number	Percentage	Number	Percentage
110,000	100%	110,000	100%

**d) Other equity**

Retained earnings  
Equity portion of OCCRPS  
Equity portion of CCD  
**Total other equity**

30 June 2023	31 March 2023
345,857	399,858
739	739
932,500	932,500
<b>1,279,096</b>	<b>1,333,097</b>

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")**  
**Condensed Interim notes to Financial Statements for the period ended 30 June 2023**  
(Amounts in INR "Thousands" , unless otherwise stated)

**13 Other income**

Fair Value gain on measurement and income from sale of financial assets	-	32,998
- Fair Value Gain (net) on measurement, interest and income from sale of mutual funds	1,777	-
- on fixed deposit with banks	24	11
Gain on sale of redemption	-	331
- others	-	-
<b>Total</b>	<b>1,801</b>	<b>33,340</b>

For the period ended 30 June 2023	For the period ended 30 June 2022
-	32,998
1,777	-
24	11
-	331
-	-
<b>1,801</b>	<b>33,340</b>

**14 Finance costs**

Interest expense on		
Interest on Optionally cumulative convertible redeemable preference shares (OCCRPS)	4,330	4,139
<b>Total</b>	<b>4,330</b>	<b>4,139</b>

For the period ended 30 June 2023	For the period ended 30 June 2022
4,330	4,139
<b>4,330</b>	<b>4,139</b>

**15 Other expenses**

Legal and professional fees	10	36
Rates and taxes	-	0
Auditor's remuneration	15	9
Bank Charges	0	-
Miscellaneous Expenses	1	4
<b>Total</b>	<b>26</b>	<b>49</b>

For the period ended 30 June 2023	For the period ended 30 June 2022
10	36
-	0
15	9
0	-
1	4
<b>26</b>	<b>49</b>

**Payment to Auditors**

<b>As auditor:</b>		
- Audit fee	15	9
	<b>15</b>	<b>9</b>

For the period ended 30 June 2023	For the period ended 30 June 2022
15	9
<b>15</b>	<b>9</b>

**16 Earnings per share**

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

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

**Basic**

Profit/(Loss) for the period	(54,001)	29,152
Weighted average number of equity shares in calculating basic EPS	110,000	110,000

Basic Profit/(Loss) per share

**(491)** **265**

**Diluted**

Profit/(Loss) for the period	(54,001)	29,152
Adjustments for Diluted EPS (Finance Cost on OCRPS)	4,330	
Adjusted Profit/loss for the year	<b>(49,671)</b>	
Weighted average number of equity shares in calculating basic EPS	110,000	110,000
Potential equity shares in the form of convertible preference shares	7,870,000	7,870,000
Potential equity shares in the form of Compulsory Convertible Debentures (classified as equity)	93,250,000	93,250,000
Total no. of shares outstanding (including dilution)	<b>101,230,000</b>	<b>101,230,000</b>

Diluted earning Profit/(Loss) per share

**(491)** **0.29**

There are potential equity shares for the period ended 30 June 2023 which were anti-dilutive, hence they were ignored in the calculation of diluted Profit/(Loss) per share and accordingly the diluted Profit/(Loss) per share was the same as basic Profit/(Loss) per share.

Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")  
Condensed Interim notes to Financial Statements for the period ended 30 June 2023  
(Amounts in INR "Thousands" , unless otherwise stated)

**17 Income tax expense/(income) for the period**

**a) Income tax expense recognised in Statement of profit and loss**

Particulars	For the period ended 30 June 2023	For the year ended 31 March 2023
<b>Current income tax</b>		
Current income tax for the period	246	30,197
	<u>246</u>	<u>30,197</u>
<b>Deferred tax</b>		
Relating to origination and reversal of temporary differences	201	109,802
	<u>201</u>	<u>109,802</u>
<b>Total income tax expense</b>	<u>447</u>	<u>139,999</u>

	As at 30 June 2023	As at 31 March 2023
<b>b) Reconciliation of Deferred tax liabilities (Net):</b>		
<b>Particulars</b>		
Opening balance as of 1 April 23	109,802	-
Tax expense/(income) during the period recognised in Statement of profit and loss	201	109,802
<b>Closing balance at the end of the period/year</b>	<u>110,002</u>	<u>109,802</u>

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

**Tradezeal Online Private Limited (Formerly known as "Tradezeal International Private Limited")**  
**Condensed Interim notes to Financial Statements for the period ended 30 June 2023**  
(Amounts in INR "Thousands" , unless otherwise stated)

**18 Financial instruments**

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

	<u>Level</u>	<u>30 June 2023</u>	<u>31 March 2023</u>
<b>Financial assets</b>			
a) Measured at fair value through profit or loss (FVTPL)			
Investment in Mutual Funds	Level 1	81,642	109,865
Investment in equity/preference instruments of other entities (Refer Note b(iii) below)	Level 3	548,930	548,930
b) Measured at Amortised cost			
- Cash and cash equivalents		1,649	1,669
<b>Total financial assets</b>		<b>632,221</b>	<b>660,464</b>
<b>Financial liabilities</b>			
a) Measured at Amortised cost			
- Borrowings		119,012	114,683
- Trade Payables		101	86
<b>Total financial liabilities</b>		<b>119,113</b>	<b>114,768</b>

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

- The carrying value of cash and cash equivalents and trade payables measured at amortised cost approximate their fair value.
- 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
- Fair value of equity/preference instruments of other entities is estimated based on discounted cash flows valuation technique using the
- During the period ended 30 June 2023 and 30 June 2022, there were no transfers due to re-classification into and out of Level 3 fair value measurements.

**19 Capital management**

For the purpose of the Company's capital management, capital includes issued equity capital, Optionally convertible cumulative redeemable preference shares, and all other equity reserves attributable to the equity shareholder of the Company. The Company manages its capital to ensure that the company will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Company is neither subject to externally imposed capital requirements nor exposed to external borrowings. For the purpose of the capital management, the management considers the share buy back obligation pertaining to Optionally convertible cumulative redeemable preference shares as part of the Capital.

The Company reviews the capital structure on a regular basis. As part of this review, the Company considers the cost of capital, risks associated with each class of capital requirements and maintenance of adequate liquidity. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.



## 20 Related party transactions

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

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

#### (i) Holding Company

Indiamart Intermesh Limited

#### (ii) Key management personnel

Mr. Sudhir Gupta, Director  
Mr. Praveen Kumar Goel, Director  
Mr. Manoj Bhargava , Director

#### (iii) Other related parties

Truckhall Private Limited (Associate)  
Shipway Technology Private Limited (Associate)  
Agillos E-Commerce Private Limited (Associate)  
Edgewise Technologies Private Limited (Associate)  
Adansa Solutions Private Limited (Associate)

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

Particulars	For the period ended 30 June 2023	For the period ended 30 June 2022
<b>Holding Company</b>		
<b>Indiamart Intermesh Limited</b>		
Issue of 0.01% Optionally convertible cumulative redeemable preference share (OCCRPS)	-	-
Issue of 0.0001% Compulsory Convertible Debentures (CCD) (classified as Equity)	-	212,500
<b>Associates</b>		
<b>Investment in Associates</b>		
Truckhall Private Limited	30,000	75,000
Adansa Solutions Private Limited	-	137,500
Shipway Technology Private Limited	-	-
Agillos E-Commerce Private Limited	-	-
Edgewise Technologies Private Limited	-	-

### The following table discloses amounts due to or due from related parties at the relevant period end :

Particulars	As at 30 June 2023	As at 30 June 2022
<b>Holding Company</b>		
Optionally convertible cumulative redeemable preference shares -liability component (also refer note 9)	119,012	102,171
<b>Associates</b>		
Truckhall Private Limited	215,099	185,099
Shipway Technology Private Limited	181,994	181,994
Agillos E-Commerce Private Limited	260,004	260,004
Edgewise Technologies Private Limited	133,450	133,450
Adansa Solutions Private Limited	137,500	137,500

### 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.

## 21 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.

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

The accompanying notes are an integral part of the Condensed Interim financial statements

As per our report of even date

### For Pankaj Priti & Associates

Chartered Accountants  
ICAI Firm Registration No. 016461N

**PANKAJ  
KUMAR  
JAIN**

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by PANKAJ  
KUMAR JAIN  
Date: 2023.07.17  
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**Pankaj Jain**  
Partner  
Membership No.: 095412

Place: New Delhi  
Date: 17-July-2023

For and on behalf of the Board of Directors

**Tradezeal Online Private Limited**  
CIN: U74110DL2005PTC136907

**SUDHIR  
GUPTA**

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SUDHIR GUPTA  
Date: 2023.07.17  
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**Sudhir Gupta**  
(Director)  
DIN: 08267484

Place: Noida  
Date: 17-July-2023

**PRAVEEN  
KUMAR GOEL**

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PRAVEEN KUMAR GOEL  
Date: 2023.07.17  
16:15:08 +05'30'

**Praveen Kumar Goel**  
(Director)  
DIN: 03604600